Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

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

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

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

Name of foundation
GORRELL FAMILY FOUNDATION, INC
C/O MARY G. JONES

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
210 IRVING PLACE

City or town, state, and ZIP code
GREENSBORO, NC 27408-6510

A Employer identification number
56-2089597

B Telephone number
336-273-8096

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 ▶☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 1307939.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶☐

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)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	23596.	23596.		Statement 1
	4 Dividends and interest from securities	13432.	13432.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-16567.			
	b Gross sales price for all assets on line 6a 1027711.				
	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				
	12 **Total** Add lines 1 through 11	20461.	37028.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees Stmt 3	2656.	2656.		0.
	c Other professional fees Stmt 4	12144.	12144.		0.
	17 Interest				
	18 Taxes Stmt 5	-71.	-71.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	14729.	14729.		0.
	25 Contributions, gifts, grants paid	80829.			80829.
	26 **Total expenses and disbursements.** Add lines 24 and 25	95558.	14729.		80829.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-75097.			
	b **Net investment income** (if negative, enter -0-)		22299.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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02-02-10 LHA **For Privacy Act and Paperwork Reduction Act Notice, see the instructions.** Form **990-PF** (2009)

14531101 787364 09NP01 2009.04020 GORRELL FAMILY FOUNDATION, 09NP01_1

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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		471192.	471192.
	2 Savings and temporary cash investments	292941.	790657.	784080.
	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 ▶			
	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 Stmt 6	326091.	0.	0.
	b Investments - corporate stock Stmt 7	632061.	0.	0.
	c Investments - corporate bonds Stmt 8	121076.	49884.	51994.
	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 ▶ Statement 9)	15334.	673.	673.
	16 Total assets (to be completed by all filers)	1387503.	1312406.	1307939.
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1513749.	1513749.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	-126246.	-201343.	
	30 Total net assets or fund balances	1387503.	1312406.	
	31 Total liabilities and net assets/fund balances	1387503.	1312406.	

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	1387503.
2 Enter amount from Part I, line 27a	2	-75097.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1312406.
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	1312406.

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	US TRUST SHORT TERM SALES SEE SCHEDULE D-1	P	Various	Various
b	US TRUST LONG TERM SALES SEE SCHEDULE D-1	P	Various	Various
c	RJ LONG TERM SALES SEE SCHEDULE D-2 THRU D-9	P	Various	Various
d	Capital Gains Dividends			
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	52073.		58732.	-6659.
b	32029.		53513.	-21484.
c	942699.		932033.	10666.
d	910.			910.
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				-6659.
b				-21484.
c				10666.
d				910.
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** -16567.

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	90858.	1622932.	.055984
2007	86502.	1845912.	.046861
2006	79272.	1773068.	.044709
2005	85237.	1742427.	.048919
2004	78965.	1714576.	.046055

2	**Total** of line 1, column (d)	2	.242528
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	.048506
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1316045.
5	Multiply line 4 by line 3	5	63836.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	223.
7	Add lines 5 and 6	7	64059.
8	Enter qualifying distributions from Part XII, line 4	8	80829.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	223.
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	0.
3 Add lines 1 and 2			3	223.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	223.
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	318.		
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	318.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	95.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶		95. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ NONE AVAILABLE

14 The books are in care of ▶ DAVID G JOHNSTON, CPA, PLLC Telephone no.▶ 336-286-9804

Located at ▶ 3810 N ELM STREET, STE 208, GREENSBORO, NC ZIP+4 ▶27455

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

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see 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?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	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

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)? N/A | 5b |

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X (No)

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 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
SALLY KURATNICK 210 IRVING PLACE GREENSBORO, NC 274086510	PRESIDENT 0.00	0.	0.	0.
SARAH S GORRELL 210 IRVING PLACE GREENSBORO, NC 274086510	SECRETARY 0.00	0.	0.	0.
MARY GORRELL JONES 210 IRVING PLACE GREENSBORO, NC 274086510	TREASURER 0.00	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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	733153.
b	Average of monthly cash balances	1b	602933.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1336086.
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	1336086.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	20041.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1316045.
6	**Minimum investment return** Enter 5% of line 5	6	65802.

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	65802.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 223.		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	223.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	65579.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	65579.
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	65579.

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	80829.
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	80829.
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	223.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	80606.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				65579.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			80829.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 80829.				
a Applied to 2008, but not more than line 2a			80829.	
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				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		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				65579.
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	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) 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)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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: 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 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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
See Statement 10				
Total			▶ 3a	80829.
b Approved for future payment				
None				
Total			▶ 3b	0.

923611 02-02-10

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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	23596.	
4 Dividends and interest from securities			14	13432.	
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	-16567.	
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.		20461.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 20461.

(See worksheet in line 13 instructions 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).

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Sally Gorrell Kirkpatrick 11/08/2010 President
Signature of officer or trustee Date Title

Paid Preparer's Use Only

Preparer's signature ▶ DAVID G. JOHNSTON	Date 11/3/10	Check if self-employed ▶ ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code ▶ DAVID G. JOHNSTON, CPA, PLLC 3810 N ELM ST STE 208 GREENSBORO, NC 27455-2726		EIN ▶	
		Phone no. (336) 286-9804	

Form 990-PF (2009)

923622
02-02-10

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
RAYMOND JAMES	15389.
US TRUST	8207.
Total to Form 990-PF, Part I, line 3, Column A	23596.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
RAYMOND JAMES	10176.	441.	9735.
US TRUST	4166.	469.	3697.
Total to Fm 990-PF, Part I, ln 4	14342.	910.	13432.

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
TAX PREPARATION FEE	2656.	2656.		0.
To Form 990-PF, Pg 1, ln 16b	2656.	2656.		0.

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT MANAGEMENT FEE	12138.	12138.		0.
ADR FEES	6.	6.		0.
To Form 990-PF, Pg 1, ln 16c	12144.	12144.		0.

Form 990-PF Taxes Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FOREIGN TAXES	414.	414.		0.
REFUND OF PREVIOUSLY EXPENSED EXCISE TAX	-485.	-485.		0.
To Form 990-PF, Pg 1, ln 18	-71.	-71.		0.

Form 990-PF U.S. and State/City Government Obligations Statement 6

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
US GOVERNMENT OBLIGATIONS	X		0.	0.
Total U.S. Government Obligations				
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			0.	0.

Form 990-PF Corporate Stock Statement 7

Description	Book Value	Fair Market Value
CORPORATE STOCK	0.	0.
Total to Form 990-PF, Part II, line 10b	0.	0.

Form 990-PF Corporate Bonds Statement 8

Description	Book Value	Fair Market Value
CORPORATE BONDS	49884.	51994.
Total to Form 990-PF, Part II, line 10c	49884.	51994.

Form 990-PF Other Assets Statement 9

Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
ACCRUED DIVIDENDS/INTEREST	399.	673.	673.
ALTERNATIVE INVESTMENTS	14935.	0.	0.
To Form 990-PF, Part II, line 15	15334.	673.	673.

Form 990-PF | Grants and Contributions Paid During the Year | Statement 10

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
ALIGHT INCORPORATED 604 GREEN VALLEY ROAD, STE 410 GREENSBORO, NC 274087719	NONE GENERAL PURPOSE SUPPORT	509(a)(1)	37622.
CHILDSAVERS OF RICHMOND 200 NORTH 22 STREET RICHMOND, VA 23223	NONE GENERAL PURPOSE SUPPORT	501(c)(3)	6000.
MENTAL HEALTH ASSN OF GREENSBORO 300 SOUTH GREENE STREET STE B-12 GREENSBORO, NC 27401	NONE GENERAL PURPOSE SUPPORT	501(c)(3)	8000.
FRIENDS OF GREENSBORO PARKS AND RECREATION 1001 FOURTH STREET GREENSBORO, NC 27408	NONE GENERAL PURPOSE SUPPORT	501(c)(3)	10000.
THE BARNABAS NETWORK 2024 E. MARKET STREET GREENSBORO, NC 27401	NONE GENERAL PURPOSE SUPPORT	501(c)(3)	2207.
UNITED WAY OF GREATER GREENSBORO 1500 YANCEYVILLE STREET GREENSBORO, NC 27405	NONE GENERAL PURPOSE SUPPORT	501(c)(3)	5000.
RICHMOND YMCA BRIGHT BEGINNINGS 2 WEST FRANKLIN STREET RICHMOND, VA 23220	NONE GENERAL PURPOSE SUPPORT	501(c)(3)	2000.
FAIRY GODMOTHER'S PROJECT C/O JACKSON FEILD HOMES 2800 PATTERSON AVENUE, STE 302 RICHMOND, VA 23221	NONE GENERAL PURPOSE SUPPORT	501(c)(3)	3000.

RICHMOND JUVENILE DIABETES FOUNDATION 3805 CUTSHAW AVE #212 RICHMOND, VA 23220	NONE GENERAL PURPOSE SUPPORT	501(c)(3)	7000.

Total to Form 990-PF, Part XV, line 3a	80829.

Schedule D-1

1099-B Proceeds From Broker Transactions (OMB No. 1545-0715)

This section reports your proceeds from each of your sales during the year which are reported to the Internal Revenue Service. The proceeds from each of your sales are reported to the IRS on Forms 1099-B (Box 2), not the aggregate total of your sales. You must report the proceeds of each sale on your tax return We must report all transactions on a trade-date basis which is the date shown in the sale date column (Box 1a) The proceeds reported in Box 2 are less commissions, transfer charges, and premiums

We are not required to nor do we report gains or losses on these sales to the IRS We have adjusted tax costs for amortization of premium paid for the acquisition of municipal bonds through date of sale and for non-taxable dividends. Wash sales are reported with tax cost equal to proceeds Disallowed losses from wash sales have been added to the tax cost of the repurchased securitites An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. However, we have not made adjustments to the cost basis of all partnerships

Short term transactions

This category includes all assets held 12 months or less

Description (Box 7)	Cusip (Box 1b)	Number of shares exchanged (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
FEDERAL HOME LN BKS CONS BD	3133XPSG0	25000	02/20/08	01/13/09	$25,000 00	$24,962 50	$37 50
ALCOA INC	013817101	265	07/23/08	02/03/09	$2,072 98	$8,769 83	$-6,696 85
FEDERAL HOME LN BKS CONS BD	3133XPV50	25000	02/28/08	02/25/09	$25,000 00	$25,000 00	$0 00
Total short term gain/loss from sales:	Report on Form 1040, Schedule D, line 1, Column d, e and f				$52,072 98	$58,732 33	$-6,659 35

Long term transactions

This category includes all assets held more than 12 months.

Description (Box 7)	Cusip (Box 1b)	Number of shares exchanged (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
BANK AMERICA CORP	060505104	178	08/19/98	02/04/09	$865 52	$6,560 91	$-5,695 39
BANK AMERICA CORP	060505104	22	08/20/98	02/04/09	$106 97	$790 71	$-683 74
BANK AMERICA CORP	060505104	100	03/19/02	02/04/09	$486 25	$3,475 50	$-2,989 25
BANK AMERICA CORP	060505104	100	10/28/98	02/04/09	$486 25	$2,751 25	$-2,265 00
FEDERAL HOME LN BKS CONS BD	3133XPB60	25000	01/23/08	03/02/09	$25,000 00	$25,000 00	$0 00
PIMCO FDS PAC INVT MGMT SER	722005667	857 33	12/12/05	03/16/09	$5,083 94	$14,934 62	$-9,850 68
Total long term gain/loss from sales:	Report on Form 1040, Schedule D, line 8, Column d, e, and f				$32,028 93	$53,512 99	$-21,484 06

Schedule D-2

2009 Realized Capital Gains/Losses

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adj/Avg Cost Basis	Gain/Loss Orig. Cost	Gain/Loss Adj/Avg Cost
LONG TERM GAIN LOSS							
00130H105/AES CORPORATION							
700.00	N/A	05/05/09	5,491.34	12,806.50	0.00	(7,315.16)	0 00
02503Y103/AMERICAN CAP LIMITED							
350.00	N/A	05/05/09	1,553.01	11,963.39	0.00	(10,410.38)	0.00
030111108/AMERICAN SUPERCONDUCTOR							
150.00	N/A	05/05/09	4,016.21	5,456.26	0.00	(1,440 05)	0 00
037411105/APACHE CORPORATION							
200.00	N/A	05/05/09	15,578.64	14,276.50	0.00	1,302.14	0 00
037833100/APPLE INCORPORATED							
70.00	N/A	10/29/09	13,707.79	6,532.93	0.00	7,174.86	0.00
071813109/BAXTER INTERNATIONAL							
20.00	N/A	10/29/09	1,083.85	567.65	0.00	516 20	0.00
60.00	N/A	10/29/09	3,251.55	1,618.98	0.00	1,632.57	0.00
100.00	N/A	10/29/09	5,419.24	2,837.41	0.00	2,581 83	0.00
100.00	N/A	10/29/09	5,419.24	2,865.00	0.00	2,554.24	0.00
120.00	N/A	10/29/09	6,503.09	3,260.47	0.00	3,242.62	0.00
SECURITY TOTAL:			**21,676.97**	**11,149.51**	**0.00**	**10,527.46**	**0.00**
084670207/BERKSHIRE HATHAWAY							
1 00	N/A	10/29/09	3,288.94	3,196.05	0.00	92.89	0.00
4.00	N/A	10/29/09	13,155.78	12,076.18	0.00	1,079.60	0.00
SECURITY TOTAL:			**16,444.72**	**15,272.23**	**0.00**	**1,172.49**	**0.00**
097751200/BOMBARDIER INCORPORATED CLASS							
3950.00	N/A	05/05/09	12,738.43	11,516.22	0.00	1,222.21	0.00
099724106/BORGWARNER INCORPORATED							
400.00	N/A	05/05/09	11,608.04	12,480.00	0.00	(871.96)	0.00

Schedule D-3

2009 **Realized Capital Gains/Losses (continued)**

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adj/Avg Cost Basis	Gain/Loss Orig. Cost	Gain/Loss Adj/Avg Cost
LONG TERM GAIN LOSS							
171798101/CIMAREX ENERGY COMPANY							
350.00	N/A	05/05/09	9,478.38	12,531.75	0.00	(3,053.37)	0.00
19765Y589/COLUMBIA SELECT SMALL CAP FUND							
2301.00	N/A	05/05/09	25,679.16	21,652.41	21,652.41	4,026.75	4,026.75
19765Y688/COLUMBIA SELECT LARGE CAP GROW							
4287 49	N/A	05/05/09	34,985.88	50,250.00	50,249.99	(15,264 12)	(15,264 12)
26441C105/DUKE ENERGY CORPORATION NEW							
50.00	N/A	10/29/09	799.24	911 45	0.00	(112.21)	0 00
100.00	N/A	10/29/09	1,598.48	1,527.21	0.00	71.27	0.00
150.00	N/A	10/29/09	2,397.72	2,431.49	0.00	(33.77)	0.00
500.00	N/A	10/29/09	7,992.41	5,174.98	0.00	2,817 43	0.00
600.00	N/A	10/29/09	9,590.89	7,632.59	0.00	1,958.30	0.00
SECURITY TOTAL:			**22,378.74**	**17,677.72**	**0.00**	**4,701.02**	**0.00**
302130109/EXPEDITORS INTERNATIONAL WASH							
275.00	N/A	05/05/09	9,825.86	11,212.22	0.00	(1,386.36)	0.00
30231G102/EXXON MOBIL CORPORATION							
186.00	N/A	10/29/09	13,671.12	6,180.78	0.00	7,490.34	0 00
264.00	N/A	10/29/09	19,404.16	6,527.50	0.00	12,876.66	0.00
SECURITY TOTAL:			**33,075.28**	**12,708.28**	**0.00**	**20,367.00**	**0.00**
31331QMX2/FEDERAL FARM CREDIT BANKS							
25000.00	N/A	10/29/09	25,847.55	25,305.75	0.00	541.80	0.00
31331QPG6/FEDERAL FARM CREDIT BANKS							
25000.00	N/A	10/29/09	24,985.05	24,660.50	0 00	324.55	0.00
31331XPS5/FEDERAL FARM CREDIT BANKS							
50000.00	N/A	10/29/09	52,955.05	51,837.00	0.00	1,118 05	0.00

Schedule D-4

2009 Realized Capital Gains/Losses (continued)

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adj/Avg Cost Basis	Gain/Loss Orig. Cost	Gain/Loss Adj/Avg Cost
LONG TERM GAIN LOSS							
31331YWZ9/FEDERAL FARM CREDIT BANKS							
50000.00	N/A	10/29/09	50,257.55	50,250.00	0.00	7.55	0 00
3133MKGH4/FEDERAL HOME LOAN BANKS							
25000.00	N/A	10/29/09	26,958.80	24,112.50	0.00	2,846.30	0 00
3133XFZ66/FEDERAL HOME LOAN BANKS							
25000.00	N/A	07/14/09	25,000.00	25,000.00	0 00	0.00	0 00
3133XG4P6/FEDERAL HOME LOAN BANKS							
25000 00	N/A	10/29/09	26,488.80	24,962.50	0.00	1,526.30	0.00
3133XNXT1/FEDERAL HOME LOAN BANKS							
25000.00	N/A	10/29/09	25,482.55	25,000.00	0.00	482.55	0 00
36962GXS8/GENERAL ELECTRIC CAPITAL CORPO							
25000 00	N/A	10/30/09	26,828.05	23,987.50	0 00	2,840.55	0 00
38141G104/GOLDMAN SACHS GROUP							
60.00	N/A	05/05/09	8,007.44	7,249.05	0.00	758.39	0 00
452308109/ILLINOIS TOOL WKS INCORPORATED							
50.00	N/A	05/05/09	1,658.58	1,561.00	0.00	97.58	0.00
100.00	N/A	05/05/09	3,317.17	2,662.88	0.00	654.29	0.00
250.00	N/A	05/05/09	8,292.92	6,729.69	0.00	1,563 23	0 00
SECURITY TOTAL:			**13,268.67**	**10,953.57**	**0.00**	**2,315.10**	**0.00**
462846106/IRON MTN INCORPORATED							
487 00	N/A	10/29/09	12,339.40	7,959.00	0 00	4,380 40	0.00
464287465/ISHARES TR INDEX							
112.00	N/A	05/05/09	4,802.23	7,607.60	0.00	(2,805.37)	0 00

Schedule D-5

2009 Realized Capital Gains/Losses (continued)

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adj/Avg Cost Basis	Gain/Loss Orig. Cost	Gain/Loss Adj/Avg Cost
LONG TERM GAIN LOSS							
464287465/ISHARES TR INDEX(Con't)							
162.00	N/A	05/05/09	6,946.08	6,157.62	0.00	788.46	0.00
738.00	N/A	05/05/09	31,643.27	24,951.78	0.00	6,691.49	0.00
SECURITY TOTAL:			**43,391.58**	**38,717.00**	**0.00**	**4,674.58**	**0.00**
471122200/JARDINE STRATEGIC HLDGS							
34.00	N/A	05/05/09	799.77	638.52	0.00	161.25	0.00
125.00	N/A	05/05/09	2,940.34	3,022.50	0.00	(82.16)	0.00
146.00	N/A	05/05/09	3,434.31	3,362.38	0.00	71.93	0.00
SECURITY TOTAL:			**7,174.42**	**7,023.40**	**0.00**	**151.02**	**0.00**
478160104/JOHNSON & JOHNSON							
100.00	N/A	10/29/09	5,990.12	3,819.63	0.00	2,170.49	0 00
100.00	N/A	10/29/09	5,990.12	3,922.25	0.00	2,067.87	0.00
100.00	N/A	10/29/09	5,990.12	4,638.75	0.00	1,351.37	0.00
100.00	N/A	10/29/09	5,990.12	4,982.00	0.00	1,008.12	0 00
100.00	N/A	10/29/09	5,990.12	5,473.00	0.00	517.12	0.00
100 00	N/A	10/29/09	5,990.12	6,087.00	0.00	(96.88)	0.00
SECURITY TOTAL:			**35,940.72**	**28,922.63**	**0.00**	**7,018.09**	**0.00**
502424104/L-3 COMMUNICATIONS HLDGS							
250.00	N/A	10/29/09	18,357.67	8,095.00	0.00	10,262.67	0.00
527288104/LEUCADIA NATL CORPORATION							
350 00	N/A	05/05/09	7,908.75	10,735.38	0.00	(2,826 63)	0 00
53217R207/LIFE TIME FITNESS INCORPORATED							
600.00	N/A	05/05/09	11,213.09	26,031.36	0.00	(14,818 27)	0 00
548661107/LOWES COMPANIES INCORPORATED							
50.00	N/A	10/29/09	995.98	577.44	0.00	418.54	0.00
200.00	N/A	10/29/09	3,983.94	2,209.25	0.00	1,774.69	0.00
SECURITY TOTAL:			**4,979.92**	**2,786.69**	**0.00**	**2,193.23**	**0.00**

Schedule D-6

2009 Realized Capital Gains/Losses (continued)

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adj/Avg Cost Basis	Gain/Loss Orig. Cost	Gain/Loss Adj/Avg Cost
LONG TERM GAIN LOSS							
595017104/MICROCHIP TECHNOLOGY							
325.00	N/A	05/05/09	7,220.50	11,512.34	0.00	(4,291 84)	0.00
629491101/NYSE EURONEXT							
200.00	N/A	05/05/09	4,656.64	13,002.26	0.00	(8,345.62)	0.00
631103108/NASDAQ OMX GROUP INCORPORATED							
250.00	N/A	05/05/09	4,846.93	10,800.58	0.00	(5,953.65)	0.00
636518102/NATIONAL INSTRS CORPORATION							
425.00	N/A	05/05/09	9,052 12	11,801.87	0.00	(2,749.75)	0.00
644239BL8/NEW ENGLAND TELEPHONE AND TELE							
25000.00	N/A	04/15/09	25,000.00	23,166.00	0.00	1,834.00	0.00
670100205/NOVO-NORDISK A S							
400.00	N/A	05/05/09	19,076.11	12,048.00	0.00	7,028.11	0.00
670346105/NUCOR CORPORATION							
225 00	N/A	05/05/09	9,563.12	11,082.36	0.00	(1,519.24)	0 00
713448108/PEPSICO INCORPORATED							
13 00	N/A	10/29/09	796.58	379 74	0.00	416.84	0 00
24 00	N/A	10/29/09	1,470.60	716 02	0.00	754.58	0.00
50 00	N/A	10/29/09	3,063 75	1,627.81	0.00	1,435.94	0.00
50.00	N/A	10/29/09	3,063.75	1,719.13	0.00	1,344.62	0.00
75 00	N/A	10/29/09	4,595.63	3,246.75	0.00	1,348.88	0.00
97.00	N/A	10/29/09	5,943.68	2,796.73	0 00	3,146.95	0 00
166 00	N/A	10/29/09	10,171.66	5,747.34	0.00	4,424 32	0.00
SECURITY TOTAL:			29,105.65	16,233.52	0.00	12,872.13	0.00
71654V408/PETROLEO BRASILEIRO SA PETROBR							
480.00	N/A	05/05/09	17,618.59	11,598.91	0.00	6,019.68	0.00

Schedule D-7

2009 **Realized Capital Gains/Losses (continued)**

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adj/Avg Cost Basis	Gain/Loss Orig. Cost	Gain/Loss Adj/Avg Cost
LONG TERM GAIN LOSS							
74731Q103/PZENA INVESTMENT MGMT							
675.00	N/A	05/05/09	3,489.74	9,199.44	0.00	(5,709.70)	0.00
747525103/QUALCOMM INCORPORATED							
75.00	N/A	05/05/09	3,138.69	1,243.55	0 00	1,895.14	0 00
74762E102/QUANTA SVCS INCORPORATED							
725.00	N/A	05/05/09	16,830.37	11,241.13	0.00	5,589.24	0 00
775781206/ROLLS ROYCE GROUP PLC							
2.00	N/A	05/05/09	51.49	75.25	0.00	(23.76)	0 00
27.00	N/A	05/05/09	695.08	996.51	0.00	(301.43)	0 00
44.00	N/A	05/05/09	1,132.72	1,634.40	0.00	(501.68)	0 00
112.00	N/A	05/05/09	2,883.29	4,158.26	0.00	(1,274 97)	0 00
115.00	N/A	05/05/09	2,960 52	4,329.38	0.00	(1,368.86)	0.00
125.00	N/A	05/05/09	3,217.96	4,772.25	0 00	(1,554 29)	0 00
SECURITY TOTAL:			**10,941.06**	**15,966.05**	**0.00**	**(5,024.99)**	**0.00**
790148100/ST JOE COMPANY							
200.00	N/A	05/05/09	5,044.41	5,988.00	0.00	(943.59)	0.00
200.00	N/A	05/05/09	5,044.41	7,484.00	0.00	(2,439.59)	0.00
SECURITY TOTAL:			**10,088.82**	**13,472.00**	**0.00**	**(3,383.18)**	**0.00**
81724Q107/SENOMYX INCORPORATED							
2 00	N/A	05/05/09	4.49	26.64	0.00	(22.15)	0 00
3.00	N/A	05/05/09	6.73	42 28	0.00	(35.55)	0.00
9.00	N/A	05/05/09	20 19	120.06	0.00	(99.87)	0.00
9 00	N/A	05/05/09	20.19	122.27	0.00	(102 08)	0.00
10.00	N/A	05/05/09	22.43	135.93	0.00	(113.50)	0.00
12 00	N/A	05/05/09	26.92	163.71	0.00	(136 79)	0.00
15 00	N/A	05/05/09	33.65	204.07	0.00	(170.42)	0.00

Schedule D-8

2009 Realized Capital Gains/Losses (continued)

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adj/Avg Cost Basis	Gain/Loss Orig. Cost	Gain/Loss Adj/Avg Cost
LONG TERM GAIN LOSS							
81724Q107/SENOMYX INCORPORATED(Con't)							
16.00	N/A	05/05/09	35.89	219.14	0 00	(183.25)	0.00
18.00	N/A	05/05/09	40.38	243.18	0.00	(202.80)	0 00
20.00	N/A	05/05/09	44.87	261.65	0.00	(216.78)	0.00
24.00	N/A	05/05/09	53.84	317.61	0.00	(263 77)	0 00
28.00	N/A	05/05/09	62.81	376.54	0.00	(313.73)	0.00
35.00	N/A	05/05/09	78.51	474.69	0.00	(396.18)	0.00
38.00	N/A	05/05/09	85.24	515.91	0.00	(430.67)	0.00
64.00	N/A	05/05/09	143.57	841.95	0.00	(698.38)	0 00
122 00	N/A	05/05/09	273.68	1,621.38	0.00	(1,347.70)	0 00
225.00	N/A	05/05/09	504 74	2,909.14	0.00	(2,404 40)	0 00
300 00	N/A	05/05/09	672.99	4,501.05	0.00	(3,828.06)	0 00
SECURITY TOTAL:			**2,131.12**	**13,097.20**	**0.00**	**(10,966.08)**	**0.00**
829073105/SIMPSON MANUFACTURING COMPANY							
150.00	N/A	05/05/09	3,301.37	5,378.18	0.00	(2,076 81)	0.00
350.00	N/A	05/05/09	7,703.19	9,798.11	0 00	(2,094 92)	0.00
SECURITY TOTAL:			**11,004.56**	**15,176.29**	**0.00**	**(4,171.73)**	**0.00**
929160109/VULCAN MATLS COMPANY							
150 00	N/A	05/05/09	6,988.53	11,189.25	0.00	(4,200.72)	0.00
94979B204/WELLS FARGO CAPITAL VII TRUPS							
1000 00	N/A	10/29/09	20,475.77	24,039.00	0.00	(3,563.23)	0 00
968223206/WILEY JOHN & SONS INCORPORATED							
75.00	N/A	05/05/09	2,432.81	2,793.38	0 00	(360 57)	0 00
525 00	N/A	05/05/09	17,029.64	19,868.63	0 00	(2,838 99)	0 00
SECURITY TOTAL:			**19,462.45**	**22,662.01**	**0.00**	**(3,199.56)**	**0.00**
G1150G111/ACCENTURE LIMITED BERMUDA							
425.00	N/A	05/05/09	12,639 20	9,647.50	0 00	2,991.70	0 00

Schedule D-9

2009 Realized Capital Gains/Losses (continued)

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adj/Avg Cost Basis	Gain/Loss Orig. Cost	Gain/Loss Adj/Avg Cost
LONG TERM GAIN LOSS							
G7496G103/RENAISSANCERE HOLDINGS LIMITED							
300.00	N/A	05/05/09	13,745.04	12,779.19	0.00	965.85	0.00
SUBTOTAL LONG TERM GAIN LOSS			942,698.52	932,033.20	71,902.40	10,665.32	(11,237.37)
GRAND TOTAL GAIN/LOSS			942,698.52	932,033.20	71,902.40	10,665.32	(11,237.37)

Form **8868**
(Rev. April 2009)
Department of the Treasury
Internal Revenue Service

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 ▶ [X]
- 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	Name of Exempt Organization	Employer identification number
	GORRELL FAMILY FOUNDATION, INC C/O MARY G. JONES	56-2089597
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P.O. box, see instructions. 210 IRVING PLACE	
	City, town or post office, state, and ZIP code For a foreign address, see instructions. GREENSBORO, NC 27408-6510	

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

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ DAVID G JOHNSTON, CPA, PLLC 3810 N ELM STREET, STE 208 - GREENSBORO, NC 27455
  Telephone No. ▶ 336-286-9804 FAX No ▶ 336-286-9805
- 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:
▶ [X] 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	$ 0.
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	$ 318.
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.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed)

Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization GORRELL FAMILY FOUNDATION, INC C/O MARY G. JONES	**Employer identification number** 56-2089597
	Number, street, and room or suite no If a P.O box, see instructions. 210 IRVING PLACE	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions. GREENSBORO, NC 27408-6510	

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

[ ] Form 990 [ ] Form 990-EZ [ ] Form 990-T (sec 401(a) or 408(a) trust) [ ] Form 1041-A [ ] Form 5227 [ ] Form 8870
[ ] Form 990-BL [X] Form 990-PF [ ] Form 990-T (trust other than above) [ ] Form 4720 [ ] Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ DAVID G JOHNSTON, CPA, PLLC 3810 N ELM STREET, STE 208 - GREENSBORO, NC 27455

Telephone No ▶ 336-286-9804 FAX No ▶ 336-286-9805

- 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 is for.

4 I request an additional 3-month extension of time until November 15, 2010.

5 For calendar year 2009 , or other tax year beginning ______, and ending ______.

6 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO COLLECT FINANCIAL DATA DUE TO CHANGE IN FINANCIAL INSTITUTION DURING 2009.

8a 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.	8a	$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$	318.
c **Balance Due.** Subtract line 8b from line 8a. 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.	8c	$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ David G Johnston Title ▶ CPA / Agent Date ▶ 8/11/10

Form **8868** (Rev. 4-2009)

923832
05-26-09