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Return of Private Foundation

OMB No 1545-0052

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

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☒ Address change☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

O. TEMPLE SLOAN, JR. FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)

POST OFFICE BOX 29636

Room/suite

City or town, state, and ZIP code

RALEIGH, NC 27626

A Employer identification number

56-1870844

B Telephone number

(919) 573-3211

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

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

▶ \$ 9,777,990. (Part I, column (d) must be on cash basis)

J Accounting method

☒ Cash☐ Accrual☐ Other (specify) _____

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))(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

1 Contributions, gifts, grants, etc., received

264,165.

N/A

2 Check ☒ if the foundation is not required to attach Sch. B3 Interest on savings and temporary
cash investments

1,347.

1,347.

STATEMENT 1

4 Dividends and interest from securities

198,184.

198,184.

STATEMENT 2

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

<669,413.>

b Gross sales price for all
assets on line 6a

672,507.

7 Capital gain net income (from Part IV, line 2)

0.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns
and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

2,558.

2,558.

STATEMENT 3

12 Total. Add lines 1 through 11

<203,159.>

202,089.

13 Compensation of officers, directors, trustees, etc

0.

0.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees STMT 4

6,354.

6,354.

0.

b Accounting fees STMT 5

3,073.

3,073.

0.

c Other professional fees STMT 6

26,000.

26,000.

0.

17 Interest

18 Taxes STMT 7

6,422.

6,422.

0.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses STMT 8

387.

387.

0.

24 Total operating and administrative
expenses. Add lines 13 through 23

42,236.

42,236.

0.

25 Contributions, gifts, grants paid

715,208.

715,208.

26 Total expenses and disbursements.

Add lines 24 and 25

757,444.

42,236.

715,208.

27 Subtract line 26 from line 12

<960,603.>

a Excess of revenue over expenses and disbursements

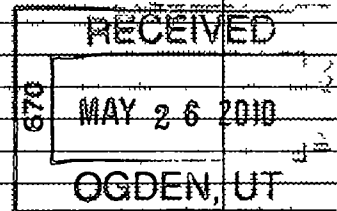
b Net investment income (if negative, enter -0-)

159,853.

c Adjusted net income (if negative, enter -0-)

N/A

SCANNED JUN 01 2010

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,318.	1,306.	1,306.
	2 Savings and temporary cash investments	582,687.	564,630.	564,630.
	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			
	7 Other notes and loans receivable ▶ 20,500.			
	Less allowance for doubtful accounts ▶	23,000.	20,500.	20,500.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 9	11,596,768.	10,453,069.	8,984,239.
	c Investments - corporate bonds STMT 10	0.	203,665.	207,315.
11 Investments - land buildings and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)		12,203,773.	11,243,170.	9,777,990.
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			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	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			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	12,203,773.	11,243,170.	
30 Total net assets or fund balances		12,203,773.	11,243,170.	
31 Total liabilities and net assets/fund balances		12,203,773.	11,243,170.	

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	12,203,773.
2 Enter amount from Part I, line 27a	2	<960,603.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	11,243,170.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,243,170.

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			
b SEE ATTACHED STATEMENT			
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 672,507.		1,341,920.	<669,413.>

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

(i) FMV 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			<669,413.>

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	<669,413.>
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) If (loss), enter -0- in Part I, line 8		3	N/A

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 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	1,112,092.	11,178,728.	.099483
2007	1,061,267.	13,868,605.	.076523
2006	848,596.	8,861,881.	.095758
2005	1,566,609.	358,733.	4.367061
2004	353,561.	1,141,320.	.309783

2 Total of line 1, column (d)	2	4.948608
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	.989722
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	8,445,345.
5 Multiply line 4 by line 3	5	8,358,544.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,599.
7 Add lines 5 and 6	7	8,360,143.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	715,208.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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 letter if necessary-see instructions)		1	3,197.
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	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	3,197.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	3,197.
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 8,460.	7	8,460.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	5,263.
7 Total credits and payments. Add lines 6a through 6d		11	0.
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			
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	5,263. Refunded		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NO WEB SITE	13	X	
14	The books are in care of ► TRAIL CREEK INVESTMENTS Telephone no ► (919) 573-3211 Located at ► 4800 FALLS OF NEUSE, SUITE 315, RALEIGH, NC ZIP+4 ► 27609			
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		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		1b X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ►		
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 instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel study or other similar purposes?

☒ Yes ☐ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

X

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?

N/A

☐ 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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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?

N/A

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.

(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 11		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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				

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	8,159,069.
b	Average of monthly cash balances	1b	414,885.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	8,573,954.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	8,573,954.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	128,609.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,445,345.
6	Minimum investment return. Enter 5% of line 5	6	422,267.

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

1	Minimum investment return from Part X, line 6	1	422,267.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	3,197.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,197.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	419,070.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	419,070.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	419,070.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	715,208.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	715,208.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	715,208.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI line 7				419,070.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004	307,387.			
b From 2005	1,561,476.			
c From 2006	412,547.			
d From 2007	472,193.			
e From 2008	557,336.			
f Total of lines 3a through e	3,310,939.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 715,208.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				419,070.
e Remaining amount distributed out of corpus	296,138.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	3,607,077.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	307,387.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	3,299,690.			
10 Analysis of line 9				
a Excess from 2005	1,561,476.			
b Excess from 2006	412,547.			
c Excess from 2007	472,193.			
d Excess from 2008	557,336.			
e Excess from 2009	296,138.			

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

b. Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a 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

(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

[illegible]

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 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).)

NONE

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

NONE

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 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

CHERYL LIGON, TRUSTEE, 919.573.3211
POST OFFICE BOX 29636, RALEIGH, NC 27626

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

AS SET FORTH IN THE TRUST DOCUMENTS ATTACHED.

c Any submission deadlines

NONE

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

NONE

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,347.	
4 Dividends and interest from securities			14	198,184.	
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			14	2,558.	
8 Gain or (loss) from sales of assets other than inventory			18	<669,413.>	
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)		0.		<467,324.>	0.
13 Total Add line 12, columns (b), (d), and (e)				13 <467,324.>	

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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. | | |

[illegible]

- 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
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.

Sign Here

Signature of officer or trustee

Date _____

➤ **Title**

Preparer's
signature

Date
5/1

Check if self-employed	
------------------------	--

Preparer's identifying number

Firm's name (or yours if self-employed)
address, and ZIP code

MANNING, FULTON & SKINNER, P.A.

P.O. BOX 20389

RALEIGH, NORTH CAROLINA 27619-0389

EIN ▶

Phone no (919) 787-8880

Form 990-PF (2009)

O. TEMPLE SLOAN, JR. FOUNDATION

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	429 SHARES TRANSOCEAN LTD		08/11/08	06/18/09
b	221 SHARES TRANSOCEAN LTD		08/11/08	06/18/09
c	1,550 SHARES PROCTER & GAMBLE		11/10/04	08/25/09
d	20,000 SHARES BANK OF AMERICA CORP		11/10/04	10/01/09
e	300 SHARES PROCTER & GAMBLE		11/10/04	08/25/09
f	300 SHARES PROCTER & GAMBLE		09/22/05	08/25/09
g	2,500 SHARES PROCTER & GAMBLE		09/22/05	08/25/09
h	500 SHARES WALGREEN CO		02/20/07	06/18/09
i	1,060 SHARES WALGREEN CO		02/20/07	06/18/09
j	100 SHARES WALGREEN CO		02/20/07	06/18/09
k				
l				
m				
n				
o				

(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 33,053.		54,280.	<21,227.>
b 17,032.		27,962.	<10,930.>
c 82,438.		82,437.	1.
d 323,236.		926,419.	<603,183.>
e 15,947.		15,956.	<9.>
f 15,956.		16,891.	<935.>
g 132,967.		140,762.	<7,795.>
h 15,627.		23,257.	<7,630.>
i 33,131.		49,305.	<16,174.>
j 3,120.		4,651.	<1,531.>
k			
l			
m			
n			
o			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<21,227.>
b			<10,930.>
c			1.
d			<603,183.>
e			<9.>
f			<935.>
g			<7,795.>
h			<7,630.>
i			<16,174.>
j			<1,531.>
k			
l			
m			
n			
o			

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	<669,413.>
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) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MERRILL LYNCH BANK DEPOSIT PROGRAM	1,347.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,347.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AMERICAN CAPITAL WORLD GROWTH AND INCOME FUND A	15,780.	0.	15,780.
AMERICAN EURO PACIFIC GROWTH CL A	10,891.	0.	10,891.
AMERICAN FUNDAMENTAL INVESTORS INC CL A	7,653.	0.	7,653.
AMERICAN GROWTH FD OF AMERICA CL A	4,645.	0.	4,645.
AMERICAN INVESTMENT CO OF AMERICA CL A	14,419.	0.	14,419.
AMERICAN NEW PERSPECTIVE FUND CL A	9,118.	0.	9,118.
BANK OF AMERICA CORP	1,953.	0.	1,953.
CATERPILLAR INC	5,040.	0.	5,040.
COCA COLA	4,100.	0.	4,100.
COLGATE PALMOLIVE	6,579.	0.	6,579.
CONOCOPHILLIPS	9,550.	0.	9,550.
CVS CAREMARK CORP	3,050.	0.	3,050.
EXXON MOBIL CORP	6,009.	0.	6,009.
FFI INSTITUTIONAL FUND	404.	0.	404.
FORTUNE BRANDS INC	1,620.	0.	1,620.
GENWORTH FINANCIAL INC	1,438.	0.	1,438.
ISHARES S&P GSSI NATURAL RESOURCES INDEX FUND	542.	0.	542.
JOHNSON & JOHNSON	19,300.	0.	19,300.
LESS BOND AMORTIZATION	<632.>	0.	<632.>
LESS PURCHASED INTEREST	<2,112.>	0.	<2,112.>
LOWE'S COMPANIES INC	2,486.	0.	2,486.
MARATHON OIL CORP	3,840.	0.	3,840.
MERRILL LYNCH FUND	792.	0.	792.
PEPSICO INC	20,003.	0.	20,003.
PROCTER GAMBLE	13,692.	0.	13,692.
ROYAL DUTCH SHELL PLC SPONS ADR A	16,600.	0.	16,600.
SUNOCO INC PV\$1 PA	3,600.	0.	3,600.
UNITED TECHS CORP	10,780.	0.	10,780.

WALGREEN CO	7,044.	0.	7,044.
TOTAL TO FM 990-PF, PART I, LN 4	198,184.	0.	198,184.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS RECEIPTS	2,558.	2,558.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,558.	2,558.	

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANNING, FULTON & SKINNER, P.A.	6,354.	6,354.		0.
TO FM 990-PF, PG 1, LN 16A	6,354.	6,354.		0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING CHARGES	3,073.	3,073.		0.
TO FORM 990-PF, PG 1, LN 16B	3,073.	3,073.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATOR EXPENSES	26,000.	26,000.		0.
TO FORM 990-PF, PG 1, LN 16C	26,000.	26,000.		0.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN DIVIDEND TAX	6,422.	6,422.		0.
TO FORM 990-PF, PG 1, LN 18	6,422.	6,422.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	40.	40.		0.
OFFICE SUPPLIES	347.	347.		0.
TO FORM 990-PF, PG 1, LN 23	387.	387.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMERICAN CAPITAL WORLD GROWTH & INCOME A	667,657.	564,194.
AMERICAN EURO PACIFIC GROWTH CL A	696,973.	597,620.
AMERICAN FUNDAMENTAL INVESTORS CL A	655,299.	527,228.
AMERICAN GROWTH FUND OF AMERICA	676,995.	606,917.
AMERICAN INVESTMENT CO OF AMERICA CL A	822,252.	666,757.
AMERICAN NEW PERSPECTIVE FUND CL A	772,150.	582,366.
BANK OF AMERICA CORP	1,123,896.	509,480.

CATERPILLAR INC	215,634.	227,960.
COCA COLA COM	140,049.	142,500.
COLGATE PALMOLIVE	178,283.	314,234.
CONOCOPHILLIPS	364,506.	255,350.
CVS CAREMARK CORP	329,649.	322,100.
EXXON MOBIL CORP	178,538.	246,848.
ISHARES S&P GSSI NATURAL	47,805.	51,465.
JOHNSON & JOHNSON	639,030.	644,100.
LOWE'S COMPANIES INC	231,483.	166,116.
MARATHON OIL CORP	181,335.	124,880.
PEPSICO INC	585,330.	694,944.
PROCTER & GAMBLE CO	271,436.	272,835.
ROYAL DUTCH SHELL PLC	290,277.	300,550.
SUNOCO INC PV\$1 PA	111,225.	78,300.
TRANSOCEAN LTD ZUG	170,811.	111,780.
UNITED TECHS CORP	481,836.	485,870.
WALGREEN CO	620,620.	489,845.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,453,069.	8,984,239.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WEYERHAEUSER CO GLB 6.75%	104,522.	105,947.
FORTUNE BRANDS INC 6.375%	52,804.	53,548.
GENWORTH FINANCIAL 5.75%	46,339.	47,820.
TOTAL TO FORM 990-PF, PART II, LINE 10C	203,665.	207,315.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CAROL C. SLOAN (DEC. 07.17.09) P.O. BOX 29636 RALEIGH, NC 27626	TRUSTEE 0.00	0.	0.	0.
CARSON S. HENLINE P.O. BOX 29636 RALEIGH, NC 27626	TRUSTEE 0.00	0.	0.	0.
MALCOLM C. GRAHAM P.O. BOX 29636 RALEIGH, NC 27626	TRUSTEE 0.00	0.	0.	0.
GEORGE C. TURNER P.O. BOX 27326 RALEIGH, NC 27611	TRUSTEE 0.00	0.	0.	0.
W. GERALD THORNTON P.O. BOX 20389 RALEIGH, NC 27619	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN RED CROSS, POB 1445, RALEIGH, NC 27620	NONE SUPPORT CHARITABLE ACTIVITIES	PUBLIC CHARITY	1,000.
BARRETT HOSPITAL, 1260 S ATLANTIC, DILLON, MT 59725	NONE SUPPORT CHARITABLE ACTIVITIES	PUBLIC CHARITY	2,000.
BEAUFORT HISTORICAL SOCIETY POST OFFICE BOX 363 BEAUFORT, NC 28516	NONE SUPPORT CHARITABLE ACTIVITIES	PUBLIC CHARITY	100.
BEAVERHEAD COUNTY HIGH SCHOOL 104 N PACIFIC DILLON, MT 59725	NONE EDUCATIONAL	PUBLIC CHARITY	200.
BOYS & GIRLS CLUB OF WAKE COUNTY 701 N RALEIGH BOULEVARD RALEIGH, NC 27610	NONE CHARITABLE ACTIVITY SUPPORT	PUBLIC CHARITY	1,000.
BOYS & GIRLS CLUB, PO BOX 2027, SANFORD, NC 27331	NONE SUPPORT CHARITABLE ACTIVITIES	PUBLIC CHARITY	2,500.
BUILDING TOGETHER MINISTRIES 1116 N BLOUNT STREET RALEIGH, NC 27604	NONE CHARITABLE ACTIVITY SUPPORT	PUBLIC CHARITY	5,000.
CARQUEST CHARITABLE FOUNDATION PO BOX 26006 RALEIGH, NC 27611	NONE SUPPORT CHARITIES	CHARITABLE FOUNDATION	10,000.

COMMUNITIES IN SCHOOL OF WAKE COUNTY 971 HARP STREET RALEIGH, NC 27604	NONE SUPPORT CHARITABLE ACTIVITIES	PUBLIC CHARITY	5,000.
CPMD CENTER NURSES	NONE EDUCATIONAL	PUBLIC CHARITY	1,000.
DUKE UNIVERSITY, PO BOX 90542, DURHAM, NC 27708	NONE EDUCATIONAL	PUBLIC CHARITY	30,000.
EASTER SEALS CAPPER FOUNDATION 3500 SW 10TH AVENUE TOPEKA, KS 66604	NONE SUPPORT CHARITABLE ACTIVITIES	PUBLIC CHARITY	5,000.
EDUCATIONAL GRANT - ABIGAIL HOERNING 219 CHAPMAN DILLON, MT 59725	NONE SCHOLARSHIP - UNIVERSITY OF MONTANA	INDIVIDUAL	4,989.
EDUCATIONAL GRANT - ANNA JAMES 10147 SEA VIEW ROAD WILMINGTON, NC 28409	NONE EDUCATIONAL - SOUTHEASTERN COMMUNITY COLLEGE	INDIVIDUAL	998.
EDUCATIONAL GRANT - CHRISTOPHER AARON FORTUNE 1007 PAGODA PLACE KNIGHTDALE, NC 27545	NONE EDUCATIONAL - EAST CAROLINA UNIVERSITY	INDIVIDUAL	11,137.
EDUCATIONAL GRANT - COLE COTTON 1300 BLACKTAIL DILLON, MT 59725	NONE SCHOLARSHIP - MONTANA STATE UNIVERSITY	INDIVIDUAL	5,384.
EDUCATIONAL GRANT - CONNOR HONEYCUTT 203 BELLE ST OXFORD, NC 27565	NONE SCHOLARSHIP - EAST CAROLINA UNIVERSITY	INDIVIDUAL	6,000.
EDUCATIONAL GRANT - DAVID MARTHA 1510 CARTER CREEK ROAD DILLON, MT 59725	NONE EDUCATIONAL - MONTANA TECH/UNIVERSITY OF MONTANA	INDIVIDUAL	2,300.

EDUCATIONAL GRANT - ELIZABETH LIGON 5512 TOWNSEND WARBLER CT WAKE FOREST, NC 27587	NONE EDUCATIONAL - UNIVERSITY OF NORTH CAROLINA AT CHAPEL HILL	INDIVIDUAL	6,765.
EDUCATIONAL GRANT - EMIL AYSCUE 201 ALLEN LANE LOUISBURG, NC 27549	NONE SCHOLARSHIP - MARS HILL COLLEGE	INDIVIDUAL	3,000.
EDUCATIONAL GRANT - JIYOUNG AHN	NONE EDUCATIONAL - PEACE COLLEGE	INDIVIDUAL	6,000.
EDUCATIONAL GRANT - KRYSTAL ZOHNER 750 EAST CORNELL ST DILLON, MT 59725	NONE EDUCATIONAL - UNIVERSITY OF MONTANA WESTERN	INDIVIDUAL	4,520.
EDUCATIONAL GRANT - LISA HORST 6 SOUTH WYOMING DILLON, MT 59725	NONE SCHOLARSHIP - GOSBEN COLLEGE	INDIVIDUAL	6,000.
EDUCATIONAL GRANT - MARIANNE WOOD	NONE EDUCATIONAL - MEREDITH COLLEGE	INDIVIDUAL	1,120.
EDUCATIONAL GRANT - NATHAN WEISE 2741 SW SOMBER ROAD PORT ST LUCIE, FL 34953	NONE EDUCATIONAL - SOUTHEASTERN UNIVERSITY FLORIDA	INDIVIDUAL	10,000.
EDUCATIONAL GRANT - NICOLE JOHNSON 337 W PARK DILLON, MT 59725	NONE EDUCATIONAL - MONTANA STATE UNIVERSITY	INDIVIDUAL	8,817.
EDUCATIONAL GRANT - SAMANTHA CROWDER 12813 BEECHWOOD COURT RALEIGH, NC 27614	NONE EDUCATIONAL - APPALACHIAN STATE UNIVERSITY	INDIVIDUAL	9,810.
EDUCATIONAL GRANT - STACEY MOBLEY 15 HARDWOOD DRIVE FRANKLINTON, NC 27525	NONE SCHOLARSHIP - UNC GREENSBORO	INDIVIDUAL	3,000.

EDUCATIONAL GRANT - TALITHA SMITH	NONE EDUCATIONAL - ROCKY MOUNTAIN COLLEGE	INDIVIDUAL	3,000.
EDUCATIONAL GRANT - TAYLOR ZOHNER 750 EAST CORNELL ST DILLON, MT 59725	NONE EDUCATIONAL - SCHOOL OF MISSIONARY AVIATION TECH/MOODY BIBLE COLLEGE	INDIVIDUAL	16,600.
EDUCATIONAL GRANT - ZACHARY SMITH 8815 SWEETWATER ROAD DILLON, MT 59725	NONE EDUCATIONAL - UNIVERSITY OF MONTANA	INDIVIDUAL	6,000.
EMIL KRZYZEWSKI FAMILY LIFE CENTER 904 W. CHAPEL HILL STREET DURHAM, NC 27701	NONE SUPPORT CHARITABLE ACTIVITIES	PUBLIC CHARITY	2,000.
FIRST PRESBYTERIAN CHURCH OF DILLON PACIFIC AND GLENDALE DILLON, MT 59725	NONE SUPPORT CHARITABLE ACTIVITIES	PUBLIC CHARITY	2,500.
FIRST PRESBYTERIAN CHURCH, 111 W MORGAN ST, RALEIGH, NC 27601	NONE CHARITABLE ACTIVITY SUPPORT	PUBLIC CHARITY	30,300.
FRIENDSHIP HELPING MINISTRIES POST OFFICE BOX 19715 CHARLOTTE, NC 28219	NONE SUPPORT CHARITABLE ACTIVITIES	PUBLIC CHARITY	500.
HEARTS & HANDS FOR HAITI 2013 MIDWOOD DRIVE RALEIGH, NC 27604	NONE SUPPORT CHARITABLE ACTIVITIES	PUBLIC CHARITY	24,450.
HOSPICE OF WAKE COUNTY, 1300 ST MARY'S ST 4TH FLOOR, RALEIGH, NC 27605	NONE CHARITABLE ACTIVITY SUPPORT	PUBLIC CHARITY	2,000.
INTERACT 1012 OBERLIN ROAD RALEIGH, NC 27605	NONE SUPPORT CHARITABLE ACTIVITIES	PUBLIC CHARITY	100.

JOHNNY BURKE CHILDREN'S FOUNDATION 1740 CHAMPAGNE DRIVE NORTH SAGINAW, MI 48604	NONE SUPPORT CHARITABLE ACTIVITIES	PUBLIC CHARITY	1,000.
LOAVES & FISHES POST OFFICE BOX 14596 RALEIGH, NC 27620	NONE SUPPORT CHARITABLE ACTIVITIES	PUBLIC CHARITY	5,000.
MEREDITH COLLEGE, RALEIGH, NC	NONE EDUCATIONAL	PUBLIC CHARITY	45,500.
NATURE CONSERVANCY 4245 N FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203	NONE CONSERVATION	PUBLIC CHARITY	5,000.
NC HUNTERS FOR HUNGRY PO BOX 99048 RALEIGH, NC 27624	NONE RELIEF OF POVERTY	PUBLIC CHARITY	1,000.
NC MEDICAL SOCIETY ALLIANCE, PO BOX 27167, RALEIGH, NC 27611-7167	NONE EDUCATIONAL	PUBLIC CHARITY	5,000.
NC STATE COLLEGE OF MANAGEMENT 2102 NELSON HALL, 2801 FOUNDERS DRIVE RALEIGH, NC 27607	NONE EDUCATIONAL	PUBLIC CHARITY	10,000.
NEW HOPE CHRISTIAN CHURCH POST OFFICE BOX 19067 RALEIGH, NC 27609	NONE SUPPORT CHARITABLE ACTIVITIES	PUBLIC CHARITY	10,000.
NORTHWOOD UNIVERSITY 4000 WHITING DRIVE MIDLAND, MI 486402398	NONE SUPPORT CHARITABLE ACTIVITIES	PUBLIC CHARITY	35,000.
OCCONEECHEE COUNCIL BOY SCOUTS OF AMERICA 3231 ATLANTIC AVENUE RALEIGH, NC 27604	NONE SUPPORT CHARITABLE ACTIVITIES	PUBLIC CHARITY	3,000.

OPERATION COMFORT 4900 BROADWAY, SUITE 400 SAN ANTONIO, TX 78209	NONE SUPPORT CHARITABLE ACTIVITIES	PUBLIC CHARITY	5,000.
PEACE COLLEGE, 15 EAST PEACE ST, RALEIGH, NC 27604	NONE EDUCATIONAL	PUBLIC CHARITY	5,000.
QUEEN'S UNIVERSITY, 1900 SELWYN AVE, CHARLOTTE, NC 28274	NONE EDUCATIONAL	PUBLIC CHARITY	70,000.
RAVENSCROFT SCHOOL 7409 FALLS OF NEUSE ROAD RALEIGH, NC 27615	NONE EDUCATIONAL	PUBLIC CHARITY	5,000.
ROCKY MOUNTAIN ELK FOUNDATION 5705 GRANT CREEK MISSOULA, MT 59808	NONE SUPPORT CHARITABLE ACTIVITIES	PUBLIC CHARITY	1,000.
SALVATION ARMY 902 WAKE FOREST ROAD RALEIGH, NC 27604	NONE RELIEF OF POVERTY	PUBLIC CHARITY	5,100.
SHALLOW WELL UNITED CHURCH OF CHRIST 1220 BROADWAY ROAD SANFORD, NC 27332	NONE CHARITABLE ACTIVITY SUPPORT	PUBLIC CHARITY	17,000.
SOUTHWESTERN MT FAMILY YMCA POST OFFICE BOX 66 DILLON, MT 59725	NONE SUPPORT CHARITABLE ACTIVITIES	PUBLIC CHARITY	77,500.
SPECIAL OLYMPICS MONTANA POST OFFICE BOX 3507 GREAT FALLS, MT 59403	NONE CHARITABLE ACTIVITY SUPPORT	PUBLIC CHARITY	500.
SPECIAL OLYMPICS NORTH CAROLINA 2200 GATEWAY CENTER BOULEVARD, SUITE 201 MORRISVILLE, NC 275609123	NONE SUPPORT CHARITABLE ACTIVITIES	PUBLIC CHARITY	1,100.

O. TEMPLE SLOAN, JR. FOUNDATION			56-1870844
ST ANDREWS PRESBYTERIAN COLLEGE 1700 DOGWOOD MILE LAURINBURG, NC 28352	NONE EDUCATIONAL	PUBLIC CHARITY	38,900.
ST GILES PRESBYTERIAN CHURCH 5101 OAK PARK ROAD RALEIGH, NC 27612	NONE SUPPORT CHARITABLE ACTIVITIES	PUBLIC CHARITY	100.
ST MARY'S SCHOOL 900 HILLSBOROUGH STREET RALEIGH, NC 27603	NONE EDUCATIONAL	PUBLIC CHARITY	7,393.
THE CANCER CENTER OF NC 4101 MACON POND ROAD RALEIGH, NC 27607	NONE SUPPORT CHARITABLE ACTIVITIES	PUBLIC CHARITY	250.
THE HEALING PLACE OF WAKE COUNTY 1251 GOODE STREET RALEIGH, NC 27603	NONE SUPPORT CHARITABLE ACTIVITIES	PUBLIC CHARITY	1,000.
UNION THEOLOGICAL SEMINARY, 3401 BROOK RD, RICHMOND, VA 23227	NONE EDUCATIONAL	PUBLIC CHARITY	62,500.
UNITED ARTS COUNCIL 110 S BLOUNT STREET RALEIGH, NC 27601	NONE SUPPORT CHARITABLE ACTIVITIES	PUBLIC CHARITY	175.
UNITED WAY OF BEAVERHEAD COUNTY, 730 N MONTANA ST, DILLON, MT 59725	NONE SUPPORT CHARITIES	PUBLIC CHARITY	1,000.
UNIVERSITY OF WESTERN MONTANA 32 CAMPUS DRIVE MISSOULA, MT 59812	NONE EDUCATIONAL	PUBLIC CHARITY	9,000.
URBAN MINISTRIES OF WAKE COUNTY 1390 CAPITAL BOULEVARD RALEIGH, NC 27603	NONE CHARITABLE ACTIVITY SUPPORT	PUBLIC CHARITY	1,000.

O. TEMPLE SLOAN, JR. FOUNDATION

56-1870844

WAKE MED FOUNDATION
3000 NEW BERN AVENUE RALEIGH,
NC 27610

NONE
SUPPORT CHARITABLE
ACTIVITIES

PUBLIC
CHARITY

25,100.

YMCA WE BUILD PEOPLE/YMCA OF THE
TRIANGLE, INC
801 CORPORATE CENTER DRIVE,
SUITE 200 RALEIGH, NC 27607

NONE
SUPPORT CHARITABLE
ACTIVITIES

PUBLIC
CHARITY

20,000.

YOUNG LIFE OF WESTERN WAKE
POST OFFICE BOX 595 APEX, NC
275020595

NONE
SUPPORT CHARITABLE
ACTIVITIES

PUBLIC
CHARITY

1,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

715,208.

NORTH CAROLINA :

WAKE COUNTY :

O. TEMPLE SLOAN, JR. FOUNDATION

TRUST AGREEMENT made this 2nd day of January, 1994, between O. TEMPLE SLOAN, JR. of Raleigh, North Carolina, hereinafter referred to as the Donor, and CAROL C. SLOAN, CARSON S. HENLINE, MALCOLM C. GRAHAM, GEORGE C. TURNER, and W. GERALD THORNTON, as Trustees of this Trust, hereinafter sometimes referred to as the Board of Trustees.

1. Name of Trust. The name of this trust shall be the O. TEMPLE SLOAN, JR. FOUNDATION (hereinafter "the Foundation").

2. Purpose of Trust. The purposes of this Foundation are to devote and apply the property of the Foundation and the income to be derived therefrom exclusively for educational, scientific, literary, religious or charitable purposes, as defined under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (herein the "Code"), which purposes shall be selected from time to time (but at least annually) by the Board of Trustees and shall include, but shall not be limited to, the following:

(a) To financially assist, through grants, loans, fellowships, scholarship awards or otherwise, the education of individuals, selected by the Board of Trustees, who desire to study at an accredited four year college or university and who need financial assistance in order to make such study possible.

(b) The making of contributions to qualified §501(c)(3) organizations in order that such organizations may improve, expand or otherwise more effectively carry out the purposes for which they are operated; provided, the Board of Trustees shall retain, sufficient control over any funds disbursed to organizations which themselves are not exempt under §501(c)(3) and shall maintain any necessary records to show that any funds distributed to such organizations will be used exclusively for one or more of the purposes specified in §501(c)(3).

The Trustees shall have complete discretion in selecting which of the above purposes to fund, determining the amount to distribute and determining

the time to distribute the income or principal of the trust. However, the adjusted net income as defined in Section 4942 of the Code must be distributed or set aside each year for one or more of the above purposes.

3. Selection Procedures. The selection of individuals or organizations to be grantees of the Foundation shall be by majority vote of the Board of Trustees. The selection of individuals shall meet the following additional requirements:

(a) The trustees shall solicit nominations from guidance counselors of high schools selected by the trustees. In addition, any interested high school senior may apply on their own initiative.

(b) No relative or issue of the trustees or of O. Temple Sloan, Jr., shall be eligible to be a grantee.

(c) The grantee must meet or exceed the entrance requirements of the college or university they have selected to attend.

(d) The grantee must graduate from high school in good standing.

(e) The grantee must demonstrate to the satisfaction of the Board of Trustees the need for financial assistance to pursue higher education.

(f) In the opinion of the Board of Trustees determined through personal interview, written references provided by the applicant, and such other investigation as the Board deems appropriate, the grantee must have exhibited high standards of character, honesty, and morality and demonstrate the potential for hard work, leadership, and good citizenship.

(g) The applicant or applicants meeting these requirements who the Board of Trustees determines by majority vote to be the most likely to succeed in higher education shall be the grantee or grantees for that year.

4. Individual Grant Procedures. For each grant, loan, fellowship, scholarship, or other individual funding provided by the Foundation, the Board of Trustees shall:

(a) Make arrangements to receive reports of the courses taken and grades received (or progress on papers or projects) by the grantee in each academic period, and have such reports verified by the appropriate educational institution at least once a year;

(b) Investigate any reports which indicate that Foundation funds are not being used as intended and, where such investigation determines improprieties, withhold further payments and take reasonable steps to recover or restore the improperly used funds; and

(c) Retain records pertaining to all donated Foundation funds which shall include (i) all information related to the qualification of potential grantees, (ii) identification of grantees, (iii) specification of the amount and purpose of each loan, scholarship, grant or award and (iv) follow-up information gathered to ensure the funds are properly used.

5. Trust Assets. The property to constitute this Trust as herein provided shall consist of the assets set forth in the attached schedule hereto, marked Exhibit "A", and such other property and assets as the Donor of this Trust, or anyone else, may from time to time hereafter transfer by will or otherwise to the Board of Trustees to be accepted by it. Such property shall be transferred to the Board of Trustees to be held by it in trust and disposed of as herein provided.

6. Use of Foundation's Assets. The Board of Trustees, except as hereinafter limited, shall have the power and authority and is directed to distribute from time to time exclusively for the aforesaid purposes, each year, such amounts of income or principal of this Foundation as it in its discretion may appoint, order, or direct, subject to the provisions of this Agreement. The Board of Trustees shall make distributions either (1) directly for the purposes described in this Agreement, or (2) by contributions to organizations which are exempt under Section 501(c)(3), and contributions to which are deductible under Sections 170(c), 2522(a), and 2055(a) of the Code. Notwithstanding the above, no part of the property or net earnings of the

Foundation shall inure or be payable to or for the benefit of any individual except as reasonable compensation for services actually rendered by such individual or as payments and distributions in furtherance of the purposes set forth in this Agreement, none of which shall be for the benefit of any individual prohibited from benefitting from an exempt Section 501(c)(3) organization under the Code. No part of the direct or indirect activities of this Foundation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision herein to the contrary, this Foundation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may be amended, or by an organization contributions to which are deductible under Sections 170(c), 2522(a), and 2055(a) of such Code and Regulations as they now exist or as they may hereafter be amended. The Board of Trustees shall distribute amounts pursuant to this Agreement for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code or corresponding provisions of any subsequent federal tax laws. The Foundation and its Trustees, officers, and managers shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, shall not retain any excess business holdings as defined Section 4943(c) of the Code, shall not make any investments in such manner as to subject the Foundation to tax under Section 4944 of the Code, and shall not make any taxable expenditures as defined in Section 4945(d) of the Code. The Foundation shall not discriminate against any person on the basis of race, color, sex or national or ethnic origin.

7. Action of Board of Trustees. Except as herein otherwise provided, the decisions and acts of a majority of the voting members of the Board of Trustees shall be and constitute an exercise of the trust powers and

discretion and acts of such majority of the Board of Trustees shall constitute and be taken as the decisions and acts of the entire Board of Trustees.

8. Meeting of Board of Trustees. Meetings of the Board of Trustees may be held where ten (10) days prior notice has been given to all the members of the Board of Trustees and two of such members attend such meeting, but to make any action taken at such meeting effective written assent to such action must be obtained from such number of members as are not in attendance, which, together with the votes of those in attendance, will show that a majority of the members of the Board of Trustees assented to such action. Any member of the Board of Trustees may vote at any meeting by letter as well as personally, but such letter must clearly state the action upon which the vote is cast and the vote thereon.

9. Powers of Board of Trustees. Subject to the provisions of this Agreement, the Board of Trustees shall have the power and authority, within its discretion and exercise of judgment, to sell and dispose of any of the property transferred to the Foundation by this instrument, or subsequently acquired, and may invest and reinvest the income or funds thereby obtained, or the income from time to time accumulated, in any other property which, in its discretion, it may determine is wise and proper. The investments and reinvestment made by the Board of Trustees shall not be limited to those which are commonly known as those in which trust funds are authorized to be invested under the laws of North Carolina, provided that no such investments shall be made which create a tax liability under Section 4944 of the Code. The Board of Trustees shall not be responsible for any loss arising out of any investments made by it in the exercise of its judgment and discretion. The Board of Trustees shall have power and authority to give a proxy to anyone selected by the Board of Trustees to vote any of the shares and securities held or to be held in this Foundation at any meeting of any corporation having issued such shares or securities.

The operation of any business involves certain risks of loss. Therefore, the Trustees shall not be liable for any loss resulting from the retention and operation of any business, or the holding, selling, or voting of

the stock of any corporation, owned by the Donor. The operation or administration of any such business or corporate stock shall be deemed to be undertaken upon the express request of the Donor, even if the same is deemed to be a speculative enterprise.

In addition, the Board of Trustees, and its successors in the Trust, shall have and exercise, subject to the limitations herein provided, all the rights and powers incident to the ownership of all the properties, real and personal, held by them from time to time belonging to this Foundation, as fully and absolutely as though they were the owners of such properties in their own right. The Board of Trustees and its successors shall have power to deposit the monies and securities belonging to this Foundation from time to time in such banks and safe deposits and trust companies as they may from time to time select. Without in any way limiting the generality of the foregoing and subject to the North Carolina General Statutes Section 32-26, all the power and authority set forth in North Carolina General Statutes Section 32-27, as amended, are hereby incorporated by reference and made a part of this instrument and such powers are intended to be in addition to and not in substitution of the power conferred by law.

Notwithstanding any other provision hereof, no power or authority shall be exercised by the Board of Trustees in any manner or for any purposes whatsoever which may jeopardize the status of the Foundation as an exempt organization under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended nor shall the Board of Trustees engage in any act prohibited by this Agreement.

10. Appointment of Board of Trustees. The Donor hereby nominates and appoints Carol C. Sloan to serve for a term of five (5) years from the date hereof, Carson S. Henline to serve for a term of four (4) years from the date hereof, Malcolm C. Graham to serve for a term of three (3) years from the date hereof, George C. Turner to serve for a term of two (2) years from the date hereof, and W. Gerald Thornton to serve for a term of one (1) year from the date hereof, as Trustees of this Foundation. Thereafter, the term of each appointed Trustee shall be five (5) years. Any vacancy occurring in the Board

of Trustees occasioned by expiration of term, death, resignation, refusal or inability to serve, or otherwise shall be filled by the Grantor, if living, by the Grantor's wife if the Grantor is not living, or by the majority vote of the Grantor's living issue, per stirpes, who are over the age of eighteen if both Grantor and Grantor's wife are deceased. Every such new Trustee so appointed from time to time shall serve for the remainder of the term being filled or, in the case of an expired term, for a term of five years, and such Trustee shall have, possess, and exercise all the powers, authority, and discretion by this instrument conferred upon the present members of the Board of Trustees, as fully and effectually as though he, she, or it were named by this instrument as one of the original Board of Trustees.

11. Number of Trustees. At all times, at least one Trustee shall be the spouse of Grantor or a lineal descendant of the Grantor. The Board of Trustees shall consist of at least five (5) members; however, the Board of Trustees by majority vote may increase or decrease (but not below the minimum) the number of Trustees on the Board. Any vacancy created by an increase in the number of Trustees shall be filled in the same manner as provided in paragraph 10, above.

12. Chairman and Other Officers and Employees. The Donor hereby designates Carol C. Sloan as the first Chairman of the Board of Trustees to serve one year from the creation of this Trust, and as many successive years as he may be elected as Chairman by the Board of Trustees. The Board of Trustees shall have power to appoint a Vice Chairman and may from time to time appoint a Secretary and fix the duties to be performed by the Secretary. The Board of Trustees shall have the power and authority to engage or employ any other person or persons it may desire to employ or engage for the performance of any services to the Foundation, including an Executive Director.

13. Compensation and Expenses. The Board of Trustees is authorized to fix whatever, if any, reasonable compensation from time to time which shall be paid to its members or any of them for the services they may render to this Trust at such amount as the Board of Trustees may from time to time determine. The Board of Trustees is authorized to fix the compensation of any person or

persons engaged or employed by it for the Trust, and may fix the compensation of such person or persons. In no event shall any compensation ever be paid to any person after he has made a transfer of property to this Foundation as a contribution. The Board of Trustees shall have power and authority to incur any other expenses or to do any other act or acts which it may consider necessary and proper to the effective administration of this Trust. The expenses of the Board of Trustees, and its compensation, if any, the Secretary's salary, and all other compensation, and all other expenses of administration of this Trust, shall first be paid each year, or provision made therefor, out of the income of the Foundation before any distribution is made therefrom for any one year. No Trustee shall be eligible for any financial distribution from the Foundation other than for reimbursement or reasonable compensation for actual service rendered.

14. Accounting. The Board of Trustees shall make such reports annually of its administration of this Foundation as may be required by law.

15. Contributions from Others. If any person or persons at any time is or are disposed to make gifts or bequests to the Foundation, power and authority is hereby conferred upon the Board of Trustees to receive such gifts and bequests and to apply the principal and income therefrom to the purposes of this Foundation, under the powers, authorities, and discretion contained in this Agreement; provided, that such gifts or bequests are not made upon any terms or conditions that would conflict with the uses, purposes and provisions of this Agreement and the administration thereof by the Board of Trustees, except that restrictions in such gifts and bequests may be agreed to by the Board of Trustees and accepted subject thereto if such acceptance shall not, in the opinion of the Trustees, jeopardize the Federal income tax exemption of this Trust pursuant to Section 501(c)(3) of the Code as now in force or hereafter amended.

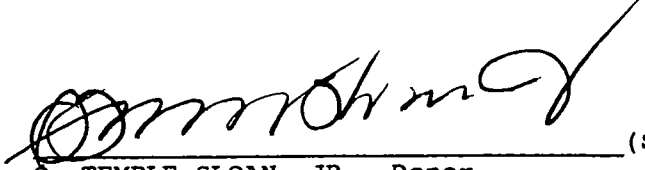
16. Creation of Corporation. The Donor authorizes and empowers the Board of Trustees of the Foundation, or a majority of its members if they so desire, to form and organize a corporation for the uses and purposes provided for the Foundation by this Agreement, such corporation to be organized under

the laws of North Carolina, or any other State or under the laws of the United States, as may be determined by the Board of Trustees. Such corporation when organized shall have power to administer and control the affairs and property of the Foundation, and to carry out the uses, objects and purposes of this Foundation. Upon the creation and organization of such corporation, the Board of Trustees of this Foundation or a majority of its members is authorized and empowered to convey, transfer and deliver, to such corporation all the property and assets to which the Foundation may be or become entitled. It is the purpose of this provision that such corporation, if incorporated and organized as provided by this paragraph, shall take the place of the Trust and the Board of Trustees of this Foundation as if named in the first instance. Such corporation, if formed, shall have the same powers and authority as are vested in the Board of Trustees by this Agreement, subject to the same limitations and restrictions. The Board of Trustees of this Foundation, or a majority of its members, shall be the incorporators of such corporation, together with such other persons as may be chosen for the purpose, and the Board of Trustees shall constitute and act as the first Board of Directors of such corporation, together with such other persons as the Board of Trustees or a majority of its members may select. The application for charter, the provisions thereof, the organization, the by-laws, rules and regulations, and other provisions for the management of such corporation and its affairs and property, shall be such as the Board of Trustees or those persons then acting as such, or a majority of them shall determine, provided, however, that such corporation shall be organized and operated so as to qualify for exemption under Section 501(c)(3) of the Code and its Regulations as they may then exist or as they may thereafter be amended.

17. Term of Trust. The term of this Trust shall continue forever unless the Trustees terminate it and distribute all of the principal and income, which action may be taken by unanimous vote of the Trustees. On such termination, the trust fund as then constituted shall be distributed to or for the use of such tax exempt organizations described under Section 501(c)(3), or

contributions to which are deductible under Sections 170(c), 2522(a), and 2055(a) of the Code, as the Trustees shall then select and determine.

IN WITNESS WHEREOF, this Agreement has been signed and sealed by the Donor and the Board of Trustees as of the date first above written.




O. TEMPLE SLOAN, JR., Donor (SEAL)



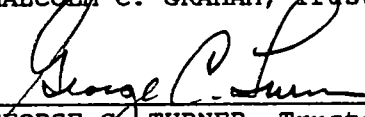
CAROL C. SLOAN, Trustee (SEAL)



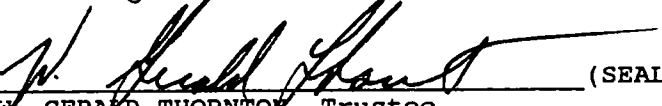
CARSON S. HENLINE, Trustee (SEAL)



MALCOLM C. GRAHAM, Trustee (SEAL)



GEORGE C. TURNER, Trustee (SEAL)



W. GERALD THORNTON, Trustee (SEAL)

NORTH CAROLINA :

WAKE COUNTY :

I, Patricia D. Hamrick, a Notary Public, certify that O. TEMPLE SLOAN, JR., Donor, personally appeared before me this day and acknowledged the due execution of the foregoing instrument for the purposes therein expressed.

Witness my hand and Notarial Stamp/Seal this 2 day of January, 1994.

Patricia D. Hamrick
Notary Public
My Commission expires: 5-17-97

NORTH CAROLINA :

WAKE COUNTY :

I, Patricia D. Hamrick, a Notary Public, certify that CAROL C. SLOAN, Trustee, personally appeared before me this day and acknowledged the due execution of the foregoing instrument for the purposes therein expressed.

Witness my hand and Notarial Stamp/Seal this 2 day of January, 1994.

Patricia D. Hamrick
Notary Public
My Commission expires: 5-17-97

NORTH CAROLINA :

WAKE COUNTY :

I, Patricia D. Hamrick, a Notary Public, certify that CARSON S. HENLINE, Trustee, personally appeared before me this day and acknowledged the due execution of the foregoing instrument for the purposes therein expressed.

Witness my hand and Notarial Stamp/Seal this 2 day of January, 1994.

Patricia D. Hamrick
Notary Public
My Commission expires: 5-17-97

NORTH CAROLINA :

WAKE COUNTY :

I, Patricia D. Hamrick, a Notary Public, certify that MALCOLM C. GRAHAM, Trustee, personally appeared before me this day and acknowledged the due execution of the foregoing instrument for the purposes therein expressed.

Witness my hand and Notarial Stamp/Seal this 2 day of January, 1994.

Patricia D. Hamrick
Notary Public
My Commission expires: 5-17-97

NORTH CAROLINA :

WAKE COUNTY :

I, Alice Doan, a Notary Public, certify that
GEORGE C. TURNER, Trustee, personally appeared before me this day and
acknowledged the due execution of the foregoing instrument for the purposes
therein expressed.

Witness my hand and Notarial Stamp/Seal this 20th day of
April, 1994.

Alice Doan
Notary Public
My Commission expires: July 23, 1995

NORTH CAROLINA :

WAKE COUNTY :

I, Anne J. Hardin, a Notary Public, certify that
W. GERALD THORNTON, Trustee, personally appeared before me this day and
acknowledged the due execution of the foregoing instrument for the purposes
therein expressed.

Witness my hand and Notarial Stamp/Seal this 20th day of
April, 1994.

Anne J. Hardin
Notary Public
My Commission expires: 6-22-96

EXHIBIT A

TO

O. TEMPLE SLOAN, JR. FOUNDATION TRUST AGREEMENT
O. TEMPLE SLOAN, JR., Donor and
CAROL C. SLOAN, CARSON S. HENLINE, MALCOLM C. GRAHAM
GEORGE C. TURNER, and W. GERALD THORNTON, Trustees

Dated: 2 January, 1994

\$10.00

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits

Type or print File by the due date for filing your return. See instructions	Name of Exempt Organization O. TEMPLE SLOAN, JR. FOUNDATION	Employer identification number 56-1870844
	Number, street, and room or suite no. If a P.O. box, see instructions. POST OFFICE BOX 29636	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions RALEIGH, NC 27626	

Check type of return to be filed (file a separate application for each return)

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

TRAIL CREEK INVESTMENTS

- The books are in the care of ► **4800 FALLS OF NEUSE, SUITE 315 - RALEIGH, NC 27609**
Telephone No. ► **(919) 573-3211** FAX No. ► _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2009** or
► ☐ tax year beginning _____, and ending _____.

- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	3,197.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	8,460.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 4-2009)