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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No. 1545-0052

2009

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

For calendar year 2009, or tax year beginning

, 2009, and ending

20

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation GEORGE & JOYCE HEADFORD CHARITABLE TRUST 54-7021333	A Employer identification number 52-6651388
	Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 1908	Room/suite
	City or town, state, and ZIP code ORLANDO, FL 32802-1908	C If exemption application is pending, check here <input type="checkbox"/> <input checked="" type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ **175,742.**

J Accounting method: Cash Accrual
 Other (specify) _____

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	4,361.	4,237.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-5,450.			
	b Gross sales price for all assets on line 6a	58,148.			
	7 Capital gain net income (from Part IV, line 2)		NONE		
	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	-1,089.	4,237.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	2,729.	1,365.		1,364.
	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	51.	19.		
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	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	2,780.	1,384.		1,364.
Add lines 13 through 23	NDNE			NDNE	
25 Contributions, gifts, grants paid	2,780.	1,384.		1,364.	
26 Total expenses and disbursements Add lines 24 and 25					
27 Subtract line 26 from line 12	-3,869.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0)		2,853.			
c Adjusted net income (if negative, enter -0)					

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

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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			
	2	Savings and temporary cash investments		13,718.	15,454.
	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) ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations (attach schedule)		NONE	
	b	Investments - corporate stock (attach schedule)		NONE	
	c	Investments - corporate bonds (attach schedule)	STMT 3.	157,648.	152,043.
	11	Investments - land, buildings, and equipment basis ►			
		Less: accumulated depreciation ► (attach schedule)			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ►			
		Less: accumulated depreciation ► (attach schedule)			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		171,366.	167,497.
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)			
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
Net Assets or Fund Balances	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds		166,605.	167,497.
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds		4,761.	
	30	Total net assets or fund balances (see page 17 of the instructions)		171,366.	167,497.
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		171,366.	167,497.

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	171,366.
2	Enter amount from Part I, line 27a	2	-3,869.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	167,497.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	167,497.

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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	-5,447.	
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.	{ 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	11,414.	173,947.	0.06561768815
2007	11,424.	196,607.	0.05810576429
2006	1,355.	185,642.	0.00729899484
2005	11,245.	181,499.	0.06195626422
2004	12,337.	182,190.	0.06771502278
2 Total of line 1, column (d)			2 0.26069373428
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 0.05213874686
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 157,259.
5 Multiply line 4 by line 3			5 8,199.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 29.
7 Add lines 5 and 6			7 8,228.
8 Enter qualifying distributions from Part XII, line 4			8 1,364.
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 ► <input type="checkbox"/> and enter "N/A" on line 1.	Date of ruling or determination letter. _____ (attach copy of ruling letter if necessary - see instructions)	1	57.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2 3 4 5 6 7 8 9 10 11	2 3 4 5 6 7 8 9 10 11	
3	Add lines 1 and 2			
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	6a 6b 6c 6d	NONE NONE NONE NONE
b	Exempt foreign organizations-tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	NONE	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed PAID BY. 57% ►	9	57.	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax ► Refunded ►	10 11	Refunded	

Part VII-A Statements Regarding Activities

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 1b 1c	Yes X 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)?		
c	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.		
d	Did the foundation file Form 1120-POL for this year?	2	X
e	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	3	X
If "Yes," attach a detailed description of the activities.			
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	4a 4b	X N/A
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	X
If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:	6	X
• 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?			
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 4		
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		
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	9 10	X

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
14	(888) 942-3272	
15	15	N/A

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		
	Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>	
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?		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ►		
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)		
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ►			5b	N/A
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? <i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?				N/A

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 5		2,729.	-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	145,848.
b	Average of monthly cash balances	1b	13,806.
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	159,654.
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	159,654.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	2,395.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	157,259.
6	Minimum investment return. Enter 5% of line 5	6	7,863.

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	7,863.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	57.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	57.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,806.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	7,806.
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	7,806.

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	1,364.
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	1,364.
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	1,364.

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				7,806.
2 Undistributed income, if any, as of the end of 2009:			NONE	
a Enter amount for 2008 only				
b Total for prior years 20 07, 20 00, 20 00		NONE		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	3,303.			
b From 2005	2,531.			
c From 2006	NONE			
d From 2007	1,914.			
e From 2008	2,819.			
f Total of lines 3a through e	10,567.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 1,364.				
a Applied to 2008, but not more than line 2a			NONE	
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				1,364.
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).)	6,442.			6,442.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	4,125.			
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			NONE	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010.				NONE
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	4,125.			
10 Analysis of line 9:				
a Excess from 2005	NONE			
b Excess from 2006	NONE			
c Excess from 2007	1,306.			
d Excess from 2008	2,819.			
e Excess from 2009				

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	►	4942(j)(3) or	4942(j)(5)	
b	Check box to indicate whether the foundation is a private operating foundation described in section				
2a	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 ► 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	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
Name and address (home or business)				
<i>a Paid during the year</i>				
Total			► 3a	<i>NONE</i>
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	4,361.	
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		-5,450.	
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)				-1,089.	
13 Total. Add line 12, columns (b), (d), and (e)			13		-1,089.

(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
N/A			

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.

04/19/2010 TRUSTEE

Signature of officer or trustee		SUNTRUST BANK	Date	Title
Paid Preparer's Use Only	Preparer's signature		Date	Check if self-employed <input type="checkbox"/>
		04/19/2010		Preparer's identifying number (See Signature on page 30 of the instructions) P00353001
Firm's name (or yours if self-employed), address, and ZIP code		KPMG LLP PO BOX 6768 PROVIDENCE, RI	EIN <input type="checkbox"/> 13-5565207	Phone no. 888-942-3272

Form 990-PF (2009)

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

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				149.	
66.00		3.614 ALLIANZ FDS NFJ SMALLCAP VALUE FD PROPERTY TYPE: SECURITIES	111.00			08/18/2008	02/02/2009
16.00		.709 DREYFUS BOSTON CO SMALLCAP EQTY TE PROPERTY TYPE: SECURITIES	29.00			04/17/2007	02/02/2009
756.00		83.907 T ROWE PRICE INSTL EQTY LARGE CAP PROPERTY TYPE: SECURITIES	1,291.00			12/20/2007	02/02/2009
34.00		3.704 PIMCO FOREIGN BD US\$ HEDGED-I PROPERTY TYPE: SECURITIES	38.00			09/20/2006	02/02/2009
112.00		16.995 RIDGEWORTH FD-MIDCAP VAL EQTY #41 PROPERTY TYPE: SECURITIES	219.00			05/22/2006	02/02/2009
2,452.00		221.731 RIDGEWORTH FD-US GOVT SECS #532 PROPERTY TYPE: SECURITIES	2,413.00			12/11/2008	02/02/2009
3,870.00		349.878 RIDGEWORTH FD-US GOVT SECS #532 PROPERTY TYPE: SECURITIES	3,534.00			05/03/2006	02/02/2009
45.00		4.934 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES	119.00			09/20/2006	02/02/2009
2,125.00		100. VANGUARD INTL EQTY INDX EMRG MKTS PROPERTY TYPE: SECURITIES	2,195.00			11/24/2008	02/02/2009
70.00		7.338 FORUM FDS ABSOLUTE STRATEGIES INST PROPERTY TYPE: SECURITIES	80.00			10/30/2007	05/18/2009

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
772.00		71.681 T ROWE PRICE INSTL EQTY LARGE CAP PROPERTY TYPE: SECURITIES 1,088.00				04/17/2007	05/18/2009	
155.00		22.111 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES 136.00				02/02/2009	05/18/2009	
105.00		11.607 RIDGEWORTH FD-AGGRESSIVE GRWTH #5 PROPERTY TYPE: SECURITIES 86.00				12/11/2008	05/18/2009	
3,619.00		401.227 RIDGEWORTH FD-AGGRESSIVE GRWTH # PROPERTY TYPE: SECURITIES 4,574.00				08/10/2006	05/18/2009	
57.00		6.23 RIDGEWORTH FD-LARGE CAP VAL EQTY#512 PROPERTY TYPE: SECURITIES 80.00				04/21/2008	05/18/2009	
118.00		15.425 RIDGEWORTH FD-EMERGING GROWTH #59 PROPERTY TYPE: SECURITIES 207.00				04/21/2008	05/18/2009	
417.00		57.597 RIDGEWORTH FD-LARGE CAP GRTH STK#5 PROPERTY TYPE: SECURITIES 718.00				05/22/2006	05/18/2009	
488.00		45.951 RIDGEWORTH FD-INTL EQ INDEX #530 PROPERTY TYPE: SECURITIES 462.00				12/15/2008	05/18/2009	
6,626.00		609.535 RIDGEWORTH FD-US GOVT SECS #532 PROPERTY TYPE: SECURITIES 6,155.00				06/22/2007	05/18/2009	
84.00		4.011 ALLIANZ FDS NFJ SMALLCAP VALUE FD PROPERTY TYPE: SECURITIES 123.00				08/18/2008	07/20/2009	
337.00		13.127 DREYFUS BOSTON CO SMALLCAP EQTY T PROPERTY TYPE: SECURITIES 293.00				11/24/2008	07/20/2009	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		36.844 DREYFUS BOSTON CO SMALLCAP EQTY T PROPERTY TYPE: SECURITIES 1,502.00				12/14/2007	07/20/2009	
945.00							-557.00	
		12.009 EATON VANCE TAX-MGD VAL-I-IBT #35 PROPERTY TYPE: SECURITIES 245.00				04/21/2008	07/20/2009	
162.00							-83.00	
		48.243 T ROWE PRICE INSTL EQTY LARGE CAP PROPERTY TYPE: SECURITIES 732.00				04/17/2007	07/20/2009	
563.00							-169.00	
		10.988 RIDGEWORTH FD-MIDCAP VAL EQTY #41 PROPERTY TYPE: SECURITIES 141.00				05/22/2006	07/20/2009	
89.00							-52.00	
		36.22 RIDGEWORTH FD-LARGE CAP VAL EQTY#51 PROPERTY TYPE: SECURITIES 463.00				04/21/2008	07/20/2009	
343.00							-120.00	
		9.977 RIDGEWORTH FD-EMERGING GROWTH #593 PROPERTY TYPE: SECURITIES 117.00				04/21/2008	07/20/2009	
85.00							-32.00	
		64. RIDGEWORTH FD-LARGE CAP GRTH STK#510 PROPERTY TYPE: SECURITIES 797.00				05/22/2006	07/20/2009	
496.00							-301.00	
		21.183 RIDGEWORTH FD-INTL EQ INDEX #530 PROPERTY TYPE: SECURITIES 213.00				12/15/2008	07/20/2009	
240.00							27.00	
		14.923 RIDGEWORTH FD-INTL 130/30 #242 PROPERTY TYPE: SECURITIES 136.00				04/21/2008	07/20/2009	
87.00							-49.00	
		4.385 RIDGEWORTH FD-SEIX FLT HIGH INCM#2 PROPERTY TYPE: SECURITIES 44.00				05/03/2006	07/20/2009	
36.00							-8.00	
		83.485 ALLIANZ FDS NFJ SMALLCAP VALUE FD PROPERTY TYPE: SECURITIES 1,653.00				05/18/2009	10/26/2009	
1,979.00							326.00	

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)	
2,323.00			97.968 ALLIANZ FDS NFJ SMALLCAP VALUE FD PROPERTY TYPE: SECURITIES 2,961.00			08/18/2008	10/26/2009	
2,409.00			158.204 EATON VANCE TAX-MGD VAL-I-IBT #3 PROPERTY TYPE: SECURITIES 2,024.00			05/18/2009	10/26/2009	
4,491.00			294.849 EATON VANCE TAX-MGD VAL-I-IBT #3 PROPERTY TYPE: SECURITIES 5,898.00			08/18/2008	10/26/2009	
180.00			18.713 RIDGEWORTH FD-MIDCAP VAL EQTY #41 PROPERTY TYPE: SECURITIES 141.00			05/18/2009	10/26/2009	
1,064.00			110.87 RIDGEWORTH FD-MIDCAP VAL EQTY #41 PROPERTY TYPE: SECURITIES 1,330.00			01/08/2008	10/26/2009	
6,738.00			633.271 RIDGEWORTH FD-LARGE CAP VAL EQTY# PROPERTY TYPE: SECURITIES 8,098.00			04/21/2008	10/26/2009	
266.00			26.522 RIDGEWORTH FD-EMERGING GROWTH #59 PROPERTY TYPE: SECURITIES 167.00			02/02/2009	10/26/2009	
929.00			92.734 RIDGEWORTH FD-EMERGING GROWTH #59 PROPERTY TYPE: SECURITIES 1,073.00			09/20/2006	10/26/2009	
7,860.00			904.488 RIDGEWORTH FD-LARGE CAP GRTH STK# PROPERTY TYPE: SECURITIES 8,586.00			10/20/2008	10/26/2009	
4,390.00			330.324 RIDGEWORTH FD-INTL EQ INDEX #530 PROPERTY TYPE: SECURITIES 3,323.00			12/15/2008	10/26/2009	
							1,067.00	

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)	
							----- -5,447. =====	
TOTAL GAIN(LOSS)								

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS & INTEREST	4,361.	4,237.
TOTAL	4,361.	4,237.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PRIOR YR BAL DUE FOREIGN TAXES	51.	19.
TOTALS	51.	19.

GEORGE & JOYCE HEADFORD CHARITABLE TRUST

52-6651388

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	157,648.	152,043.	160,288.
TOTALS	157,648.	152,043.	160,288.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

VA

STATEMENT 4

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

=====

OFFICER NAME:

SUNTRUST BANK

ADDRESS:

P.O. BOX 4911
ROANOKE, VA 24011

TITLE:

TRUSTEE, AS REQ'D

COMPENSATION 2,729.

TOTAL COMPENSATION: 2,729.

=====

STATEMENT 5

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

OMB No. 1545-0092

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).

2009

Name of estate or trust

GEORGE & JOYCE HEADFORD CHARITABLE TRUST

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

Employer identification number

52-6651388

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	1,936.
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		1,936.

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			149.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-7,532.
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		-7,383.

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

Schedule D (Form 1041) 2009

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		1,936.
14	Net long-term gain or (loss):			
a	Total for year	14a		-7,383.
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		-5,447.

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

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?			
	<input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box.	25		
	<input type="checkbox"/> No. Enter the amount from line 23	26		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same?			
	<input type="checkbox"/> Yes. Skip lines 27 thru 30; go to line 31	27		
	<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	28		
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		

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

Name of estate or trust

GEORGE & JOYCE HEADFORD CHARITABLE TRUST

Employer identification number
52-6651388

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

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b 1,936.00

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

Schedule D-1 (Form 1041) 2009

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

GEORGE & JOYCE HEADFORD CHARITABLE TRUST

52-6651388

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 .709 DREYFUS BOSTON CO SMALLCAP EQTY TE	04/17/2007	02/02/2009	16.00	29.00	-13.00
83.907 T ROWE PRICE INSTL EQTY LARGE CAP GRW	12/20/2007	02/02/2009	756.00	1,291.00	-535.00
3.704 PIMCO FOREIGN BD US\$ HEDGED-I	09/20/2006	02/02/2009	34.00	38.00	-4.00
16.995 RIDGEWORTH FD-MIDCAP VAL EQTY #412	05/22/2006	02/02/2009	112.00	219.00	-107.00
349.878 RIDGEWORTH FD-US GOVT SECS #532	05/03/2006	02/02/2009	3,870.00	3,534.00	336.00
4.934 ROWE T PRICE REAL ESTATE FD COM	09/20/2006	02/02/2009	45.00	119.00	-74.00
7.338 FORUM FDS ABSOLUTE STRATEGIES INSTL	10/30/2007	05/18/2009	70.00	80.00	-10.00
71.681 T ROWE PRICE INSTL EQTY LARGE CAP GRW	04/17/2007	05/18/2009	772.00	1,088.00	-316.00
401.227 RIDGEWORTH FD-AGGRESSIVE GRWTH #558	08/10/2006	05/18/2009	3,619.00	4,574.00	-955.00
6.23 RIDGEWORTH FD-LARGE CAP VAL EQTY#512	04/21/2008	05/18/2009	57.00	80.00	-23.00
15.425 RIDGEWORTH FD-EMERGING GROWTH #593	04/21/2008	05/18/2009	118.00	207.00	-89.00
57.597 RIDGEWORTH FD-LARGE CAP GRTH STK#510	05/22/2006	05/18/2009	417.00	718.00	-301.00
609.535 RIDGEWORTH FD-US GOVT SECS #532	06/22/2007	05/18/2009	6,626.00	6,155.00	471.00
36.844 DREYFUS BOSTON CO SMALLCAP EQTY TE	12/14/2007	07/20/2009	945.00	1,502.00	-557.00
12.009 EATON VANCE TAX-MGD VAL-I-IBT #35572	04/21/2008	07/20/2009	162.00	245.00	-83.00
48.243 T ROWE PRICE INSTL EQTY LARGE CAP GRW	04/17/2007	07/20/2009	563.00	732.00	-169.00
10.988 RIDGEWORTH FD-MIDCAP VAL EQTY #412	05/22/2006	07/20/2009	89.00	141.00	-52.00
36.22 RIDGEWORTH FD-LARGE CAP VAL EQTY#512	04/21/2008	07/20/2009	343.00	463.00	-120.00
9.977 RIDGEWORTH FD-EMERGING GROWTH #593	04/21/2008	07/20/2009	85.00	117.00	-32.00
64. RIDGEWORTH FD-LARGE CAP GRTH STK#510	05/22/2006	07/20/2009	496.00	797.00	-301.00
14.923 RIDGEWORTH FD-INTL 130/30 #242	04/21/2008	07/20/2009	87.00	136.00	-49.00
4.385 RIDGEWORTH FD-SEIX FLT HIGH INCM#203	05/03/2006	07/20/2009	36.00	44.00	-8.00
97.968 ALLIANZ FDS NFJ SMALLCAP VALUE FD	08/18/2008	10/26/2009	2,323.00	2,961.00	-638.00
294.849 EATON VANCE TAX-MGD VAL-I-IBT #35572	08/18/2008	10/26/2009	4,491.00	5,898.00	-1,407.00
110.87 RIDGEWORTH FD-MIDCAP VAL EQTY #412	01/08/2008	10/26/2009	1,064.00	1,330.00	-266.00
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					

Schedule D-1 (Form 1041) 2009

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

52-6651388

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

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b -7,532.00

Schedule D-1 (Form 1041) 2009

FEDERAL CAPITAL GAIN DIVIDENDS

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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

PIMCO FOREIGN BD US\$ HEDGED-I	30.00
PIMCO COMMODITY REALRTN STRATEGY USA	40.00
PIMCO FDS INV'T GRADE CORP BD-I	52.00
RIDGEWORTH FD-INTERMEDIATE BD #850	27.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	149.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	149.00
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STATEMENT 1

990PF, PART VII-B LINE 2B – SECTION 4942a2 EXPLANATION STATEMENT

This question does not apply. The foundation does not have any undistributed income from prior years.



GEORGE & JOYCE HEADFORD CHAR TR
ACCOUNT NO. 7021333

PORTFOLIO DETAIL
AS OF 12/31/09

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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
PRINCIPAL PORTFOLIO						
STIF & MONEY MARKET FUNDS						
8,009.4	RIDGEWORTH FD-PRIME QUALITY MMKT I SHS #500 CUSIP: 76628T389	8,009.40 1.000 4.56 %	0.00 1.00	0.00	5	0.06 % 0.00 %
MUTUAL FUNDS						
305.769	ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL CUSIP: 003020336	3,394.04 11.100 1.93 %	3,339.00 10.92	55.04	0	0.00 % 0.00 %
533.357	EATON VANCE TR TAX-MANAGED VALUE CL I-IBT #35572 CUSIP: 277923629	8,309.70 15.580 4.73 %	6,763.35 12.68	1,546.35	113	1.36 % 0.00 %
479.077	FORUM FDS ABSOLUTE STRATEGIES FD INSTL SHS CUSIP: 34984T600	5,006.35 10.450 2.85 %	5,011.54 10.46	5.19-	59	1.18 % 0.00 %
250.075	JANUS INV'T FD PERKINS SMALL CO VALUE FD I SHS CUSIP: 47103C183	5,241.57 20.960 2.98 %	5,009.00 20.03	232.57	0	0.00 % 0.00 %
1,038.433	MANNING & NAPIER FD INC WORLD OPPORTUNITIES SER CL A CUSIP: 563821545	8,432.08 8.120 4.80 %	8,349.00 8.04	83.08	61	0.72 % 0.00 %
122.757	OPENHEIMER DEVELOPING MKTS CL Y CUSIP: 683974505	3,489.98 28.430 1.99 %	3,339.00 27.20	150.98	22	0.63 % 0.00 %



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PORTFOLIO DETAIL
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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ MATURITY
407.482	PIMCO COMMODITY REALRETURN STRATEGY FD USA-INS CUSIP: 722005667	3,373.95 8.280 1.92 %	2,659.68 6.53	714.27	202	5.99 % 0.00 %
809.344	PIMCO FDS INV'T GRADE CORP BD INSTL INV'T GRADE CORP BD FD INSTL CL CUSIP: 722005816	8,846.13 10.930 5.03 %	8,178.98 10.11	667.15	502	5.67 % 0.00 %
479.017	PIMCO FDS FOREIGN BD US\$ HEDGED FD INSTL CL CUSIP: 693390882	4,790.17 10.000 2.73 %	4,807.37 10.04	17.20-	187	3.90 % 0.00 %
543.229	SENTINEL FDS SMALL CO FD-I CUSIP: 81728B825	3,460.37 6.370 1.97 %	3,175.00 5.84	285.37	0	0.00 % 0.00 %
748.118	T ROWE PRICE INSTL EQUITY FDS INC LARGE-CAP GROWTH FD CUSIP: 65775L408	10,563.43 14.120 6.01 %	10,709.46 14.32	146.03-	17	0.16 % 0.00 %
266.201	T ROWE PRICE REAL ESTATE FD SHS CUSIP: 779919109	3,681.56 13.830 2.09 %	3,904.99 14.67	223.43-	146	3.97 % 0.00 %
TOTAL MUTUAL FUNDS		<u>68,589.33</u>	<u>65,246.37</u>	<u>3,342.96</u>	<u>1,309</u>	<u>1.91 %</u>



GEORGE & JOYCE HEADFORD CHAR TR
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PORTRFOLIO DETAIL
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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	INCOME YIELD AT MARKET/ YIELD TO MATURITY	
					ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
PROPRIETARY FUNDS						
4,001.069	RIDGEWORTH FD-INTERMEDIATE BD I SHS #850 CUSIP: 766628T702	41,771.16 10.440 23.77 %	40,149.84 10.03	1,621.32	1,520	3.64 % 0.00 %
242.734	RIDGEWORTH FD-INTL EQUITY INDEX I SHS #530 CUSIP: 766628R813	3,126.41 12.880 1.78 %	2,389.57 9.84	736.84	159	5.09 % 0.00 %
242.658	RIDGEWORTH FD-INTL 130/30 I SHS #242 CUSIP: 766628R870	1,584.56 6.530 0.90 %	2,128.02 8.77	543.46-	59	3.72 % 0.00 %
563.062	RIDGEWORTH FD-LARGECAP GROWTH STK I SHS #510 CUSIP: 766628R748	5,078.82 9.020 2.89 %	3,725.35 6.62	1,353.47	16	0.32 % 0.00 %
1,536.934	RIDGEWORTH FD-LARGECAP VALUE EQUITY I SHS #512 CUSIP: 766628R672	16,875.54 10.980 9.60 %	16,048.88 10.44	826.66	334	1.98 % 0.00 %
340.586	RIDGEWORTH FD-MIDCAP VAL EQUITY I SHS #412 CUSIP: 766628R615	3,388.83 9.950 1.93 %	2,505.53 7.36	883.30	43	1.27 % 0.00 %
926.615	RIDGEWORTH FD-SEIX FLTG RT HIGH INCM I SHS #203 CUSIP: 766628T678	8,005.95 8.640 4.56 %	8,199.14 8.85	193.19-	450	5.62 % 0.00 %
1,204.832	RIDGEWORTH FD-SHORT TERM BD I SHS #516 CUSIP: 766628T611	11,867.60 9.850 6.75 %	11,650.31 9.67	217.29	389	3.28 % 0.00 %



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PORTFOLIO DETAIL
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<u>PAR VALUE OR SHARES</u>	<u>ASSET DESCRIPTION</u>	<u>MARKET VALUE MARKET PRICE % OF MARKET</u>	<u>FED TAX COST COST PER UNIT</u>	<u>UNREALIZED GAIN/LOSS (FED TO MKT)</u>	<u>ESTIMATED ANNUAL INCOME</u>
		91,698.87	86,796.64	4,902.23	2,971
	TOTAL PROPRIETARY FUNDS	168,297.60	160,052.41	8,245.19	4,285
	PRINCIPAL PORTFOLIO TOTAL				2.55 %
	INCOME PORTFOLIO				
	INCOME CASH	82.18	82.18		
		0.05 %			
	STIF & MONEY MARKET FUNDS				
	7,362.68 RIDGEWORTH FD-PRIME QUALITY MMKT 1 SHS #500 CUSIP: 76628T389	7,362.68 1.000 4.19 %	7,362.68 1.00	0.00	5 0.07 %
	INCOME PORTFOLIO TOTAL	7,444.86	7,444.86	0.00	5 0.07 %
	TOTAL ASSETS	175,742.46	167,497.27	8,245.19	4,290 2.55 %