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
PAUL W. BURLESON FOUNDATION

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

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

A Employer identification number
43-6928736

B Telephone number (see page 10 of the instructions)
(336) 732-7090

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)* ▶ $ 7,556,710.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	5,746,631.			
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	120,748.	119,904.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-26,664.			
	b Gross sales price for all assets on line 6a 274,479.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	5,840,715.	119,904.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	72,471.	72,471.		
	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	1,817.	1,817.		
	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	74,288.	74,288.		
	25 Contributions, gifts, grants paid	12,818.			12,818.
	26 Total expenses and disbursements. Add lines 24 and 25	87,106.	74,288.		12,818.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	5,753,609.			
	b **Net investment income** (if negative, enter -0-)		45,616.		
	c **Adjusted net income** (if negative, enter -0-)				

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POSTMARK DATE MAY 12 2010

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For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. JSA Form **990-PF** (2009)

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Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	NONE	NONE	
	2 Savings and temporary cash investments	38,364.	527,848.	527,848.
	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)	401,523.	5,635,974.	7,028,862.
	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)	439,887.	6,163,822.	7,556,710.
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. ▶ ☒			
	27 Capital stock, trust principal, or current funds	439,887.	6,163,822.	
	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)	439,887.	6,163,822.	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	439,887.	6,163,822.	

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	439,887.
2	Enter amount from Part I, line 27a	2	5,753,609.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,193,496.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	29,674.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,163,822.

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	-26,664.
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	26,317.	435,220.	0.06046826892
2007	26,119.	492,056.	0.05308135659
2006	890.	473,575.	0.00187932218
2005			
2004			

2 **Total** of line 1, column (d)	2	0.11542894769
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	0.03847631590
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	5,812,123.
5 Multiply line 4 by line 3	5	223,629.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	456.
7 Add lines 5 and 6	7	224,085.
8 Enter qualifying distributions from Part XII, line 4	8	12,818.

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	912.
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	912.
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	912.
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 60.		
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	60.
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	852.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**		10	
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶	Refunded ▶	11	

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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* STMT 7	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) 732-7090

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.

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		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 ▶ ________, ________, ________, ________			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ________, ________, ________, ________			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** X (No)

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ 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 (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? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		72,471.	-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	5,731,448.
b	Average of monthly cash balances	1b	169,184.
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	5,900,632.
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	5,900,632.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	88,509.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,812,123.
6	**Minimum investment return.** Enter 5% of line 5	6	290,606.

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	290,606.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	912.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	912.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	289,694.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	289,694.
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	289,694.

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	12,818.
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	12,818.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	12,818.

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				289,694.
2	Undistributed income, if any, as of the end of 2009:				
a	Enter amount for 2008 only			12,817.	
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: ▶ $ 12,818.				
a	Applied to 2008, but not more than line 2a			12,817.	
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				1.
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				289,693.
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 9				
Total . . . . ▶ 3a				12,818.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	120,748.	
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	-26,664.	
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)				94,084.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 94,084.

(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

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?

		Yes	No
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 04/29/2010 | 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.

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	**Schedule of Contributors** ▶ Attach to Form 990, 990-EZ, or 990-PF.	OMB No. 1545-0047 **2009**

Name of the organization	Employer identification number
PAUL W. BURLESON FOUNDATION	43-6928736

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
PAUL W. BURLESON FOUNDATION

Employer identification number
43-6928736

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	PAUL BURLESON TRUST 1525 W WT HARRIS BLVD. CHARLOTTE, NC 27288	$ 5,746,631.	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					32.	
		10000. UNITED STATES TREAS NTS BD DTD 02 PROPERTY TYPE: SECURITIES					02/22/2006	02/15/2009
10,000.00		10,000.00						
		55. AMB PROPERTY CORP PROPERTY TYPE: SECURITIES					02/22/2006	03/30/2009
716.00		2,844.00					-2,128.00	
		110. AVERY DENNISON CORP COM PROPERTY TYPE: SECURITIES					02/22/2006	03/30/2009
2,398.00		6,740.00					-4,342.00	
		603.963 AMERICAN EUROPACIFIC GROWTH FD C PROPERTY TYPE: SECURITIES					02/22/2006	03/30/2009
15,153.00		25,801.00					-10,648.00	
		75. FEDEX CORP COM PROPERTY TYPE: SECURITIES					02/22/2006	03/30/2009
3,308.00		7,947.00					-4,639.00	
		235. FINANCIAL FED CORP COM PROPERTY TYPE: SECURITIES					02/22/2006	03/30/2009
4,881.00		6,768.00					-1,887.00	
		6731.488 AMERICAN INTM BD FD OF AM-F PROPERTY TYPE: SECURITIES					02/22/2006	03/30/2009
85,826.00		90,135.00					-4,309.00	
		15. MARKEL HLDGS COM PROPERTY TYPE: SECURITIES					08/20/2007	03/30/2009
4,211.00		7,324.00					-3,113.00	
		195. PATTERSON COS INC CO PROPERTY TYPE: SECURITIES					02/22/2006	03/30/2009
3,697.00		6,921.00					-3,224.00	
		75. PLUM CREEK TIMBER CO INC COM PROPERTY TYPE: SECURITIES					02/22/2006	03/30/2009
2,068.00		2,775.00					-707.00	

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)	
		65. SPDR SPDR DOW JONES REIT ETF PROPERTY TYPE: SECURITIES					12/18/2007	03/30/2009
1,605.00		4,691.00					-3,086.00	
		100. SCOTTS CO CL A PROPERTY TYPE: SECURITIES					09/29/2006	03/30/2009
3,437.00		4,472.00					-1,035.00	
		140. SECTO SPDR TRUST (ENERGY) SHARES OF PROPERTY TYPE: SECURITIES					02/22/2006	03/30/2009
5,914.00		7,451.00					-1,537.00	
		250. UTILITIES SELECT SECTOR SPDR FD PROPERTY TYPE: SECURITIES					09/29/2006	03/30/2009
6,265.00		8,515.00					-2,250.00	
		1957.769 TEMPLETON FDS INC FOREIGN FD CL PROPERTY TYPE: SECURITIES					02/22/2006	03/30/2009
7,753.00		25,706.00					-17,953.00	
		140. WEIGHT WATCHERS INTL INC CO PROPERTY TYPE: SECURITIES					02/22/2006	03/30/2009
2,639.00		7,370.00					-4,731.00	
		260. WELLS FARGO & CO NEW COM W/RIGHTS A PROPERTY TYPE: SECURITIES					02/22/2006	03/30/2009
3,666.00		8,340.00					-4,674.00	
		2085. CADBURY PLC-SPONS ADR PROPERTY TYPE: SECURITIES					03/30/2009	10/07/2009
105,112.00		61,987.00					43,125.00	
		115. CADBURY PLC-SPONS ADR PROPERTY TYPE: SECURITIES					02/22/2006	10/07/2009
5,798.00		5,356.00					442.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN(LOSS)							-26,664.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC SR UNSECD DTD 02/03/09 4.85% 02	1,778.	1,778.
ABBOTT LABS NT DTD 3/18/2004 3.75% 03/15	1,656.	1,656.
ARCHER DANIELS MIDLAND CO COM	1,021.	1,021.
ARTIO INTERNATIONAL EQUITY II-I	28,104.	28,104.
AUTOMATIC DATA PROCESSING INC COM	264.	264.
AVERY DENNISON CORP COM	45.	45.
BOTTLING GROUP LLC SR NTS DTD 6/10/2003	2,888.	2,888.
CADBURY PLC-SPONS ADR	2,234.	2,234.
CHEVRON CORP SR NT DTD 3/3/09 3.45% 03/0	1,409.	1,409.
CHEVRONTEXACO CORP COM	2,117.	2,117.
CHUBB CORP COM	704.	704.
COCA-COLA CO SR NT DTD 03/06/09 4.875% 0	2,194.	2,194.
CONOCOPHILLIPS BD DTD 5/8/08 5.2% 05/15/	3,207.	3,207.
DIAGEO PLC SPONSORED ADR NEW	2,407.	2,407.
DISNEY (WALT) COMPANY NT DTD 12/22/08 4.	3,150.	3,150.
EATON VANCE INCOME FD OF BOSTON IN CL	5,367.	5,367.
EMERSON ELECTRIC CO NT DTD 1/21/09 4.875	2,600.	2,600.
EXXON MOBIL CORP COM	1,322.	1,322.
FEDEX CORP COM	17.	17.
FINANCIAL FED CORP COM	71.	71.
GENERAL DYNAMICS CORP NTS DTD 8/14/2003	1,613.	1,613.
GOLDMAN SACHS FIN SQ FED-INS	2,154.	2,154.
HARBOR FD INTL GROWTH FD	5,356.	5,356.
HENRY JACK & ASSOC INC COM	654.	654.
HEWLETT-PACKARD CO NT DTD 03/03/08 4.5%	1,863.	1,863.
HONEYWELL INTL INC SENIOR NTS DTD 2/20/2	1,421.	1,421.
ILLINOIS TOOL WORKS INC COM	273.	273.
AMERICAN INTM BD FD OF AM-F	781.	781.
INTL BUSINESS MACHINES CORP COM	1,180.	1,180.
JOHNSON & JOHNSON COM	2,132.	2,132.
JP MORGAN CHASE NATIONAL ASSOCIATION BD	1,967.	1,967.
KELLOGG CO COM	2,033.	2,033.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LILLY ELI & CO SR UNSECD DTD 3/6/09 3.55	1,509.	1,509.
MCDONALDS CORP COM	1,969.	1,969.
MERCURY GEN CORP NEW COM	268.	268.
MICROSOFT CORP COM	1,566.	1,566.
NOBLE ENERGY INC COM	416.	416.
NUVEEN TRADEWINDS INTERNATIONAL VALUE FU	1,434.	1,434.
OCCIDENTAL PETE CORP COM	785.	785.
OPPENHEIMER MAIN ST S/C FD-Y	851.	851.
PEPSICO INC COM	1,396.	1,396.
PEPSICO INC SR UNSECD DTD 03/02/09 3.75%	1,510.	1,510.
PFIZER INC COM W/RTS ATTACHED EXP 10/15/	200.	200.
PFIZER INC SR UNSECD DTD 3/24/09 4.45% 0	2,015.	2,015.
PITNEY BOWES INC NT DTD 4/29/2003 4.75%	2,929.	2,929.
PRECISION CASTPARTS CORP COM	62.	62.
PROCTER & GAMBLE CO COM	1,921.	1,921.
PROCTER & GAMBLE CO NT DTD 02/06/09 3.5%	1,254.	1,254.
ROSS STORES INC COM	120.	120.
SPDR SPDR DOW JONES REIT ETF	32.	32.
SCOTTS CO CL A	13.	13.
SECTO SPDR TRUST (ENERGY) SHARES OF BENE	32.	32.
UTILITIES SELECT SECTOR SPDR FD	70.	70.
SEMPRA ENERGY COM	1,271.	1,271.
SIGMA ALDRICH CORP COM	116.	116.
SMITH & NEPHEW PLC SPDN ADR NEW	98.	98.
TCF FINL CORP COM W/RIGHTS ATTACHED EXP	104.	104.
TARGET CORP BD DTD 06/11/2003 CALLABLE 4	2,767.	2,767.
3M CO COM	194.	194.
UNITED PARCEL SERVICE SR UNSECD DTD 03/2	2,534.	2,534.
UNITED STATES TREAS BD DTD 01/15/2006 4.	476.	476.
UNITED STATES TREAS NTS BD DTD 02/15/200	232.	232.
UNITED TECHNOLOGIES CORP COM	1,848.	1,848.
VICTORY SMALL CO OPPORTUN-I	357.	336.
WAL MART STORES INC COM	865.	865.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WAL-MART STORES INC SR UNSECD DTD 01/23/	958.	958.
WEIGHT WATCHERS INTL INC COM	25.	25.
WELLS FARGO & CO NEW COM W/RIGHTS ATTACH	88.	88.
WESTERN UNION CO COM	204.	204.
COOPER IND LTD CL A	823.	
COVIDIEN PLC COM	729.	729.
ACE LIMITED COM	1,128.	1,128.
NOBLE CORP COM	235.	235.
TYCO INTERNATIONAL LTD COM	1,362.	1,362.
TOTAL	120,748.	119,904.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES ON QUALIFIED FOR	1,324.	1,324.
FOREIGN TAXES ON NONQUALIFIED	493.	493.
TOTALS	1,817.	1,817.

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

DESCRIPTION		AMOUNT
COST/BOOK VALUE		29,674.
	TOTAL	29,674.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
FL

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

NAME AND ADDRESS

PAUL BURLESON TRUST
1525 W WT HARRIS BLVD.
CHARLOTTE, NC 27288

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 .... 72,471.

TOTAL COMPENSATION: 72,471.

RECIPIENT NAME:
BIRMINGHAM-SOUTHERN COLLEGE
ADDRESS:
PO BOX 549039
BIRMINGHAM, AL 35254
AMOUNT OF GRANT PAID .... 1,282.

RECIPIENT NAME:
THE GEORGE WASHINGTON UNIVERSITY
ADDRESS:
2121 EYE STREET NORTHWEST
WASHINGTON, DC 20052
AMOUNT OF GRANT PAID .... 1,282.

RECIPIENT NAME:
UNIV. OF ALABAMA AT BIRMINGHAM
ADDRESS:
ATTENTION: ELAINE EBERHART
BIRMINGHAM, AL 35294
AMOUNT OF GRANT PAID .... 10,254.

TOTAL GRANTS PAID: 12,818.

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: PAUL W. BURLESON FOUNDATION

Employer identification number: 43-6928736

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	43,125.
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	43,125.

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			32.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-69,821.
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	-69,789.

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

Schedule D (Form 1041) 2009

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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			43,125.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-69,789.
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			-26,664.

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: PAUL W. BURLESON FOUNDATION

Employer identification number: 43-6928736

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 2085. CADBURY PLC-SPONS ADR	03/30/2009	10/07/2009	105,112.00	61,987.00	43,125.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 43,125.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2009**

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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
PAUL W. BURLESON FOUNDATION	43-6928736

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 10000. UNITED STATES TREAS NTS BD DTD 02/15/200	02/22/2006	02/15/2009	10,000.00	10,000.00	
55. AMB PROPERTY CORP	02/22/2006	03/30/2009	716.00	2,844.00	-2,128.00
110. AVERY DENNISON CORP COM	02/22/2006	03/30/2009	2,398.00	6,740.00	-4,342.00
603.963 AMERICAN EUROPACIFIC GROWTH FD CL F	02/22/2006	03/30/2009	15,153.00	25,801.00	-10,648.00
75. FEDEX CORP COM	02/22/2006	03/30/2009	3,308.00	7,947.00	-4,639.00
235. FINANCIAL FED CORP COM	02/22/2006	03/30/2009	4,881.00	6,768.00	-1,887.00
6731.488 AMERICAN INTM BD FD OF AM-F	02/22/2006	03/30/2009	85,826.00	90,135.00	-4,309.00
15. MARKEL HLDGS COM	08/20/2007	03/30/2009	4,211.00	7,324.00	-3,113.00
195. PATTERSON COS INC COM	02/22/2006	03/30/2009	3,697.00	6,921.00	-3,224.00
75. PLUM CREEK TIMBER CO INC COM	02/22/2006	03/30/2009	2,068.00	2,775.00	-707.00
65. SPDR SPDR DOW JONES REIT ETF	12/18/2007	03/30/2009	1,605.00	4,691.00	-3,086.00
100. SCOTTS CO CL A	09/29/2006	03/30/2009	3,437.00	4,472.00	-1,035.00
140. SECTO SPDR TRUST (ENERGY) SHARES OF BENEFICI	02/22/2006	03/30/2009	5,914.00	7,451.00	-1,537.00
250. UTILITIES SELECT SECTOR SPDR FD	09/29/2006	03/30/2009	6,265.00	8,515.00	-2,250.00
1957.769 TEMPLETON FDS INC FOREIGN FD CL A	02/22/2006	03/30/2009	7,753.00	25,706.00	-17,953.00
140. WEIGHT WATCHERS INTL INC COM	02/22/2006	03/30/2009	2,639.00	7,370.00	-4,731.00
260. WELLS FARGO & CO NEW COM W/RIGHTS ATTACHED EXPIR	02/22/2006	03/30/2009	3,666.00	8,340.00	-4,674.00
115. CADBURY PLC-SPONS ADR	02/22/2006	10/07/2009	5,798.00	5,356.00	442.00
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					-69,821.00

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS		
PLUM CREEK TIMBER CO INC COM	32.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		32.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		32.00

DETAIL LIST
TICKLER 05/03/10 SEQUENCE 798 12/31/09 THROUGH 12/31/09
SETTLE DATE POSITION FOR [redacted] BURLESON PAUL W AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS / ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
	PRINCIPAL =========					
	TEMPORARY INVESTMENTS ---------------------					
38142B880	GOLDMAN SACHS FINANCIAL SQUARE FDS - FEDERAL FD INS CL FUND #520		471,680.22	471,680.22		
TOTAL	TEMPORARY INVESTMENTS		471,680.22	471,680.22		
	U.S. GOVERNMENTS & AGENCIES ---------------------------					
912828ES5	UNITED STATES TREAS BD DTD 01/15/2006 4.25% 01/15/2011	10,000	9,865.63	10,375.00	9,945.21	9,945.21
TOTAL	U.S. GOVERNMENTS & AGENCIES	10,000	9,865.63	10,375.00	9,945.21	9,945.21
	CORPORATE BONDS - NONCONVERTIBLE --------------------------------					
00206RAQ5	AT&T INC SR UNSECD DTD 02/03/09 4.85% 02/15/2014	100,000	100,715.00	106,329.00	100,715.00	100,715.00
002824AP5	ABBOTT LABS NT DTD 3/18/2004 3.75% 03/15/2011	100,000	103,881.00	103,305.00	103,881.00	103,881.00
05531FAE3	BB&T CORPORATION SENIOR NOTES DTD 9/25/2009 3.375% 09/25/2013	100,000	99,911.00	100,788.00	99,911.00	99,911.00
10138MAD7	BOTTLING GROUP LLC SR NTS DTD 6/10/2003 4.125% 06/15/2015	100,000	97,966.00	103,418.00	97,966.00	97,966.00
166751AK3	CHEVRON CORP SR NT DTD 3/3/09 3.45% 03/03/2012	100,000	103,711.00	103,932.00	103,711 00	103,711.00
191216AM2	COCA-COLA CO SR NT DTD 03/06/09 4.875% 03/15/2019	100,000	101,395 00	104,167.00	101,395 00	101,395.00
20825CAN4	CONOCOPHILLIPS BD DTD 5/8/08 5.2% 05/15/2018	100,000	99,401.00	104,897.00	99,401.00	99,401.00
254687AW6	DISNEY (WALT) COMPANY NT DTD 12/22/08 4 5% 12/15/2013	100,000	102,420.00	106,225.00	102,420.00	102,420.00

DETAIL LIST
TICKLER 05/03/10 SEQUENCE 798 12/31/09 THROUGH 12/31/09
SETTLE DATE POSITION FOR [redacted] BURLESON PAUL W AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS / ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
291011AY0	EMERSON ELECTRIC CO NT DTD 1/21/09 4.875% 10/15/2019	100,000	101,479.00	102,218 00	101,479.00	101,479.00
369550AL2	GENERAL DYNAMICS CORP NTS DTD 8/14/2003 4 5% 08/15/2010	100,000	103,726 00	102,581.00	103,726.00	103,726.00
38141EA41	GOLDMAN SACHS SR NTS DTD 7/22/2009 3.625% 08/01/2012	100,000	102,536.00	103,031.00	102,536.00	102,536.00
428236AQ6	HEWLETT-PACKARD CO NT DTD 03/03/08 4.5% 03/01/2013	100,000	102,828.00	106,016.00	102,828.00	102,828.00
438516AY2	HONEYWELL INTL INC SENIOR NTS DTD 2/20/2009 3.875% 02/15/2014	100,000	100,925.00	104,182.00	100,925.00	100,925.00
48121CVZ6	JP MORGAN CHASE NATIONAL ASSOCIATION BD DTD 06/27/07 144A 6% 07/05/2017	100,000	92,839.00	105,971 00	93,322.27	93,322.27
532457BD9	LILLY ELI & CO SR UNSECD DTD 3/6/09 3.55% 03/06/2012	100,000	102,694.00	104,069.00	102,694.00	102,694.00
713448BK3	PEPSICO INC SR UNSECD DTD 03/02/09 3.75% 03/01/2014	100,000	101,942.00	103,340 00	101,942.00	101,942 00
717081CZ4	PFIZER INC SR UNSECD DTD 3/24/09 4.45% 03/15/2012	100,000	102,584.00	105,765 00	102,584.00	102,584.00
72447WAA7	PITNEY BOWES INC NT DTD 4/29/2003 4.75% 05/15/2018	100,000	95,036.00	101,234.00	95,036.00	95,036.00
742718DM8	PROCTER & GAMBLE CO NT DTD 02/06/09 3.5% 02/15/2015	100,000	100,301.00	102,301.00	100,301.00	100,301.00
87612EAM8	TARGET CORP BD DTD 06/11/2003 CALLABLE 4% 06/15/2013	100,000	101,360.00	104,210.00	101,360.00	101,360 00
911312AK2	UNITED PARCEL SERVICE SR UNSECD DTD 03/24/09 5.125% 04/01/2019	100,000	101,458.00	105,525 00	101,458 00	101,458.00
931142CN1	WAL-MART STORES INC SR UNSECD DTD 01/23/09 3% 02/03/2014	100,000	100,604.00	100,525 00	100,604.00	100,604.00
TOTAL	CORPORATE BONDS - NONCONVERTIBLE	2,200,000	2,219,712.00	2,284,029 00	2,220,195.27	2,220,195 27

DETAIL LIST
TICKLER 05/03/10 SEQUENCE 798 12/31/09 THROUGH 12/31/09
SETTLE DATE POSITION FOR [redacted] BURLESON PAUL W AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS / ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
	MUTUAL FUNDS - FIXED TAXABLE					
277907200	EATON VANCE INCOME FD OF BOSTON IN CL	37,735.849	200,000.00	209,056.60	200,000.00	200,000.00
TOTAL	MUTUAL FUNDS - FIXED TAXABLE	37,735.849	200,000.00	209,056.60	200,000.00	200,000.00
	COMMON STOCKS					
00846U101	AGILENT TECHNOLOGIES INC COM	2,625	40,346 25	81,558.75	40,346.25	40,346.25
039483102	ARCHER DANIELS MIDLAND CO COM	2,430	66,071.70	76,083.30	66,071.70	66,071.70
053015103	AUTOMATIC DATA PROCESSING INC COM	200	8,022.53	8,564.00	8,022.53	8,022 53
055921100	BMC SOFTWARE INC COM	1,255	40,749.85	50,325.50	40,749.85	40,749.85
084670207	BERKSHIRE HATHAWAY INC DEL CL B	25	69,972.50	82,150.00	69,972.50	69,972.50
166764100	CHEVRON CORP COM	1,000	64,777.89	76,990.00	64,777.89	64,777.89
171232101	CHUBB CORP COM	1,005	41,566.80	49,425.90	41,566.80	41,566 80
25243Q205	DIAGEO PLC SPONSORED ADR NEW	1,600	71,170.75	111,056.00	71,170.75	71,170.75
30231G102	EXXON MOBIL CORP COM	1,000	66,636.80	68,190.00	66,636.80	66,636.80
426281101	HENRY JACK & ASSOC INC COM	2,565	41,079.24	59,354.10	41,079.24	41,079.24
452308109	ILLINOIS TOOL WORKS INC COM	220	9,710.80	10,557.80	9,710.80	9,710.80
459200101	INTL BUSINESS MACHINES CORP COM	715	66,444 95	93,593.50	66,444.95	66,444.95
478160104	JOHNSON & JOHNSON COM	1,400	74,656.00	90,174.00	74,656.00	74,656 00
487836108	KELLOGG COMPANY COM	1,865	67,606.25	99,218.00	67,606.25	67,606.25
580135101	MCDONALDS CORP COM	1,270	67,856.10	79,298.80	67,856.10	67,856.10
589400100	MERCURY GEN CORP NEW COM	115	6,453 23	4,514.90	6,453.23	6,453.23
594918104	MICROSOFT CORP COM	3,900	71,127 53	118,872.00	71,127 53	71,127 53

DETAIL LIST
TICKLER 05/03/10 SEQUENCE 798 12/31/09 THROUGH 12/31/09
SETTLE DATE POSITION FOR [redacted] BURLESON PAUL W AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS / ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
655044105	NOBLE ENERGY INC COM	770	39,377.80	54,839 40	39,377.80	39,377.80
674599105	OCCIDENTAL PETE CORP COM	1,190	66,330.60	96,806.50	66,330.60	66,330.60
713448108	PEPSICO INC COM	1,400	73,058.00	85,120.00	73,058.00	73,058.00
717081103	PFIZER INC COM	250	7,140.00	4,547 50	7,140.00	7,140.00
740189105	PRECISION CASTPARTS CORP COM	685	40,490.35	75,589.75	40,490.35	40,490.35
742718109	PROCTER & GAMBLE CO COM	1,455	67,977.60	88,216.65	67,977.60	67,977.60
778296103	ROSS STORES INC COM	225	5,701.50	9,609.75	5,701.50	5,701.50
790849103	ST JUDE MED INC COM	1,885	68,877.90	69,330.30	68,877.90	68,877.90
816851109	SEMPRA ENERGY COM	1,630	71,997.10	91,247.40	71,997.10	71,997.10
826552101	SIGMA ALDRICH CORP COM	200	6,521.00	10,110.00	6,521.00	6,521.00
83175M205	SMITH & NEPHEW PLC SPDN ADR NEW	145	6,605.48	7,431.25	6,605.48	6,605.48
872275102	TCF FINL CORP COM	260	6,705.40	3,541 20	6,705.40	6,705.40
883556102	THERMO FISHER SCIENTIFIC CORP COM	1,990	70,764.40	94,903.10	70,764.40	70,764.40
88579Y101	3M CO COM	95	7,012.90	7,853.65	7,012.90	7,012.90
913017109	UNITED TECHNOLOGIES CORP COM	1,600	67,776.00	111,056.00	67,776.00	67,776.00
931142103	WAL-MART STORES INC COM	1,400	71,219.00	74,830.00	71,219.00	71,219.00
941848103	WATERS CORP COM	1,400	51,581.42	86,744.00	51,581.42	51,581.42
959802109	WESTERN UNION CO COM	3,400	42,782.74	64,090.00	42,782.74	42,782 74
G24140108	COOPER INDUSTRIES PLC-CL A COM	1,645	42,572.60	70,142.80	42,572.60	42,572.60
G2554F105	COVIDIEN PLC COM	2,145	70,851.71	102,724.05	70,851.71	70,851.71
H0023R105	ACE LIMITED COM	1,820	68,614 00	91,728 00	68,614.00	68,614 00

DETAIL LIST
TICKLER 05/03/10 SEQUENCE 798 12/31/09 THROUGH 12/31/09
SETTLE DATE POSITION FOR [redacted] BURLESON PAUL W AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS / ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
H5833N103	NOBLE CORP COM	1,635	38,994.75	66,544.50	38,994.75	38,994.75
H89128104	TYCO INTERNATIONAL LTD COM	2,105	39,195.10	75,106.40	39,195.10	39,195.10
TOTAL	COMMON STOCKS	52,520	1,906,396.52	2,602,038.75	1,906,396.52	1,906,396.52
	MUTUAL FUNDS - EQUITY ---------------------					
349913889	FORWARD SMALL CAP EQUITY FUND INSTL	10,054.845	110,000.00	150,621.58	110,000.00	110,000 00
68381F409	OPPENHEIMER MAIN ST S/C FD-Y	10,213.556	110,000.00	177,715.87	110,000.00	110,000.00
74972H648	RS GLOBAL NATURAL RESOURCES FUND CL Y	5,655.527	110,000.00	170,627.25	110,000.00	110,000.00
92646A815	VICTORY SMALL CO OPPORTUN-I	6,993.007	110,000.00	173,566.43	110,000.00	110,000.00
TOTAL	MUTUAL FUNDS - EQUITY	32,916 935	440,000.00	672,531.13	440,000 00	440,000.00
	MUTUAL FUNDS - INTERNATIONAL EQUITY -----------------------------------					
04315J837	ARTIO INTERNATIONAL EQUITY II-I	47,413.792	385,000.00	558,534.47	385,000.00	385,000.00
411511801	HARBOR INTERNATIONAL GROWTH FUND INS CL	43,895.748	320,000.00	485,925.93	320,000.00	320,000.00
67065W803	NUVEEN TRADEWINDS INTERNATIONAL VALUE FUND CL R	8,857.143	155,000 00	206,371.43	155,000 00	155,000.00
TOTAL	MUTUAL FUNDS - INTERNATIONAL EQUITY	100,166.683	860,000.00	1,250,831.83	860,000.00	860,000.00
	PRINCIPAL CASH		0.00	0.00		
*********	PRINCIPAL TOTAL	2,433,339.467	6,107,654.37	7,500,542.53	5,636,537.00	5,636,537.00
	INCOME ======					
	TEMPORARY INVESTMENTS ---------------------					
38142B880	GOLDMAN SACHS FINANCIAL SQUARE FDS - FEDERAL FD INS CL FUND #520		56,167.53	56,167.53		
TOTAL	TEMPORARY INVESTMENTS		56,167.53	56,167.53		
	INCOME CASH		0 00	0.00		
*********	INCOME TOTAL		56,167 53	56,167.53	0.00	0 00

ASSET FILE TOTAL	2,433,339.467	6,163,821.90	7,556,710.06	5,636,537.00	5,636,537.00