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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service

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

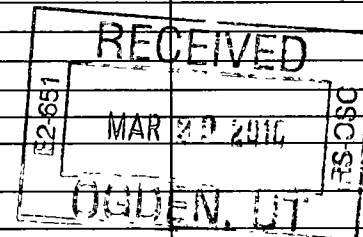
For calendar year 2009, or tax year beginning , 2009, and ending ,

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 Adele M. Thomas Charitable Foundation, Inc.		A Employer identification number 31-1704650
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 304 Buxton Road		B Telephone number (see the instructions) (703) 533-9566
	City or town Falls Church	State ZIP code VA 22046	C If exemption application is pending, check here <input type="checkbox"/>
	H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 4,389,124.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (att sch)	0.			
2 Cl <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	1,223.	1,223.		
4 Dividends and interest from securities	60,879.	60,879.		
5a Gross rents				
b Net rental income or (loss)		L-6a Stmt		
6a Net gain/(loss) from sale of assets not on line 10	-11,426.			
b Gross sales price for all assets on line 6a	286,251.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	50,676.	62,102.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages	0.	0.		0.
15 Pension plans, employee benefits	0.	0.		0.
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)				
c Other prof fees (attach sch) L-16c. Stmt	150.	150.		150.
17 Interest				
18 Taxes (attach schedule)(see instr) See Line. 18 Stmt	4,059.	4,059.		4,059.
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications	995.	995.		995.
23 Other expenses (attach schedule) See Line 23 Stmt	2,603.	2,603.		2,603.
24 Total operating and administrative expenses. Add lines 13 through 23	7,807.	7,807.		7,807.
25 Contributions, gifts, grants paid	221,037.			221,037.
26 Total expenses and disbursements. Add lines 24 and 25	228,844.	7,807.		228,844.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-178,168.			
b Net investment income (if negative, enter -0-)		54,295.		
c Adjusted net income (if negative, enter -0-)				



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			
	2 Savings and temporary cash investments	642,548.	575,177.	575,177.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) L-10b Stmt	2,172,171.	1,874,493.	2,457,934.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule) L-13 Stmt	1,275,973.	1,456,503.	1,356,013.	
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe				
16 Total assets (to be completed by all filers – see instructions. Also, see page 1, item I)	4,090,692.	3,906,173.	4,389,124.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe L-22 Stmt	10,500.	2,750.	
	23 Total liabilities (add lines 17 through 22)	10,500.	2,750.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	4,080,192.	3,903,423.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see the instructions)	4,080,192.	3,903,423.	
	31 Total liabilities and net assets/fund balances (see the instructions)	4,090,692.	3,906,173.	

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	4,080,192.
2 Enter amount from Part I, line 27a	2	-178,168.
3 Other increases not included in line 2 (itemize) <u>unexplained difference</u>	3	1,399.
4 Add lines 1, 2, and 3	4	3,903,423.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	3,903,423.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a LINCARE HOLDINGS INC 4000 SH		P	05/01/08	11/17/09
b RED ROBIN GOURMET 2432 SH		P	05/01/08	12/14/09
c STAPLES 4500 SH		P	08/16/05	11/17/09
d FRUIT OF THE LOOM SETTLEMENT		P	07/12/99	02/20/09
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 140,987.		97,272.	43,715.
b 38,488.		100,707.	-62,219.
c 102,305.		99,698.	2,607.
d 4,471.		0.	4,471.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			43,715.
b			-62,219.
c			2,607.
d			4,471.
e			

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	-11,426.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8 </div>		3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	201,737.	4,518,952.	0.044642
2007	234,817.	5,233,126.	0.044871
2006	255,651.	5,012,383.	0.051004
2005	211,681.	5,044,213.	0.041965
2004	234,255.	4,870,391.	0.048098

2 Total of line 1, column (d)	2	0.230580
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	0.046116
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,787,784.
5 Multiply line 4 by line 3	5	174,677.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	543.
7 Add lines 5 and 6	7	175,220.
8 Enter qualifying distributions from Part XII, line 4	8	228,844.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.)		1	543.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b ..			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	543.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	543.
6 Credits/Payments:			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	4,000.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	4,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,457.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax 3,457. Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ (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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) VA - Virginia		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses.		X

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Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see 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 <u>N/A</u>				
14	The books are in care of <u>John V. Thomas</u> Telephone no <u>(703) 533-9566</u>			
	Located at <u>304 Buxton Road, Falls Church, VA</u> ZIP + 4 <u>22046</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions.)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

If '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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
John V. Thomas, 304 Buxton Rd Falls Church VA 22046	Dir, Pres 6.00	0.	0.	0.
Eunice W. Thomas, 304 Buxton Rd Falls Church VA 22046	Dir, VP 3.00	0.	0.	0.

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

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

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

None

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE'.

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NONE	
	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	None

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	3,845,466.
b Average of monthly cash balances	1b	
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	3,845,466.
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	
3 Subtract line 2 from line 1d	3	3,845,466.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	57,682.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,787,784.
6 Minimum investment return. Enter 5% of line 5	6	189,389.

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

1 Minimum investment return from Part X, line 6	1	189,389.
2a Tax on investment income for 2009 from Part VI, line 5	2a	543.
b Income tax for 2009. (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	543.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	188,846.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	188,846.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	188,846.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	228,844.
b Program-related investments — total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	228,844.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	543.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	228,301.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				188,846.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			195,307.	
b Total for prior years: 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	0.			
b From 2005	0.			
c From 2006	0.			
d From 2007	0.			
e From 2008	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 228,844.				
a Applied to 2008, but not more than line 2a			195,307.	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2009 distributable amount				33,537.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				155,309.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005	0.			
b Excess from 2006	0.			
c Excess from 2007	0.			
d Excess from 2008	0.			
e Excess from 2009	0.			

N/A

4942(j)(5)

(4) Gross investment income

[illegible]

NONE

Part XV	Supplementary Information (continued)
----------------	--

3 Grants and Contributions Paid During the Year or Approved for Future Payment

<div> <div> Recipient </div> </div>	<div> <div> If recipient is an individual, show any relationship to any foundation manager or substantial contributor </div> </div>	<div> <div> Foundation status of recipient </div> </div>	<div> <div> Purpose of grant or contribution </div> </div>	<div> <div> Amount </div> </div>
<div> <div> Name and address (home or business) </div> </div>				
<div> <div> <div> a Paid during the year </div> </div> <div> <div> See Attached Schedule </div> </div> <div> <div> 2009 Contributions </div> </div> <div> <div> ND </div> </div> </div>			<div> <div> See attached schedule </div> </div>	
<div> <div> Total </div> </div>			<div> <div> ▶ 3a </div> </div>	<div> <div> 221,037. </div> </div>
<div> <div> <div> b Approved for future payment </div> </div> <div> <div> NONE </div> </div> </div>				
<div> <div> Total </div> </div>			<div> <div> ▶ 3b </div> </div>	<div> <div> 0. </div> </div>

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion 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		1,223.			
4 Dividends and interest from securities . . .		60,879.			
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		-11,426.			
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)		50,676.			
13 Total. Add line 12, columns (b), (d), and (e)					50,676.

(See worksheet in the instructions for line 13 to verify calculations)

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

[illegible]

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
TREASURER OF VA	25.	25.		25.
IRS	4,034.	4,034.		4,034.
Total	4,059.	4,059.		4,059.

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
PROSERIES (SOFTWARE)	530.	530.		530.
Assn of Small Found	495.	495.		495.
PHIL INS COS (D&O)	1,578.	1,578.		1,578.
Total	2,603.	2,603.		2,603.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Merrill Lynch	Statements	150.			
Total		150.			

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

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
See attached schedule--Merrill Lynch (individual)	709,236.	982,030.
E*Trade--See attached schedule	538,334.	586,338.
See attached schedule-Merrill Lynch (ETFs)	626,923.	889,566.
Total	1,874,493.	2,457,934.

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

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
SEE ATTACHED SCHEDULE T.Rowe Price	1,047,294.	967,860.
SEE ATTACHED SCHEDULE E*TRADE FINANCIAL	409,209.	388,153.
Total	1,456,503.	1,356,013.

Form 990-PF, Page 2, Part II, Line 22

Other Liab Stmt

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
<u>Outstanding checks</u>	<u>10,500.</u>	<u>2,750.</u>
Total	<u><u>10,500.</u></u>	<u><u>2,750.</u></u>

Supporting Statement of:

Form 990-PF, p1/Line 22(a)

Description	Amount
VALUE LINE PUBLIXHING	995.
Total	<u>995.</u>

Supporting Statement of:

Form 990-PF, p2/Line 2(a)

Description	Amount
ETrade	12,667.
Merrill Lynch	629,881.
Total	<u>642,548.</u>

Supporting Statement of:

Form 990-PF, p2/Line 2(c)

Description	Amount
E-Trade	39,664.
Merrill Lynch	535,513.
Total	<u>575,177.</u>

Supporting Statement of:

Form 990-PF, p12/Line 3 Column (b)

Description	Amount
Merrill Lynch	1,210.
E*Trade	13.
Total	<u>1,223.</u>

Supporting Statement of:

Form 990-PF, p12/Line 4 Column (b)

Description	Amount
Merrill Lynch	34,241.
E*Trade	9,285.

Continued

Supporting Statement of:**Form 990-PF, p12/Line 4 Column (b)**

Description	Amount
T. Rowe Price	17,353.
Total	<u>60,879.</u>

2009 CONTRIBUTIONS AND EXPENSES					12/31/2009									
	CONTRIBUTIONS	EXPENSES	TAXES	TOTAL	GRANT PURPOSE	FOUNDATION STATUS	ADDRESS							
ALL GOD'S CHILDREN UMC	\$10,000			\$0	GENERAL PURPOSES	PUBLIC	PO Box 69, Aulander, NC 27805							
ARENA STAGE	\$300			\$300	GENERAL PURPOSES	PUBLIC	1101 Sixth Street, SW, Washington, DC 20024							
ASSN OF SMALL FOUNDATIONS		\$495		\$495										
BAT CONSERVATION INT'L	\$1,000			\$1,000	GENERAL PURPOSES	PUBLIC	PO Box 162603, Austin TX 78716							
B-C-C HIGH SCHOOL ED FOUNDA	\$300			\$300	GENERAL PURPOSES	PUBLIC	PO Box 31209, Bethesda, MD 20824							
BENEDICTINE SISTERS OF VA	\$250			\$250	BEACON	PUBLIC	9535 Linton Hall Road, Briston, VA 20136							
BETA GAMMA SIGMA	\$100			\$100	GENERAL PURPOSES	PUBLIC	125 Weldon Parkway, Maryland Heights, MD 63043							
BETHANY HOUSE OF NO VA	\$250			\$250	GENERAL PURPOSES	PUBLIC	6121 Lincoln Rd, Alexandria, VA 22312							
BOSTON BAROQUE	\$250			\$250	GENERAL PURPOSES	PUBLIC	68 Leonard St, Belmont, MA 02478							
BROWN ALUMNI MAGAZINE	\$100			\$100	GENERAL PURPOSES	PUBLIC	Box 1908, Providence, RI 02912							
BROWN UNIVERSITY	\$1,000			\$1,000	GENERAL PURPOSES	PUBLIC	"							
BROWN UNIVERSITY	\$250			\$250	PEMBROKE CENTER	PUBLIC	"							
BROWN UNIVERSITY	\$7,500			\$7,500	GENERAL PURPOSES	PUBLIC	"							
CAMP NEJEDA	\$1,000			\$1,000	GENERAL PURPOSES	PUBLIC	"							
CHAPEL OF THE GOOD SHEPARD	\$250			\$250	GENERAL PURPOSES	PUBLIC	PO Box 156, Stillwater, NJ 07875							
CHAUTAUQUA FUND	\$3,000			\$3,000	GENERAL PURPOSES	PUBLIC	Chautauqua, NY							
COLONIAL WILLIAMSBURG	\$100			\$100	GENERAL PURPOSES	PUBLIC	PO Box 28, Chautauqua, NY 12722							
CORNWALL CEMETARY ASSN	\$250			\$250	GENERAL PURPOSES	PUBLIC	PO Box 1776, Williamsburg, VA 23178							
CRESCENT VIEW HEIGHTBORHO	\$250			\$250	GENERAL PURPOSES	PUBLIC	PO Box 67, Cornwall, CT 06753							
CUMBERLAND COLLEGE	\$500			\$500	GENERAL PURPOSES	PUBLIC	207 Neil Street, #3, Bluefield, VA 24605							
DEEP SPRINGS COLLEGE	\$10,000			\$10,000	GENERAL PURPOSES	PUBLIC	6191 College Station Dr, Williamsburg, KY 40769							
DEEP SPRINGS COLLEGE	\$15,000			\$15,000	GENERAL PURPOSES	PUBLIC	HC72 Box 45001, Dyer, NV 89010							
DICKINSON COLLEGE	\$2,500			\$2,500	GENERAL PURPOSES	PUBLIC	"							
ESIA BRISTLECONE FUND	\$1,000			\$1,000	BUILDING FUND	PUBLIC	PO Box 177, Carlisle, PA 17013							
EXOTIC FELINE RESCUE CENTE	\$250			\$250	GENERAL PURPOSES	PUBLIC	190 East Yarey St, Bishop, CA 93514							
FALLS CHURCH ED FOUND	\$250			\$250	SZYMANSKI SCHOLARSHIP F	PUBLIC	2221 E Ashboro Rd, Center Point, IN 47840							
FCPC	\$6,300			\$6,300	GENERAL PURPOSES	PUBLIC	800 W Broad St, Falls Church, VA 22048							
FCPC	\$6,300			\$6,300	GENERAL PURPOSES	PUBLIC	225 E Broad St, Falls Church, VA 22048							
FCPC	\$15,000			\$15,000	ORGAN	PUBLIC	"							
FCPC	\$1,500			\$1,500	PASTOR FUND	PUBLIC	"							
FCPC	\$10,000			\$10,000	MORTGAGE	PUBLIC	"							
FINANCIAL AGENT			\$4,000	\$4,000										
FRIENDS OF ANIMALS FOUND	\$250			\$250	GENERAL PURPOSES	PUBLIC	PO Box 34-1230, Los Angeles, CA 90034							
FRIENDS OF THE BLUE RIDGE	\$250			\$250	GENERAL PURPOSES	PUBLIC	PO Box 341, Arden, NC 28704							
HIRSHORN MUSEUM	\$1,000			\$1,000	GENERAL PURPOSES	PUBLIC	PO Box 37012 MRC 358, Washington, DC 20013							
HOLY FAMILY CHURCH	\$5,000			\$5,000	AUGUSTINE PROJECT	PUBLIC	200 Hayes Rd, Chapel Hill, NC 27517							
HOUSE OF RUTH	\$250			\$250	GENERAL PURPOSES	PUBLIC	5 Thomas Circle, NW, Washington, DC 20005							
INTER-FAITH COUNCIL FOR SOC	\$5,000			\$5,000	GENERAL PURPOSES	PUBLIC	110 W. Main St, Carboro, NC 27510							
INT'L CRANE FOUNDATION	\$1,000			\$1,000	GENERAL PURPOSES	PUBLIC	PO Box 447, Baraboo, WI 53913							
INTUIT PRO SERIES		\$262		\$262										
INTUIT PRO SERIES		\$32		\$32										
IRS			\$34	\$34										
IU FOUNDATION	\$250			\$250	GENERAL PURPOSES	PUBLIC	950 N Meridian St, Indianapolis, IN 46204							
KENNEDY CENTER	\$6,000			\$6,000	GENERAL PURPOSES	PUBLIC	2700 F St, NW, Washington, DC 20566							
KKG FOUNDATION	\$500			\$500	GENERAL PURPOSES	PUBLIC	PO Box 38, Columbus, OH 43216							
KKG FOUNDATION	\$250			\$250	GENERAL PURPOSES	PUBLIC	"							
LAKE JUNALUSKA FOUNDATION	\$250			\$250	GENERAL PURPOSES	PUBLIC	PO Box 67, Lake Junaluska, NC 28745							
LCNV	\$1,000			\$1,000	GENERAL PURPOSES	PUBLIC	2855 Annandale R, Falls Church, VA 22042							

ADELE M THOMAS CHARITABLE

Account Number: 72A-07C54

24-Hour Assistance: (800) MERRILL
Access Code: 13-722-07254

YOUR EMA BANK DEPOSIT INTEREST SUMMARY

December 01, 2009 - December 31, 2009

Money Account Description	Opening Balance	Average Deposit Balance	Current Yield%	Interest on Deposits	Closing Balance
FIA Card Services, N.A.	83,503	70,558	25	14.69	58,061
Bank of America RI, N.A.	2,980	2,322	25	0.48	2,243
TOTAL ML Bank Deposit Program	86,483			15.17	60,304

YOUR EMA ASSETS

CASH/MONEY ACCOUNTS					
Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income
CASH	840.96	840.96		840.96	
ML BANK DEPOSIT PROGRAM	60,304.00	60,304.00	1.0000	60,304.00	151
ISA FIA CARD SRVCS NA	170,981.00	170,981.00	1.0000	170,981.00	256
ISA M&T TRUST COMPANY	57,246.00	57,246.00	1.0000	57,246.00	86
FIFTH THIRD BANK ISA	246,141.00	246,141.00	1.0000	246,141.00	369
TOTAL		535,512.96		535,512.96	862

EQUITIES					
Description	Symbol	Acquired	Quantity	Unit Cost Basis	Estimated Market Price
AT&T INC	T	11/27/06	1,000	33.1350	28.0300
		11/27/06	2,000	33.1450	28.0300
			3,000	99,425.00	
Subtotal					
BED BATH & BEYOND INC	BBBY	10/01/04	1,500	38.5700	38.6100
		10/01/04	800	38.5700	38.6100
		10/01/04	200	38.5700	38.6100
Subtotal					
INTEL CORP	INTC	08/30/88	3,600	0.9258	20.4000
		09/20/99	3,200	28.1718	20.4000
Subtotal					

Estimated Market Value	Unrealized Gain/(Loss)/Annual Income	Estimated Current Yield%
28,030.00	(5,105.00)	1,681
56,060.00	(10,230.00)	3,361
84,090.00	(15,335.00)	5,042
57,915.00	60.00	5.99
30,888.00	32.00	
7,722.00	8.00	
96,525.00	100.00	
73,440.00	70,106.84	2,016
65,280.00	(24,870.00)	1,792
138,720.00	45,236.84	3,808

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ADELE M THOMAS CHARITABLE

Account Number: 72A-07C54

TOTAL MERRILL®

YOUR EMA ASSETS

December 01, 2009 - December 31, 2009

EQUITIES (continued)		Symbol	Acquired	Quantity	Unit		Total	Estimated	Estimated	Unrealized	Estimated	Current
Description	COM				Cost Basis	Market Price						
INTUIT INC	COM	INTU	05/30/06	200	27.2125	30.7300	5,442.50	30.7300	6,146.00	703.50		
			05/30/06	200	27.2125	30.7300	5,442.50	30.7300	6,146.00	703.50		
			05/30/06	200	27.2125	30.7300	5,442.50	30.7300	6,146.00	703.50		
			05/30/06	200	27.2125	30.7300	5,442.50	30.7300	6,146.00	703.50		
			05/30/06	200	27.2125	30.7300	5,442.50	30.7300	6,146.00	703.50		
			05/30/06	200	27.2125	30.7300	5,442.50	30.7300	6,146.00	703.50		
			05/30/06	1,000	27.2125	30.7300	27,212.50	30.7300	30,730.00	3,517.50		
			05/30/06	200	27.2125	30.7300	5,442.50	30.7300	6,146.00	703.50		
			05/30/06	1,000	27.2175	30.7300	27,217.50	30.7300	30,730.00	3,512.50		
			05/30/06	400	27.2225	30.7300	10,889.00	30.7300	12,292.00	1,403.00		
			05/30/06	200	27.2225	30.7300	5,444.50	30.7300	6,146.00	701.50		
Subtotal				4,000			108,861.00		122,920.00	14,059.00		
JOHNSON AND JOHNSON	COM	JNJ	01/17/94	2,000	11.1312	64.4100	22,262.54	64.4100	128,820.00	106,557.46	3,920	3.04
			09/20/99	1,900	42.5468	64.4100	80,839.07	64.4100	122,379.00	41,539.93	3,724	3.04
Subtotal				3,900			103,101.61		251,199.00	148,097.39	7,644	3.04
MEDTRONIC INC	COM	MDT	01/19/87	1,400	1.2828	43.9800	1,796.00	43.9800	61,572.00	59,776.00	1,149	1.86
			09/20/99	3,100	35.0312	43.9800	108,596.88	43.9800	136,338.00	27,741.12	2,543	1.86
Subtotal				4,500			110,392.88		197,910.00	87,517.12	3,692	1.86
STRYKER CORP		SYK	08/16/05	900	54.1880	50.3700	48,769.20	50.3700	45,333.00	(3,436.20)	541	1.19
			08/16/05	900	54.1980	50.3700	48,778.20	50.3700	45,333.00	(3,445.20)	541	1.19
Subtotal				1,800			97,547.40		90,666.00	(6,881.40)	1,082	1.19
TOTAL							709,236.05		982,030.00	272,793.95	21,268	2.17

RESEARCH RATINGS

Security	Symbol	BAS-ML Research Rating	IPR Rating*		Jaywalk Consensus Rating	
			Buy	Hold	SELL	BUY
AT&T INC	T	A-2.7	Buy	-Standard & Poor's		1.58
BED BATH & BEYOND INC	BBBY	B-2.9	Hold	-Standard & Poor's		1.62
INTEL CORP	INTC	C-2.7	Hold	-Standard & Poor's		1.42
INTUIT INC	INTU	A-1.9	Hold	-Standard & Poor's		1.70

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ANALYST: MARYLOU

5 of 11

ADELE M THOMAS CHARITABLE

Account Number: 72A-07C54

24-Hour Assistance: (800) MERRILL
Access Code: 13-722-07254

YOUR EMA ASSETS

December 01, 2009 - December 31, 2009

RESEARCH RATINGS (continued)

Security	Symbol	BAS-ML Research Rating		IPR Rating*	Jaywalk Consensus Rating		
		Rating	IPR Rating*		SELL	HOLD	BUY
JOHNSON AND JOHNSON COM	JNJ	A-2-7	Buy -Morningstar	Buy -Standard & Poor's			1.24
MEDTRONIC INC COM	MDT	A-2-7	Buy -Morningstar	Buy -Standard & Poor's			1.57
STRYKER CORP	SYK	A-2-7	Buy -Morningstar	Buy -Standard & Poor's			1.50

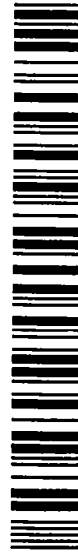
PLEASE REFER TO THE BACK OF YOUR STATEMENT FOR A GUIDE TO YOUR BAS-ML RESEARCH AND IPR RATINGS.

MUTUAL FUNDS/CLOSED END FUNDS/UIT

Description	Quantity	Total Client Investment	Cumulative Investment Return	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
DIAMONDS TRUST SERIES I SYMBOL: DIA Initial Purchase 06/13/02 Equity 100%	3,800	342,138	53,328	342,138.00	104.0700	395,466.00	53,328.00	10,671	2.69
POWERSHARES QQQ TR UNITS SFR 1 SYMBOL: QQQQ Initial Purchase 02/22/02 Equity 100%	10,800	284,785	209,314	284,785.41	45.7500	494,100.00	209,314.59	3,349	.67

Subtotal (Equities)

889,566.00	262,642	626,923.41	889,566.00	262,642.59	14,020	1.58
TOTAL						

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment.**Cumulative Investment Return:** Estimated Market Value minus Total Client Investment Cumulative Investment Return is the capital appreciation (depreciation) of all shares purchased, including shares purchased through reinvestment.**Unrealized Gain or (Loss):** Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment). Provided for Tax Planning purposes only and is not applicable to retirement accounts.**Initial Purchase:** Date of your initial investment in this fund.**Market Timing:** Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.



Account Number: 5566-8970

Statement Period: December 1, 2009 - December 31, 2009

Account Type: BUSINESS

ACCOUNT HOLDINGS

CASH & CASH EQUIVALENTS (0.00% of Holdings)

DESCRIPTION	OPENING BALANCE	CLOSING BALANCE	PORTFOLIO (%)	AVG BALANCE
	\$12.90			

TOTAL CASH & CASH EQUIVALENTS YTD INTEREST (CREDIT INTEREST ONLY) STOCKS, OPTIONS & EXCHANGE-TRADED FUNDS (60.17% of Holdings)

DESCRIPTION	SYMBOL/CUSIP	ACCT TYPE	QUANTITY	PRICE	TOTAL MKT VALUE	PORTFOLIO (%)	EST. ANNUAL INCOME	EST. ANNUAL YIELD (%)
DIAMONDS TRUST UNIT SERIES 1	DIA	Margin	500	104.0700	52,035.00	6.41	1,685.00	2.70%
ORACLE CORP	ORCL	Margin	5,000	24.5400	122,700.00	12.59	1,000.00	0.81%
POWERSHARES QQQ TRUST SERIES 1	QQQQ	Margin	1,500	45.9200	73,472.00	7.54	495.00	0.68%
RED ROBIN GOURMET BURGERS INC	RRGB	Margin		17.9000	0.00	0.00		

STANDARD & POORS DEPOSITORY RECEIPTS (SPDRS) BOOK ENTRY UNITS UNDIVIDED BENEFICIAL INT	SPV	Margin	2,100	111.2400	234,024.00	24.02	4,958.00	2.12%
--	-----	--------	-------	----------	------------	-------	----------	-------

VARIAN MEDICAL SYSTEMS INC	VAR	Margin	2,000	46.8500	93,700.00	9.62		
TOTAL STOCKS, OPTIONS & ETF					\$586,338.00	60.17%	\$8,139.00	1.39%

MUTUAL FUNDS (39.83% of Holdings)

DESCRIPTION	SYMBOL/CUSIP	ACCT TYPE	QUANTITY	PRICE	TOTAL MKT VALUE	PORTFOLIO (%)	EST. ANNUAL INCOME
ROYCE FUND/PENNSYLVANIA MUTUAL FUND INVESTMENT CL	PENMX	Margin	24,141.496	9.4500	228,137.14	23.41	193.00
**T ROWE PRICE INTL FUNDS INC INTERNATIONAL STOCK FUND	PRITX	Cash	12,599.642	12.6000	160,015.49	16.42	3,302.00
TOTAL MUTUAL FUNDS					\$388,152.63	39.83%	\$3,495.00

TOTAL PRICED PORTFOLIO HOLDINGS (ON 12/31/09)

\$1,014,154.88

Mutual Fund Statement

If you have questions, please visit troweprice.com or call
 T. Rowe Price Mutual Funds at 1-800-225-5132.

Investor Number 25674930

Mutual Fund Portfolio Value: \$967,859.87

Thinking of transferring your IRA? Think T. Rowe Price. To learn
 more about the benefits, visit troweprice.com/ira today.

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Adele M Thomas Charitable
 Foundation Inc
 C/O John V Thomas
 304 Buxton Rd
 Falls Church VA 22046-3618



Activity Summary

	This Quarter	Year-to-Date ¹
Beginning Value	\$914,383.92	\$737,120.77
Additions	0.00	0.00
Deductions	0.00	0.00
Income	7,478.25	17,108.46
Market Fluctuation ²	45,997.70	213,630.64
Ending Value	\$967,859.87	\$967,859.87
Net Change	\$53,475.95	\$230,739.10

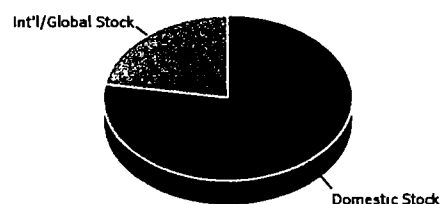
Income Summary

	This Quarter	Year-to-Date ¹
Taxable	\$7,478.25	\$17,108.46

¹ Year-to-date income may include closed accounts no longer shown on this statement.

² The term "Market Fluctuation" reflects any increase or decrease in fund share prices since your last statement. It does not reflect a fund's payment of dividends and interest or any reinvestment of dividends and interest into your account. If all of your holdings are money market funds, there should be no change in account value or principal due to market fluctuation. For other terms, please see "About Your Account and Statement."

Asset Allocation



100.0% Stock Funds

\$967,859.87

■ 77.7% Domestic	752,164.05
■ 22.3% International/Global	215,695.82

Portfolio Overview

Nonretirement	9/30/09 Value	12/31/09 Value	Change in Value	% of Assets
<i>T. Rowe Price Mutual Funds</i>				
Equity Index 500	\$709,610.11	\$752,164.05	\$42,553.94	77.7%
International Stock	204,773.81	215,695.82	10,922.01	22.3
Total Market Value	\$914,383.92	\$967,859.87	\$53,475.95	100.0%