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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

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

OMB No. 1545-0052

2009

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 [X] Address change [ ] Name change

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

Name of foundation: TILLMAN CHARITABLE TRUST

A Employer identification number: 43-6461193

Number and street (or P.O. box number if mail is not delivered to street address) / Room/suite: 1525 W W.T. HARRIS BLVD. D1114-044

B Telephone number (see page 10 of the instructions): (336) 732-4029

City or town, state, and ZIP code: CHARLOTTE, NC 28288-1161

C If exemption application is pending, check here ▶ [ ]
D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 603,753.

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

ENVELOPE POSTMARK DATE MAY 12 2010

SCANNED MAY 19 2010

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ [X] if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	91.	91.		STMT 1
	4 Dividends and interest from securities	6,386.	6,386.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-250,312.			
	b Gross sales price for all assets on line 6a 491,069.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	1,940.			STMT 3
	12 **Total.** Add lines 1 through 11	-241,895.	6,477.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	7,090.	7,090.		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 4	343.	343.		
	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	7,433.	7,433.		
	25 Contributions, gifts, grants paid	30,129.			30,129.
	26 **Total expenses and disbursements.** Add lines 24 and 25	37,562.	7,433.		30,129.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-279,457.			
	b **Net investment income** (if negative, enter -0-)		-0-		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	NONE	NONE	
	2 Savings and temporary cash investments	40,124.	34,272.	34,272.
	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)	NONE	NONE	NONE
	b Investments - corporate stock (attach schedule)	NONE	NONE	NONE
	c Investments - corporate bonds (attach schedule)	NONE	NONE	NONE
	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)	679,474.	398,648.	569,481.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)	NONE	NONE	NONE
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	719,598.	432,920.	603,753.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27 Capital stock, trust principal, or current funds	719,598.	432,920.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	NONE	NONE	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	719,598.	432,920.	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	719,598.	432,920.	

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	719,598.
2	Enter amount from Part I, line 27a	2	-279,457.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	440,141.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	7,221.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	432,920.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7	2	-250,312.
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	38,125.	689,177.	0.05531960585
2007	42,420.	844,572.	0.05022662366
2006	36,075.	773,343.	0.04664812380
2005	37,518.	773,695.	0.04849197681
2004	35,350.	760,246.	0.04649810719

2 **Total** of line 1, column (d)	2	0.24718443731
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	0.04943688746
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	524,435.
5 Multiply line 4 by line 3	5	25,926.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	25,926.
8 Enter qualifying distributions from Part XII, line 4	8	30,129.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling 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 ▶ ☒ and enter 1% of Part I, line 27b	1	NONE
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	NONE
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	NONE
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 20.		
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	20.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	20.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ **Refunded** ▶	11	20.

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶$ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 6			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WACHOVIA BANK Telephone no. ▶ (336)732-4029

Located at ▶ 100 NORTH MAIN STREET, WINSTON SALEM, NC ZIP + 4 ▶ 27101-4047

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

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No

(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No

			Yes	No
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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

If "Yes," list the years ▶ ________, ________, ________, ________

			Yes	No
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

			Yes	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

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	5b		
	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?	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?	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 7		7,090.	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	532,416.
b	Average of monthly cash balances	1b	5.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	532,421.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	532,421.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	7,986.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	524,435.
6	**Minimum investment return.** Enter 5% of line 5	6	26,222.

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

1	Minimum investment return from Part X, line 6			1	26,222.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	NONE		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	NONE
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	26,222.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	26,222.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	26,222.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	30,129.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	30,129.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	30,129.

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				26,222.
2	Undistributed income, if any, as of the end of 2009:				
a	Enter amount for 2008 only			30,125.	
b	Total for prior years: 20 07 ,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: ▶ $ 30,129.				
a	Applied to 2008, but not more than line 2a			30,125.	
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				4.
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				26,218.
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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 10				
Total . . . . ▶ **3a**				30,129.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	91.	
4 Dividends and interest from securities			14	6,386.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-250,312.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b EXCISE TAX REFUND			01	1,940.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-241,895.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 -241,895.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: WACHOVIA BANK — Date: 04/30/2010 — Title: Trustee

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number (See **Signature** on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code		EIN	
		Phone no.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					25.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					94.	
		150.364 AMERICAN EUROPACIFIC GROWTH FD C PROPERTY TYPE: SECURITIES					01/02/2009	01/26/2009
3,839.00		4,431.00					-592.00	
		1448.609 AMERICAN EUROPACIFIC GROWTH FD PROPERTY TYPE: SECURITIES					12/17/2007	01/26/2009
36,983.00		56,251.00					-19,268.00	
		166.78 FRANKLIN STRATEGIC SER SMALL CAP PROPERTY TYPE: SECURITIES					03/19/2008	01/26/2009
3,272.00		4,810.00					-1,538.00	
		1800.65 FRANKLIN STRATEGIC SER SMALL CAP PROPERTY TYPE: SECURITIES					12/17/2007	01/26/2009
35,329.00		67,967.00					-32,638.00	
		5.748 GOLDMAN SACHS MID-CAP VALUE FUND PROPERTY TYPE: SECURITIES					01/02/2009	01/26/2009
121.00		131.00					-10.00	
		3592.791 GOLDMAN SACHS MID-CAP VALUE FU PROPERTY TYPE: SECURITIES					12/17/2007	01/26/2009
75,449.00		119,305.00					-43,856.00	
		413.859 GOLDMAN SACHS CAPITAL GROWTH FU PROPERTY TYPE: SECURITIES					01/02/2009	01/26/2009
5,422.00		7,991.00					-2,569.00	
		3424.516 GOLDMAN SACHS CAPITAL GROWTH F PROPERTY TYPE: SECURITIES					09/06/2007	01/26/2009
44,861.00		70,445.00					-25,584.00	
		76.283 GOLDMAN SACHS GROWTH OPPORTUNITI PROPERTY TYPE: SECURITIES					01/02/2009	01/26/2009
973.00		1,240.00					-267.00	
		2985.08 GOLDMAN SACHS GROWTH OPPORTUNIT PROPERTY TYPE: SECURITIES					12/17/2007	01/26/2009
38,090.00		63,214.00					-25,124.00	

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)	
		444.166 GOLDMAN SACHS LARGE CAP VALUE F PROPERTY TYPE: SECURITIES					01/02/2009	01/26/2009
3,607.00		4,999.00					-1,392.00	
		5541.458 GOLDMAN SACHS LARGE CAP VALUE PROPERTY TYPE: SECURITIES					12/17/2007	01/26/2009
44,997.00		64,544.00					-19,547.00	
		468.291 MASS INVS GROWTH STK FD INC CL A PROPERTY TYPE: SECURITIES					01/02/2009	01/26/2009
4,322.00		6,082.00					-1,760.00	
		4913.551 MASS INVS GROWTH STK FD INC CL PROPERTY TYPE: SECURITIES					01/29/2007	01/26/2009
45,352.00		62,864.00					-17,512.00	
		4220.856 TEMPLETON FDS INC FOREIGN FD CL PROPERTY TYPE: SECURITIES					01/02/2009	01/26/2009
16,926.00		22,287.00					-5,361.00	
		5742.874 TEMPLETON FDS INC FOREIGN FD CL PROPERTY TYPE: SECURITIES					12/17/2007	01/26/2009
23,029.00		69,915.00					-46,886.00	
		426.409 AMERICAN WASHINGTON MUTUAL INVES PROPERTY TYPE: SECURITIES					01/02/2009	01/26/2009
8,387.00		11,810.00					-3,423.00	
		1989.726 AMERICAN WASHINGTON MUTUAL INVE PROPERTY TYPE: SECURITIES					12/17/2007	01/26/2009
39,138.00		57,101.00					-17,963.00	
		32.915 JOHN HANCOCK CLASSIC VALUE I PROPERTY TYPE: SECURITIES					01/26/2009	04/22/2009
343.00		318.00					25.00	
		205.949 HOTCHKIS AND WILEY MID-CAP VALUE PROPERTY TYPE: SECURITIES					01/26/2009	04/22/2009
2,525.00		2,123.00					402.00	
		41.347 KINETICS MUTUAL FDS INC SM CAP OP PROPERTY TYPE: SECURITIES					01/26/2009	04/22/2009
581.00		517.00					64.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		5.676 LEGG MASON VALUE TRUST INSTL CL PROPERTY TYPE: SECURITIES					01/26/2009	04/22/2009
168.00		158.00					10.00	
		74.369 MFS EMERGING MARKETS EQUITY FD CL PROPERTY TYPE: SECURITIES					01/26/2009	04/22/2009
1,383.00		1,188.00					195.00	
		13.659 MANAGERS TIMESSQ M/C GRW=PR PROPERTY TYPE: SECURITIES					01/26/2009	04/22/2009
121.00		113.00					8.00	
		53.406 RYDEX/SGI MID CAP VALUE FUND CL I PROPERTY TYPE: SECURITIES					01/26/2009	04/22/2009
429.00		395.00					34.00	
		319.244 WELLS FARGO ADVANTAGE SMALL CAP PROPERTY TYPE: SECURITIES					01/26/2009	04/22/2009
2,647.00		2,184.00					463.00	
		201.7 ARTIO INTERNATIONAL EQUITY II-I PROPERTY TYPE: SECURITIES					01/26/2009	07/22/2009
2,138.00		1,789.00					349.00	
		27.116 BLACKROCK INTERNATIONAL OPPORTUNI PROPERTY TYPE: SECURITIES					01/26/2009	07/22/2009
759.00		573.00					186.00	
		41.122 HARBOR INTERNATIONAL FUND PROPERTY TYPE: SECURITIES					04/22/2009	07/22/2009
1,873.00		1,449.00					424.00	
		143.848 HARTFORD CAPITAL INTERNATIONAL G PROPERTY TYPE: SECURITIES					04/22/2009	07/22/2009
1,052.00		875.00					177.00	
		59.119 KINETICS MUTUAL FDS INC SM CAP OP PROPERTY TYPE: SECURITIES					01/26/2009	07/22/2009
1,071.00		739.00					332.00	
		37.349 LEGG MASON VALUE TRUST INSTL CL PROPERTY TYPE: SECURITIES					01/26/2009	07/22/2009
1,353.00		1,036.00					317.00	

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)	
		63.272 MFS EMERGING MARKETS EQUITY FD CL PROPERTY TYPE: SECURITIES					01/26/2009	07/22/2009
1,501.00		1,010.00					491.00	
		16.343 NUVEEN TRADEWINDS INTERNATIONAL V PROPERTY TYPE: SECURITIES					04/22/2009	07/22/2009
357.00		300.00					57.00	
		32.321 RS GLOBAL NATURAL RESOURCES FUND PROPERTY TYPE: SECURITIES					04/22/2009	07/22/2009
801.00		655.00					146.00	
		100.052 TIAA-CREF INSTITUTIONAL INTERNAT PROPERTY TYPE: SECURITIES					04/22/2009	07/22/2009
729.00		591.00					138.00	
		24.045 WHG CAMBIAR OPPORTUNITY FD INSTL PROPERTY TYPE: SECURITIES					07/22/2009	10/22/2009
363.00		281.00					82.00	
		119.574 ARTIO INTERNATIONAL EQUITY II-I PROPERTY TYPE: SECURITIES					01/26/2009	10/22/2009
1,519.00		1,061.00					458.00	
		5.158 BLACKROCK INTERNATIONAL OPPORTUNIT PROPERTY TYPE: SECURITIES					01/26/2009	10/22/2009
168.00		109.00					59.00	
		8.659 DIAMOND HILL SMALL CAP FUND-I PROPERTY TYPE: SECURITIES					07/22/2009	10/22/2009
181.00		156.00					25.00	
		91.635 JOHN HANCOCK CLASSIC VALUE I PROPERTY TYPE: SECURITIES					01/26/2009	10/22/2009
1,357.00		886.00					471.00	
		27.036 HARBOR INTERNATIONAL FUND PROPERTY TYPE: SECURITIES					01/26/2009	10/22/2009
1,499.00		942.00					557.00	
		44.341 HARTFORD CAPITAL INTERNATIONAL GR PROPERTY TYPE: SECURITIES					04/22/2009	10/22/2009
376.00		270.00					106.00	

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)	
		153.286 HOTCHKIS AND WILEY MID-CAP VALUE PROPERTY TYPE: SECURITIES					07/22/2009	10/22/2009
2,805.00		1,649.00					1,156.00	
		30.638 MFS EMERGING MARKETS EQUITY FD CL PROPERTY TYPE: SECURITIES					01/26/2009	10/22/2009
882.00		489.00					393.00	
		27.373 RS GLOBAL NATURAL RESOURCES FUND PROPERTY TYPE: SECURITIES					01/26/2009	10/22/2009
827.00		544.00					283.00	
		66.313 TIAA-CREF INSTITUTIONAL INTERNATI PROPERTY TYPE: SECURITIES					01/26/2009	10/22/2009
572.00		383.00					189.00	
		42.04 WELLS FARGO ADVANTAGE SMALL CAP GR PROPERTY TYPE: SECURITIES					01/26/2009	10/22/2009
471.00		288.00					183.00	
		126.992 WHG CAMBIAR OPPORTUNITY FD INSTL PROPERTY TYPE: SECURITIES					01/26/2009	12/01/2009
1,934.00		1,335.00					599.00	
		58.99 AMERICAN CENTURY CENTURY VISTA FD PROPERTY TYPE: SECURITIES					10/22/2009	12/01/2009
789.00		779.00					10.00	
		90.942 ARTIO INTERNATIONAL EQUITY II-I PROPERTY TYPE: SECURITIES					01/26/2009	12/01/2009
1,139.00		807.00					332.00	
		12.748 BLACKROCK INTERNATIONAL OPPORTUNI PROPERTY TYPE: SECURITIES					01/26/2009	12/01/2009
414.00		269.00					145.00	
		95.68 BLACKROCK LARGE CAP VALUE FUND INS PROPERTY TYPE: SECURITIES					10/22/2009	12/01/2009
1,294.00		1,176.00					118.00	
		62.36 DIAMOND HILL SMALL CAP FUND-I PROPERTY TYPE: SECURITIES					07/22/2009	12/01/2009
1,286.00		1,050.00					236.00	

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)	
		114.358 JOHN HANCOCK CLASSIC VALUE I PROPERTY TYPE: SECURITIES					01/26/2009	12/01/2009
1,664.00		1,106.00					558.00	
		27.918 HARBOR INTERNATIONAL FUND PROPERTY TYPE: SECURITIES					01/26/2009	12/01/2009
1,572.00		973.00					599.00	
		202.514 HARTFORD CAPITAL INTERNATIONAL G PROPERTY TYPE: SECURITIES					04/22/2009	12/01/2009
1,734.00		1,227.00					507.00	
		59.905 HOTCHKIS AND WILEY MID-CAP VALUE PROPERTY TYPE: SECURITIES					01/26/2009	12/01/2009
1,060.00		618.00					442.00	
		36.475 KINETICS MUTUAL FDS INC SM CAP OP PROPERTY TYPE: SECURITIES					10/22/2009	12/01/2009
748.00		611.00					137.00	
		43.561 LEGG MASON VALUE TRUST INSTL CL PROPERTY TYPE: SECURITIES					01/26/2009	12/01/2009
1,830.00		1,209.00					621.00	
		29.968 MFS EMERGING MARKETS EQUITY FD CL PROPERTY TYPE: SECURITIES					01/26/2009	12/01/2009
865.00		479.00					386.00	
		167.035 MANAGERS TIMESSQ M/C GRW=PR PROPERTY TYPE: SECURITIES					07/22/2009	12/01/2009
1,923.00		1,537.00					386.00	
		36.959 NEUBERGER & BERMAN EQUITY FDS MIL PROPERTY TYPE: SECURITIES					10/22/2009	12/01/2009
519.00		528.00					-9.00	
		39.236 NUVEEN TRADEWINDS INTERNATIONAL V PROPERTY TYPE: SECURITIES					10/22/2009	12/01/2009
949.00		904.00					45.00	
		16.097 RS GLOBAL NATURAL RESOURCES FUND PROPERTY TYPE: SECURITIES					01/26/2009	12/01/2009
478.00		320.00					158.00	

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)	
		104.979 RYDEX/SGI MID CAP VALUE FUND CL PROPERTY TYPE: SECURITIES					10/22/2009	12/01/2009
1,094.00		884.00					210.00	
		118.8 TIAA-CREF INSTITUTIONAL INTERNATIO PROPERTY TYPE: SECURITIES					01/26/2009	12/01/2009
1,042.00		687.00					355.00	
		131.878 TOUCHSTONE LARGE CAP GRTH-I PROPERTY TYPE: SECURITIES					10/22/2009	12/01/2009
2,671.00		2,282.00					389.00	
		57.002 WELLS FARGO ADVANTAGE SMALL CAP G PROPERTY TYPE: SECURITIES					01/26/2009	12/01/2009
619.00		390.00					229.00	
		526.21 WELLS FARGO ADVANTAGE ENDEAVOR SE PROPERTY TYPE: SECURITIES					10/22/2009	12/01/2009
4,378.00		3,752.00					626.00	
TOTAL GAIN(LOSS)							-250,312.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WACHOVIA PT MONEY MARKET	91.	91.
TOTAL	91.	91.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WHG CAMBIAR OPPORTUNITY FD INSTL CL	106.	106.
ARTIO INTERNATIONAL EQUITY II-I	1,938.	1,938.
BLACKROCK INTERNATIONAL OPPORTUNITIES PO	179.	179.
BLACKROCK LARGE CAP VALUE FUND INSTITUTI	276.	276.
DIAMOND HILL SMALL CAP FUND-I	14.	14.
JOHN HANCOCK CLASSIC VALUE I	318.	318.
HARBOR INTERNATIONAL FUND	383.	383.
HARTFORD CAPITAL INTERNATIONAL GROWTH FD	897.	897.
HOTCHKIS AND WILEY MID-CAP VALUE FUND CL	231.	231.
LEGG MASON VALUE TRUST INSTL CL	285.	285.
MFS EMERGING MARKETS EQUITY FD CL I	280.	280.
NUVEEN TRADEWINDS INTERNATIONAL VALUE FU	137.	137.
RYDEX/SGI MID CAP VALUE FUND CL I	762.	762.
TIAA-CREF INSTITUTIONAL INTERNATIONAL EQ	222.	222.
TOUCHSTONE LARGE CAP GRTH-I	196.	196.
WELLS FARGO ADVANTAGE ENDEAVOR SELECT FD	162.	162.
TOTAL	6,386.	6,386.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
EXCISE TAX REFUND		1,940.
	TOTALS	1,940.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES ON QUALIFIED FOR	161.	161.
FOREIGN TAXES ON NONQUALIFIED	182.	182.
TOTALS	343.	343.

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

DESCRIPTION		AMOUNT
COST/BOOK VALUE ADJUSTMENT		7,221.
	TOTAL	7,221.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
MO

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

OFFICER NAME:
WACHOVIA BANK
ADDRESS:
1525 W W.T. HARRIS BLVD. D1114-044
CHARLOTTE, NC 28288-1161
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40
COMPENSATION .... 7,090.

TOTAL COMPENSATION: 7,090.

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

RECIPIENT NAME:
COVENANT HOUSE
ADDRESS:
ATTN: HENRY ACKERMANN
NEW YORK, NY 10001
AMOUNT OF GRANT PAID .... 4,218.

RECIPIENT NAME:
SALVATION ARMY
ADDRESS:
ATTN: MAJOR J. DAVID STEWART
ST LOUIS, MO 63109-0787
AMOUNT OF GRANT PAID .... 603.

RECIPIENT NAME:
WHITE HOUSE RETREAT
C/O REV. JAMES J BURSHEK, S.J.
ADDRESS:
7400 CHRISTOPHER DRIVE
ST. LOUIS, MO 63129
AMOUNT OF GRANT PAID .... 4,218.

RECIPIENT NAME:
CARDINAL RITTER INSTITUTE
ADDRESS:
7601 WATSON ROAD
ST. LOUIS, MO 63119
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED DONATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 4,218.

RECIPIENT NAME:
LOURDES CENTER
ADDRESS:
698 BEACON STREET
BOSTON, MA 02215
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED DONATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 4,218.

RECIPIENT NAME:
CARE, INC.
ADDRESS:
151 ELLIS AVENUE NE
ATLANTA, GA 30303-2440
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED DONATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 4,218.

RECIPIENT NAME:
CARDINAL GLENNON CHILDREN'S HOSP
ADDRESS:
ATTN: ROYA A. BROMELL
ST. LOUIS, MO 63104
AMOUNT OF GRANT PAID .... 4,218.

RECIPIENT NAME:
ST. JUDE'S CHILDREN'S
RESEARCH HOSPITAL
ADDRESS:
501 ST. JUDE'S PLACE
MEMPHIS, TN 38105
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED DONATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 4,218.

TOTAL GRANTS PAID:	30,129.

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: TILLMAN CHARITABLE TRUST

Employer identification number: 43-6461193

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

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

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			25.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-2,053.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-2,028.

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

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			94.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-248,378.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	-248,284.

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

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

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-2,028.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-248,284.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-250,312.

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

16 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 — 16 (3,000)

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	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)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	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)					31	
32	Add lines 30 and 31					32	
33	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)					33	
34	**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)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No. 1545-0092

2009

Name of estate or trust: TILLMAN CHARITABLE TRUST

Employer identification number: 43-6461193

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

(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)
1a 150.364 AMERICAN EUROPACIFIC GROWTH FD CL F	01/02/2009	01/26/2009	3,839.00	4,431.00	-592.00
166.78 FRANKLIN STRATEGIC SER SMALL CAP GROWTH FD CL	03/19/2008	01/26/2009	3,272.00	4,810.00	-1,538.00
5.748 GOLDMAN SACHS MID-CAP VALUE FUND INSTITUT	01/02/2009	01/26/2009	121.00	131.00	-10.00
413.859 GOLDMAN SACHS CAPITAL GROWTH FUND INSTITU	01/02/2009	01/26/2009	5,422.00	7,991.00	-2,569.00
76.283 GOLDMAN SACHS GROWTH OPPORTUNITIES INSTIT	01/02/2009	01/26/2009	973.00	1,240.00	-267.00
444.166 GOLDMAN SACHS LARGE CAP VALUE FUND INSTIT	01/02/2009	01/26/2009	3,607.00	4,999.00	-1,392.00
468.291 MASS INVS GROWTH STK FD INC CL A	01/02/2009	01/26/2009	4,322.00	6,082.00	-1,760.00
4220.856 TEMPLETON FDS INC FOREIGN FD CL A	01/02/2009	01/26/2009	16,926.00	22,287.00	-5,361.00
426.409 AMERICAN WASHINGTON MUTUAL INVESTORS	01/02/2009	01/26/2009	8,387.00	11,810.00	-3,423.00
32.915 JOHN HANCOCK CLASSIC VALUE I	01/26/2009	04/22/2009	343.00	318.00	25.00
205.949 HOTCHKIS AND WILEY MID-CAP VALUE FUND CL	01/26/2009	04/22/2009	2,525.00	2,123.00	402.00
41.347 KINETICS MUTUAL FDS INC SM CAP OPPORT-IN	01/26/2009	04/22/2009	581.00	517.00	64.00
5.676 LEGG MASON VALUE TRUST INSTL CL	01/26/2009	04/22/2009	168.00	158.00	10.00
74.369 MFS EMERGING MARKETS EQUITY FD CL I	01/26/2009	04/22/2009	1,383.00	1,188.00	195.00
13.659 MANAGERS TIMESSQ M/C GRW=PR	01/26/2009	04/22/2009	121.00	113.00	8.00
53.406 RYDEX/SGI MID CAP VALUE FUND CL I	01/26/2009	04/22/2009	429.00	395.00	34.00
319.244 WELLS FARGO ADVANTAGE SMALL CAP GROWTH-	01/26/2009	04/22/2009	2,647.00	2,184.00	463.00
201.7 ARTIO INTERNATIONAL EQUITY II-I	01/26/2009	07/22/2009	2,138.00	1,789.00	349.00
27.116 BLACKROCK INTERNATIONAL OPPORTUNITIES	01/26/2009	07/22/2009	759.00	573.00	186.00
41.122 HARBOR INTERNATIONAL FUND	04/22/2009	07/22/2009	1,873.00	1,449.00	424.00
143.848 HARTFORD CAPITAL INTERNATIONAL GROWTH FD	04/22/2009	07/22/2009	1,052.00	875.00	177.00
59.119 KINETICS MUTUAL FDS INC SM CAP OPPORT-IN	01/26/2009	07/22/2009	1,071.00	739.00	332.00
37.349 LEGG MASON VALUE TRUST INSTL CL	01/26/2009	07/22/2009	1,353.00	1,036.00	317.00
63.272 MFS EMERGING MARKETS EQUITY FD CL I	01/26/2009	07/22/2009	1,501.00	1,010.00	491.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust: TILLMAN CHARITABLE TRUST

Employer identification number: 43-6461193

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

(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)
1a 16.343 NUVEEN TRADEWINDS INTERNATIONAL VALUE FU	04/22/2009	07/22/2009	357.00	300.00	57.00
32.321 RS GLOBAL NATURAL RESOURCES FUND CL Y	04/22/2009	07/22/2009	801.00	655.00	146.00
100.052 TIAA-CREF INSTITUTIONAL INTERNATIONAL	04/22/2009	07/22/2009	729.00	591.00	138.00
24.045 WHG CAMBIAR OPPORTUNITY FD INSTL CL	07/22/2009	10/22/2009	363.00	281.00	82.00
119.574 ARTIO INTERNATIONAL EQUITY II-I	01/26/2009	10/22/2009	1,519.00	1,061.00	458.00
5.158 BLACKROCK INTERNATIONAL OPPORTUNITIES	01/26/2009	10/22/2009	168.00	109.00	59.00
8.659 DIAMOND HILL SMALL CAP FUND-I	07/22/2009	10/22/2009	181.00	156.00	25.00
91.635 JOHN HANCOCK CLASSIC VALUE I	01/26/2009	10/22/2009	1,357.00	886.00	471.00
27.036 HARBOR INTERNATIONAL FUND	01/26/2009	10/22/2009	1,499.00	942.00	557.00
44.341 HARTFORD CAPITAL INTERNATIONAL GROWTH FD	04/22/2009	10/22/2009	376.00	270.00	106.00
153.286 HOTCHKIS AND WILEY MID-CAP VALUE FUND CL	07/22/2009	10/22/2009	2,805.00	1,649.00	1,156.00
30.638 MFS EMERGING MARKETS EQUITY FD CL I	01/26/2009	10/22/2009	882.00	489.00	393.00
27.373 RS GLOBAL NATURAL RESOURCES FUND CL Y	01/26/2009	10/22/2009	827.00	544.00	283.00
66.313 TIAA-CREF INSTITUTIONAL INTERNATIONAL	01/26/2009	10/22/2009	572.00	383.00	189.00
42.04 WELLS FARGO ADVANTAGE SMALL CAP GROWTH-	01/26/2009	10/22/2009	471.00	288.00	183.00
126.992 WHG CAMBIAR OPPORTUNITY FD INSTL CL	01/26/2009	12/01/2009	1,934.00	1,335.00	599.00
58.99 AMERICAN CENTURY CENTURY VISTA FD IS CL	10/22/2009	12/01/2009	789.00	779.00	10.00
90.942 ARTIO INTERNATIONAL EQUITY II-I	01/26/2009	12/01/2009	1,139.00	807.00	332.00
12.748 BLACKROCK INTERNATIONAL OPPORTUNITIES	01/26/2009	12/01/2009	414.00	269.00	145.00
95.68 BLACKROCK LARGE CAP VALUE FUND INSTITUTI	10/22/2009	12/01/2009	1,294.00	1,176.00	118.00
62.36 DIAMOND HILL SMALL CAP FUND-I	07/22/2009	12/01/2009	1,286.00	1,050.00	236.00
114.358 JOHN HANCOCK CLASSIC VALUE I	01/26/2009	12/01/2009	1,664.00	1,106.00	558.00
27.918 HARBOR INTERNATIONAL FUND	01/26/2009	12/01/2009	1,572.00	973.00	599.00
202.514 HARTFORD CAPITAL INTERNATIONAL GROWTH FD	04/22/2009	12/01/2009	1,734.00	1,227.00	507.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).

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

OMB No 1545-0092

2009

Name of estate or trust: TILLMAN CHARITABLE TRUST

Employer identification number: 43-6461193

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

(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)
1a 59.905 HOTCHKIS AND WILEY MID-CAP VALUE FUND CL	01/26/2009	12/01/2009	1,060.00	618.00	442.00
36.475 KINETICS MUTUAL FDS INC SM CAP OPPORT-IN	10/22/2009	12/01/2009	748.00	611.00	137.00
43.561 LEGG MASON VALUE TRUST INSTL CL	01/26/2009	12/01/2009	1,830.00	1,209.00	621.00
29.968 MFS EMERGING MARKETS EQUITY FD CL I	01/26/2009	12/01/2009	865.00	479.00	386.00
167.035 MANAGERS TIMESSQ M/C GRW=PR	07/22/2009	12/01/2009	1,923.00	1,537.00	386.00
36.959 NEUBERGER & BERMAN EQUITY FDS MILLENNUM FUND	10/22/2009	12/01/2009	519.00	528.00	-9.00
39.236 NUVEEN TRADEWINDS INTERNATIONAL VALUE FU	10/22/2009	12/01/2009	949.00	904.00	45.00
16.097 RS GLOBAL NATURAL RESOURCES FUND CL Y	01/26/2009	12/01/2009	478.00	320.00	158.00
104.979 RYDEX/SGI MID CAP VALUE FUND CL I	10/22/2009	12/01/2009	1,094.00	884.00	210.00
118.8 TIAA-CREF INSTITUTIONAL INTERNATIONAL	01/26/2009	12/01/2009	1,042.00	687.00	355.00
131.878 TOUCHSTONE LARGE CAP GRTH-I	10/22/2009	12/01/2009	2,671.00	2,282.00	389.00
57.002 WELLS FARGO ADVANTAGE SMALL CAP GROWTH-	01/26/2009	12/01/2009	619.00	390.00	229.00
526.21 WELLS FARGO ADVANTAGE ENDEAVOR SELECT F	10/22/2009	12/01/2009	4,378.00	3,752.00	626.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -2,053.00

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side	Employer identification number
TILLMAN CHARITABLE TRUST	43-6461193

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 1448.609 AMERICAN EUROPACIFIC GROWTH FD CL F	12/17/2007	01/26/2009	36,983.00	56,251.00	-19,268.00
1800.65 FRANKLIN STRATEGIC SER SMALL CAP GROWTH FD CL	12/17/2007	01/26/2009	35,329.00	67,967.00	-32,638.00
3592.791 GOLDMAN SACHS MID-CAP VALUE FUND INSTITUT	12/17/2007	01/26/2009	75,449.00	119,305.00	-43,856.00
3424.516 GOLDMAN SACHS CAPITAL GROWTH FUND INSTITU	09/06/2007	01/26/2009	44,861.00	70,445.00	-25,584.00
2985.08 GOLDMAN SACHS GROWTH OPPORTUNITIES INSTIT	12/17/2007	01/26/2009	38,090.00	63,214.00	-25,124.00
5541.458 GOLDMAN SACHS LARGE CAP VALUE FUND INSTIT	12/17/2007	01/26/2009	44,997.00	64,544.00	-19,547.00
4913.551 MASS INVS GROWTH STK FD INC CL A	01/29/2007	01/26/2009	45,352.00	62,864.00	-17,512.00
5742.874 TEMPLETON FDS INC FOREIGN FD CL A	12/17/2007	01/26/2009	23,029.00	69,915.00	-46,886.00
1989.726 AMERICAN WASHINGTON MUTUAL INVESTORS	12/17/2007	01/26/2009	39,138.00	57,101.00	-17,963.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . -248,378.00

FEDERAL CAPITAL GAIN DIVIDENDS

SHORT-TERM CAPITAL GAIN DIVIDENDS		
RYDEX/SGI MID CAP VALUE FUND CL I	25.00	
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS		25.00
LONG-TERM CAPITAL GAIN DIVIDENDS		
15% RATE CAPITAL GAIN DIVIDENDS		
RYDEX/SGI MID CAP VALUE FUND CL I	94.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		94.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		94.00

DETAIL LIST
TICKLER 05/03/10 SEQUENCE 798 12/31/09 THROUGH 12/31/09
SETTLE DATE POSITION FOR [redacted] TILLMAN CHAR TR AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS / ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
	PRINCIPAL =========					
	DEPOSIT ACCOUNTS ----------------					
997981006	WACHOVIA PT MONEY MARKET		34,272.04	34,272.04		
TOTAL	DEPOSIT ACCOUNTS		34,272.04	34,272.04		
	MUTUAL FUNDS - EQUITY ---------------------					
0075W0825	RICE CAMBIAR OPPORTUNITY FD INSTL CL	1,901.957	20,015.46	29,632.49	19,989.56	19,989.56
025083833	AMERICAN CENTURY CENTURY VISTA FD IS CL	1,735.802	19,362.63	24,040.86	19,242.11	19,242.11
09250J817	BLACKROCK LARGE CAP VALUE FUND INSTITUTIONAL CL	1,705.965	19,320.33	23,098.77	19,227.73	19,227.73
25264S858	DIAMOND HILL SMALL CAP FUND-I	1,252.661	18,993.69	26,819.47	18,865.07	18,865.07
409902756	JOHN HANCOCK CLASSIC VALUE I	1,971.914	19,068.41	28,395.56	19,068.41	19,068.41
44134R800	HOTCHKIS AND WILEY MID-CAP VALUE FUND CL I	1,464.501	15,158.90	26,214.57	15,099.01	15,099.01
494613813	KINETICS MUTUAL FDS INC SM CAP OPPORT-INST	567.31	7,237.41	11,856.78	7,091.37	7,091.37
524659208	LEGG MASON VALUE TRUST INSTL CL	683.816	18,975.89	28,918.58	18,975.89	18,975.89
561709833	MANAGERS TIMESSQ M/C GRW=PR	2,497.959	20,803.71	29,475.92	20,658.12	20,658.12
641224803	NEUBERGER BERMAN SMALL CAP GROWTH FD INV CL INV CL	1,239.11	13,941.81	18,376.00	13,829.87	13,829.87
74972H648	RS GLOBAL NATURAL RESOURCES FUND CL Y	586.501	11,665.02	17,694 74	11,653.77	11,653.77
814219432	RYDEX/SGI MID CAP VALUE FUND CL I	2,483.403	18,456.46	26,423.41	18,352.35	18,352.35

DETAIL LIST
TICKLER 05/03/10 SEQUENCE 798 12/31/09 THROUGH 12/31/09
SETTLE DATE POSITION FOR [redacted] TILLMAN CHAR TR AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS / ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
89154X633	TOUCHSTONE LARGE CAP GRTH-I	1,787.245	27,127.01	36,048 73	26,846.82	26,846.82
94975J490	WELLS FARGO ADVANTAGE SMALL CAP GROWTH-ADM	2,394.695	16,379.72	27,491.10	16,379.72	16,379.72
949915565	WELLS FARGO ADVANTAGE ENDEAVOR SELECT FD CL I	6,043.427	37,641.21	50,946.09	37,167.08	37,167.08
TOTAL	MUTUAL FUNDS - EQUITY	28,316.266	284,147.66	405,433.07	282,446 88	282,446.88
	MUTUAL FUNDS - INTERNATIONAL EQUITY ----------------------------------					
04315J837	ARTIO INTERNATIONAL EQUITY II-I	3,268.994	28,963.78	38,508.75	28,959.71	28,959.71
091929109	BLACKROCK INTERNATIONAL OPPORTUNITIES PORTFOLIO CL I	359.685	7,600.14	11,384.03	7,600 14	7,600.14
411511306	HARBOR INTERNATIONAL FUND INS CL	467.738	16,309.34	25,664.78	16,296.01	16,296.01
416649846	HARTFORD CAPITAL INTERNATIONAL GROWTH FD-I	4,098.881	24,805 05	34,266.65	24,798.23	24,798.23
55273E855	MFS EMERGING MARKETS EQUITY FD CL I	604.958	9,661.19	17,428.84	9,661.19	9,661.19
67065W803	NUVEEN TRADEWINDS INTERNATIONAL VALUE FUND CL R	843.82	15,607.51	19,661.01	15,427.54	15,427.54
87244W748	TIAA-CREF INSTITUTIONAL INTERNATIONAL EQUITY FD-R	1,997	11,553.68	17,134.26	11,542.66	11,542.66
TOTAL	MUTUAL FUNDS - INTERNATIONAL EQUITY	11,641.076	114,500.69	164,048.32	114,285.48	114,285.48
	PRINCIPAL CASH		0.00	0.00		
*********	PRINCIPAL TOTAL	39,957.342	432,920.39	603,753.43	396,732.36	396,732.36
	INCOME ======					
	INCOME CASH		0.00	0.00		
*********	INCOME TOTAL		0 00	0.00	0.00	0.00
	ASSET FILE TOTAL	39,957.342	432,920 39	603,753.43	396,732.36	396,732.36