Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

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

Name of foundation
SMITH, GEN. W.A. TR U/W - ITEM XXII BRANCH
BANKING & TRUST

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
PO BOX 2907 - TRUST TAX DEPT

City or town, state, and ZIP code
WILSON, NC 27894-2907

A Employer identification number: 56-6042630

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

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 5,206,999

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3 Interest on savings and temporary cash investments	12,125.	12,125.		STMT 1
	4 Dividends and interest from securities	167,550.	167,550.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-36,638.			
	b Gross sales price for all assets on line 6a 3,816,814.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	6,693.	6,693.		STMT 3
	12 **Total.** Add lines 1 through 11	149,730.	186,368.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	52,012.	52,012.		5,400.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 4	20.	20.		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 5	1,659.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT. 6	8.	8.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	53,699.	52,040.	NONE	5,400.
	25 Contributions, gifts, grants paid	276,090.			276,090.
	26 **Total expenses and disbursements.** Add lines 24 and 25	329,789.	52,040.	NONE	281,490.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-180,059.			
	b **Net investment income** (if negative, enter -0-)		134,328.		
	c **Adjusted net income** (if negative, enter -0-)				

RECEIVED
MAY 11 2010
OGDEN, UT
IRS-OSC

SCANNED MAY 12 2010

Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	1,927.	9,312.	9,312.
2 Savings and temporary cash investments	126,776.	88,142.	88,142.
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less allowance for doubtful accounts ▶ NONE			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S and state government obligations (attach schedule)			
b Investments - corporate stock (attach schedule)			
c Investments - corporate bonds (attach schedule)			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule) STMT 7	4,889,143.	4,794,496.	5,109,545.
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	5,017,846.	4,891,950.	5,206,999.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ [ ] and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
27 Capital stock, trust principal, or current funds	5,017,846.	4,891,950.	
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances** (see page 17 of the instructions)	5,017,846.	4,891,950.	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	5,017,846.	4,891,950.	

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	5,017,846.
2 Enter amount from Part I, line 27a	2	-180,059.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	57,549.
4 Add lines 1, 2, and 3	4	4,895,336.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	3,386.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,891,950.

56-6042630

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-36,638.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	278,141.	5,198,160.	0.05350758730
2007	320,681.	5,834,915.	0.05495898398
2006	320,584.	5,588,461.	0.05736534620
2005	375,348.	5,466,627.	0.06866171773
2004	279,710.	5,408,427.	0.05171744021

2	**Total** of line 1, column (d)	2	0.28621107542
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.05724221508
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	4,702,641.
5	Multiply line 4 by line 3	5	269,190.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,343.
7	Add lines 5 and 6	7	270,533.
8	Enter qualifying distributions from Part XII, line 4	8	281,490.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter ______________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	1,343.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	1,343.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	1,343.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 2,424.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	2,424.
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	1,081.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 1,081. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ BRANCH BANKING AND TRUST Telephone no. ▶ (704)954-1125

Located at ▶ 200 S COLLEGE ST-TRUST DEPT, CHARLOTTE, NC ZIP + 4 ▶ 28202

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to:		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870.		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		52,012.	-0-	-0-

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over $50,000 for professional services ▶ NONE

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1a	4,646,179.
b	Average of monthly cash balances	1b	128,076.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	4,774,255.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,774,255.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	71,614.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,702,641.
6	**Minimum investment return** Enter 5% of line 5	6	235,132.

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

1	Minimum investment return from Part X, line 6			1	235,132.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,343.		
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,343.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	233,789.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	233,789.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	233,789.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes.		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	281,490.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	281,490.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	1,343.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	280,147.

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				233,789.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			NONE	
b Total for prior years 20 07 ,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2009				
a From 2004 . . . NONE				
b From 2005 . . . 64.				
c From 2006 . . . NONE				
d From 2007 . . . NONE				
e From 2008 . . . NONE				
f Total of lines 3a through e	64.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 281,490.				
a Applied to 2008, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				233,789.
e Remaining amount distributed out of corpus	47,701.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	47,765.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	55,904.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2005 . . . NONE				
b Excess from 2006 . . . NONE				
c Excess from 2007 . . . NONE				
d Excess from 2008 . . . NONE				
e Excess from 2009 . . . NONE				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2))

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 12

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 18				
Total . . . . ▶ **3a**				276,090.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	12,125.	
4 Dividends and interest from securities			14	167,550.	
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	-36,638.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b FEDERAL TAX REF			14	1,129.	
c STOCK LITIGATION			14	5,564.	
d					
e					
12 Subtotal Add columns (b), (d), and (e)				149,730.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 149,730.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

James J Nimon | 05/03/2010 | Trust Tax Officer

Signature of officer or trustee BRANCH BANKING & TRUST CO Date Title

Paid Preparer's Use Only

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

JSA
9E1493 1 000

EU6688 L682 05/03/2010 16:16:34 16 -

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					4,048.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					2,664.	
		1180. ABB LTD SPONSORED ADR PROPERTY TYPE: SECURITIES					10/08/2008	06/01/2009
20,272.00		18,420.00					1,852.00	
		260. ABB LTD SPONSORED ADR PROPERTY TYPE: SECURITIES					10/08/2008	10/13/2009
5,434.00		4,059.00					1,375.00	
		.909 AOL INC PROPERTY TYPE: SECURITIES					06/01/2009	12/29/2009
21.00		16.00					5.00	
		1010. AT&T INC PROPERTY TYPE: SECURITIES					VAR	06/01/2009
24,873.00		37,685.00					-12,812.00	
		210. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES					10/08/2008	06/01/2009
9,431.00		11,896.00					-2,465.00	
		300. AETNA INC NEW PROPERTY TYPE: SECURITIES					06/01/2009	07/22/2009
7,413.00		8,208.00					-795.00	
		391.934 AMERICAN CENTURY DIVERSIFIED BON PROPERTY TYPE: SECURITIES					03/09/2009	07/22/2009
4,096.00		3,990.00					106.00	
		22963.898 AMERICAN CENTURY DIVERSIFIED B PROPERTY TYPE: SECURITIES					VAR	08/24/2009
242,039.00		236,274.00					5,765.00	
		170. AMERICAN TOWER CORP CL A PROPERTY TYPE: SECURITIES					06/01/2009	10/13/2009
6,307.00		5,445.00					862.00	
		210. AMGEN INCORPORATED PROPERTY TYPE: SECURITIES					VAR	05/04/2009
10,168.00		13,113.00					-2,945.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		90. AMGEN INCORPORATED PROPERTY TYPE: SECURITIES					07/31/2000	06/01/2009
4,505.00		5,968.00					-1,463.00	
		200. ANADARKO PETE CORP. PROPERTY TYPE: SECURITIES					10/08/2008	05/04/2009
9,346.00		7,220.00					2,126.00	
		300. ANADARKO PETE CORP. PROPERTY TYPE: SECURITIES					VAR	06/01/2009
14,998.00		11,153.00					3,845.00	
		90. ANADARKO PETE CORP. PROPERTY TYPE: SECURITIES					02/19/2003	10/13/2009
6,079.00		1,963.00					4,116.00	
		190. APACHE CORPORATION COMMON PROPERTY TYPE: SECURITIES					10/08/2008	06/01/2009
16,372.00		16,083.00					289.00	
		80. APOLLO GROUP INC COMMON PROPERTY TYPE: SECURITIES					06/01/2009	07/22/2009
5,514.00		4,870.00					644.00	
		1070. APPLIED MATERIALS PROPERTY TYPE: SECURITIES					10/08/2008	06/01/2009
12,840.00		13,803.00					-963.00	
		430. APPLIED MATERIALS PROPERTY TYPE: SECURITIES					10/08/2008	07/22/2009
5,659.00		5,547.00					112.00	
		1190. ARCHER DANIELS MIDLAND COMPANY PROPERTY TYPE: SECURITIES					10/08/2008	06/01/2009
33,557.00		21,003.00					12,554.00	
		310. ARCHER DANIELS MIDLAND COMPANY PROPERTY TYPE: SECURITIES					10/08/2008	08/24/2009
8,965.00		5,471.00					3,494.00	
		590. AVERY DENNISON CORP. COMMON PROPERTY TYPE: SECURITIES					10/08/2008	06/01/2009
16,667.00		22,659.00					-5,992.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		9496.676 BB&T INTER US GOVT CL I FUND #0 PROPERTY TYPE: SECURITIES					01/20/2009	05/04/2009
99,240.00		100,000.00					-760.00	
		37101.253 BB&T INTER US GOVT CL I FUND # PROPERTY TYPE: SECURITIES					VAR	05/04/2009
387,708.00		374,070.00					13,638.00	
		3581.568 BB&T TOTAL RETURN BOND CL I FUN PROPERTY TYPE: SECURITIES					05/20/2002	05/04/2009
36,245.00		35,637.00					608.00	
		811.973 BB&T TOTAL RETURN BOND CL I FUND PROPERTY TYPE: SECURITIES					07/22/2009	08/24/2009
8,623.00		8,477.00					146.00	
		58188.195 BB&T TOTAL RETURN BOND CL I FU PROPERTY TYPE: SECURITIES					VAR	08/24/2009
617,959.00		591,510.00					26,449.00	
		6019.096 BB&T NC INTER TAX-FREE FUND PROPERTY TYPE: SECURITIES					08/24/2009	12/08/2009
65,066.00		63,983.00					1,083.00	
		750. BANK OF AMER CORP COMMON PROPERTY TYPE: SECURITIES					12/04/2008	03/10/2009
3,438.00		10,987.00					-7,549.00	
		849. BANK OF NEW YORK MELLON CORP PROPERTY TYPE: SECURITIES					12/27/2005	05/04/2009
22,753.00		28,879.00					-6,126.00	
		5. BERKSHIRE HATHAWAY INC DEL CLASS B PROPERTY TYPE: SECURITIES					10/08/2008	06/01/2009
14,874.00		20,012.00					-5,138.00	
		50. BHP BILLITON LIMITED PROPERTY TYPE: SECURITIES					08/24/2009	12/08/2009
3,663.00		3,249.00					414.00	
		280. BRISTOL MYERS SQUIBB COMPANY PROPERTY TYPE: SECURITIES					06/01/2009	07/22/2009
5,725.00		5,594.00					131.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		15. CME GROUP INC COMMON PROPERTY TYPE: SECURITIES					06/01/2009	08/24/2009
4,114.00		4,939.00					-825.00	
		40. CNOOC LTD - ADR PROPERTY TYPE: SECURITIES					06/01/2009	07/22/2009
5,286.00		5,745.00					-459.00	
		650. CVS CORP COMMON PROPERTY TYPE: SECURITIES					10/23/2001	05/04/2009
20,604.00		10,693.00					9,911.00	
		190. CVS CORP COMMON PROPERTY TYPE: SECURITIES					02/23/2005	06/01/2009
5,791.00		4,575.00					1,216.00	
		130. CVS CORP COMMON PROPERTY TYPE: SECURITIES					02/23/2005	10/13/2009
4,763.00		3,130.00					1,633.00	
		200. CVS CORP COMMON PROPERTY TYPE: SECURITIES					VAR	12/08/2009
6,103.00		5,900.00					203.00	
		110. CELGENE CORP PROPERTY TYPE: SECURITIES					06/01/2009	10/13/2009
5,995.00		4,711.00					1,284.00	
		50. CHEVRON TEXACO CORP COMMON PROPERTY TYPE: SECURITIES					12/04/2008	06/01/2009
3,463.00		3,722.00					-259.00	
		230. CHEVRON TEXACO CORP COMMON PROPERTY TYPE: SECURITIES					05/07/2008	06/01/2009
15,932.00		22,046.00					-6,114.00	
		60. CHEVRON TEXACO CORP COMMON PROPERTY TYPE: SECURITIES					05/07/2008	07/22/2009
3,976.00		5,751.00					-1,775.00	
		10. CHEVRON TEXACO CORP COMMON PROPERTY TYPE: SECURITIES					05/07/2008	08/24/2009
706.00		959.00					-253.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		440. CISCO SYSTEMS PROPERTY TYPE: SECURITIES					03/18/2003	06/01/2009
8,606.00		6,220.00					2,386.00	
		220. CISCO SYSTEMS PROPERTY TYPE: SECURITIES					03/18/2003	07/22/2009
4,688.00		3,110.00					1,578.00	
		500. CLOROX PROPERTY TYPE: SECURITIES					05/07/2008	05/04/2009
27,085.00		28,581.00					-1,496.00	
		920. COACH INC PROPERTY TYPE: SECURITIES					05/04/2009	06/01/2009
25,991.00		23,623.00					2,368.00	
		90. COCA COLA COMPANY PROPERTY TYPE: SECURITIES					06/01/2009	08/24/2009
4,461.00		4,415.00					46.00	
		80. COLGATE PALMOLIVE COMPANY PROPERTY TYPE: SECURITIES					06/01/2009	07/22/2009
5,905.00		5,486.00					419.00	
		360. COMCAST CORP NEW CL A PROPERTY TYPE: SECURITIES					12/04/2008	07/22/2009
5,061.00		5,864.00					-803.00	
		390. CONOCOPHILLIPS COM PROPERTY TYPE: SECURITIES					07/20/2000	06/01/2009
18,700.00		10,038.00					8,662.00	
		90. CONOCOPHILLIPS COM PROPERTY TYPE: SECURITIES					07/20/2000	10/13/2009
4,582.00		2,316.00					2,266.00	
		1180. CORNING INCORPORATED PROPERTY TYPE: SECURITIES					10/08/2008	06/01/2009
18,561.00		14,440.00					4,121.00	
		250. CORNING INCORPORATED PROPERTY TYPE: SECURITIES					10/08/2008	12/08/2009
4,495.00		3,059.00					1,436.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1010. DELL INC PROPERTY TYPE: SECURITIES					VAR	07/22/2009
13,380.00		24,740.00					-11,360.00	
		350. DISNEY WALT COMPANY PROPERTY TYPE: SECURITIES					01/09/2008	06/01/2009
8,739.00		10,570.00					-1,831.00	
		130. DISNEY WALT COMPANY PROPERTY TYPE: SECURITIES					01/09/2008	08/24/2009
3,506.00		3,926.00					-420.00	
		480. DU PONT E I DE NEMOURS & COMPANY PROPERTY TYPE: SECURITIES					10/08/2008	06/01/2009
14,337.00		18,441.00					-4,104.00	
		1320. EBAY INC PROPERTY TYPE: SECURITIES					VAR	06/01/2009
23,931.00		44,562.00					-20,631.00	
		240. EBAY INC PROPERTY TYPE: SECURITIES					04/13/2007	08/24/2009
5,347.00		8,328.00					-2,981.00	
		235. EBAY INC PROPERTY TYPE: SECURITIES					04/13/2007	10/13/2009
5,903.00		8,154.00					-2,251.00	
		290. EDISON INTERNATIONAL PROPERTY TYPE: SECURITIES					12/04/2008	06/01/2009
8,742.00		9,354.00					-612.00	
		200. EDISON INTERNATIONAL PROPERTY TYPE: SECURITIES					12/04/2008	07/22/2009
6,220.00		6,451.00					-231.00	
		40. EMERSON ELECTRIC COMPANY PROPERTY TYPE: SECURITIES					10/08/2008	05/04/2009
1,474.00		1,502.00					-28.00	
		150. EMERSON ELECTRIC COMPANY PROPERTY TYPE: SECURITIES					10/08/2008	07/22/2009
5,272.00		5,631.00					-359.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		100000. FED HOME LOAN MTG CORP DTD 1/12/ PROPERTY TYPE: SECURITIES					02/24/2004	01/12/2009
100,000.00		101,311.00					-1,311.00	
		857.76 FED NATL MTG ASSN FED NATL MORT A PROPERTY TYPE: SECURITIES					11/22/2002	01/26/2009
858.00		864.00					-6.00	
		963.23 FED NATL MTG ASSN FED NATL MORT A PROPERTY TYPE: SECURITIES					11/22/2002	02/25/2009
963.00		970.00					-7.00	
		1047.07 FED NATL MTG ASSN FED NATL MORT PROPERTY TYPE: SECURITIES					11/22/2002	03/25/2009
1,047.00		1,055.00					-8.00	
		1206.77 FED NATL MTG ASSN FED NATL MORT PROPERTY TYPE: SECURITIES					11/22/2002	04/27/2009
1,207.00		1,215.00					-8.00	
		1220.5 FED NATL MTG ASSN FED NATL MORT A PROPERTY TYPE: SECURITIES					11/22/2002	05/26/2009
1,221.00		1,229.00					-8.00	
		1161.44 FED NATL MTG ASSN FED NATL MORT PROPERTY TYPE: SECURITIES					11/22/2002	06/25/2009
1,161.00		1,170.00					-9.00	
		1142.19 FED NATL MTG ASSN FED NATL MORT PROPERTY TYPE: SECURITIES					11/22/2002	07/27/2009
1,142.00		1,150.00					-8.00	
		1021.42 FED NATL MTG ASSN FED NATL MORT PROPERTY TYPE: SECURITIES					11/22/2002	08/25/2009
1,021.00		1,029.00					-8.00	
		1041.43 FED NATL MTG ASSN FED NATL MORT PROPERTY TYPE: SECURITIES					11/22/2002	09/25/2009
1,041.00		1,049.00					-8.00	
		965.45 FED NATL MTG ASSN FED NATL MORT A PROPERTY TYPE: SECURITIES					11/22/2002	10/26/2009
965.00		972.00					-7.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		830.7 FED NATL MTG ASSN FED NATL MORT AS PROPERTY TYPE: SECURITIES					11/22/2002	11/25/2009
831.00		837.00					-6.00	
		809.36 FED NATL MTG ASSN FED NATL MORT A PROPERTY TYPE: SECURITIES					11/22/2002	12/28/2009
809.00		815.00					-6.00	
		1136.289 FEDERATED MDT SMALL CAP GROWTH PROPERTY TYPE: SECURITIES					05/07/2008	07/22/2009
8,761.00		13,488.00					-4,727.00	
		5554.578 FEDERATED TOTAL RETURN GOV'T BO PROPERTY TYPE: SECURITIES					VAR	12/08/2009
63,267.00		62,712.00					555.00	
		500. GENERAL ELECTRIC COMPANY PROPERTY TYPE: SECURITIES					12/04/2008	06/01/2009
6,839.00		8,775.00					-1,936.00	
		225. GENERAL ELECTRIC COMPANY PROPERTY TYPE: SECURITIES					09/06/2007	06/01/2009
3,077.00		8,843.00					-5,766.00	
		590. GENERAL ELECTRIC COMPANY PROPERTY TYPE: SECURITIES					12/19/1990	07/22/2009
6,862.00		2,805.00					4,057.00	
		60. GOLDMAN SACHS GROUP COMMON PROPERTY TYPE: SECURITIES					06/01/2009	12/08/2009
9,799.00		8,750.00					1,049.00	
		30. GOOGLE INC CL A PROPERTY TYPE: SECURITIES					12/04/2008	06/01/2009
12,788.00		8,384.00					4,404.00	
		123.479 HARBOR INTERNATIONAL FUND PROPERTY TYPE: SECURITIES					05/07/2008	08/24/2009
6,175.00		8,834.00					-2,659.00	
		465.231 HARBOR INTERNATIONAL FUND PROPERTY TYPE: SECURITIES					05/07/2008	12/08/2009
25,481.00		33,283.00					-7,802.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		300. HOME DEPOT INCORPORATED PROPERTY TYPE: SECURITIES					12/04/2008	05/04/2009
7,939.00		7,128.00					811.00	
		750. HOME DEPOT INCORPORATED PROPERTY TYPE: SECURITIES					VAR	05/04/2009
19,846.00		35,795.00					-15,949.00	
		310. INTEL CORPORATION PROPERTY TYPE: SECURITIES					04/13/2007	06/01/2009
5,106.00		6,324.00					-1,218.00	
		310. INTEL CORPORATION PROPERTY TYPE: SECURITIES					04/13/2007	08/24/2009
5,846.00		6,324.00					-478.00	
		100000. IBM CORP 5.375% 2/1/09 PROPERTY TYPE: SECURITIES					05/20/2005	02/01/2009
100,000.00		103,771.00					-3,771.00	
		220. ISHARES S&P MIDCAP 400/GROWTH COMMO PROPERTY TYPE: SECURITIES					06/27/2006	10/13/2009
16,522.00		16,357.00					165.00	
		150. ISHARES S&P MIDCAP 400/BARRA VAL PROPERTY TYPE: SECURITIES					06/27/2006	08/24/2009
9,102.00		10,814.00					-1,712.00	
		250. ISHARES S&P MIDCAP 400/BARRA VAL PROPERTY TYPE: SECURITIES					06/27/2006	10/13/2009
15,863.00		18,023.00					-2,160.00	
		1180. ISHARES LEHMAN 1-3 YEAR CREDIT BON PROPERTY TYPE: SECURITIES					08/24/2009	10/13/2009
122,407.00		122,517.00					-110.00	
		730. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					04/13/2007	05/04/2009
24,695.00		35,753.00					-11,058.00	
		170. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					04/13/2007	05/04/2009
5,751.00		8,326.00					-2,575.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		220. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					10/06/1982	05/04/2009
11,726.00		539.00					11,187.00	
		90. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					10/06/1982	06/01/2009
5,026.00		221.00					4,805.00	
		820. KRAFT FOODS INC-A COMMON PROPERTY TYPE: SECURITIES					07/06/2007	06/01/2009
21,713.00		28,134.00					-6,421.00	
		140. KRAFT FOODS INC-A COMMON PROPERTY TYPE: SECURITIES					07/06/2007	07/22/2009
3,887.00		4,803.00					-916.00	
		10. KRAFT FOODS INC-A COMMON PROPERTY TYPE: SECURITIES					07/06/2007	08/24/2009
286.00		343.00					-57.00	
		230. KROGER COMPANY COMMON PROPERTY TYPE: SECURITIES					06/01/2009	07/22/2009
4,924.00		5,423.00					-499.00	
		900. ELI LILLY & CO PROPERTY TYPE: SECURITIES					01/09/2007	05/04/2009
30,446.00		46,701.00					-16,255.00	
		90. LOCKHEED MARTIN CORP PROPERTY TYPE: SECURITIES					06/01/2009	10/13/2009
6,663.00		7,590.00					-927.00	
		600. MARATHON OIL CORPORATION COMMON PROPERTY TYPE: SECURITIES					10/08/2008	06/01/2009
20,008.00		19,062.00					946.00	
		350. MARATHON OIL CORPORATION COMMON PROPERTY TYPE: SECURITIES					VAR	07/22/2009
10,731.00		9,403.00					1,328.00	
		600. MEDTRONIC INC PROPERTY TYPE: SECURITIES					02/19/2003	06/01/2009
20,849.00		26,748.00					-5,899.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		60. MEDTRONIC INC PROPERTY TYPE: SECURITIES					10/13/2006	12/08/2009
2,554.00		2,929.00					-375.00	
		330. MERCK & COMPANY INCORPORATED PROPERTY TYPE: SECURITIES					06/27/2006	06/01/2009
9,062.00		11,471.00					-2,409.00	
		180. MICROSOFT CORPORATION PROPERTY TYPE: SECURITIES					04/27/2000	10/13/2009
4,640.00		6,176.00					-1,536.00	
		250. MONSANTO CO COMMON PROPERTY TYPE: SECURITIES					03/11/2008	06/01/2009
20,304.00		26,372.00					-6,068.00	
		90. MONSANTO CO COMMON PROPERTY TYPE: SECURITIES					10/08/2008	12/08/2009
7,476.00		7,834.00					-358.00	
		1010. ORACLE SYSTEM CORPORATION PROPERTY TYPE: SECURITIES					01/09/2008	06/01/2009
20,139.00		21,836.00					-1,697.00	
		190. ORACLE SYSTEM CORPORATION PROPERTY TYPE: SECURITIES					01/09/2008	07/22/2009
4,124.00		4,108.00					16.00	
		20. ORACLE SYSTEM CORPORATION PROPERTY TYPE: SECURITIES					01/09/2008	08/24/2009
448.00		432.00					16.00	
		10. ORACLE SYSTEM CORPORATION PROPERTY TYPE: SECURITIES					01/09/2008	10/13/2009
209.00		216.00					-7.00	
		250. ORACLE SYSTEM CORPORATION PROPERTY TYPE: SECURITIES					VAR	12/08/2009
5,480.00		4,066.00					1,414.00	
		7021.063 PIMCO TOTAL RETURN FUND 35 PROPERTY TYPE: SECURITIES					VAR	03/09/2009
69,579.00		74,788.00					-5,209.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		2445.402 PIMCO TOTAL RETURN FUND 35 PROPERTY TYPE: SECURITIES					12/04/2008	03/13/2009
24,356.00		25,212.00					-856.00	
		13045.824 PIMCO PIMS FOREIGN BOND FUND PROPERTY TYPE: SECURITIES					10/17/2008	08/24/2009
130,719.00		122,500.00					8,219.00	
		610. PALL CORPORATION COMMON PROPERTY TYPE: SECURITIES					12/04/2008	06/01/2009
16,433.00		16,193.00					240.00	
		460. PFIZER INCORPORATED PROPERTY TYPE: SECURITIES					12/04/2008	06/01/2009
6,826.00		7,650.00					-824.00	
		540. PFIZER INCORPORATED PROPERTY TYPE: SECURITIES					12/04/2008	07/22/2009
8,597.00		8,980.00					-383.00	
		370. PRICE GROUP INC FORMERLY AKA PRICE PROPERTY TYPE: SECURITIES					05/04/2009	06/01/2009
15,543.00		14,470.00					1,073.00	
		230. PRICE GROUP INC FORMERLY AKA PRICE PROPERTY TYPE: SECURITIES					05/04/2009	07/22/2009
10,095.00		8,995.00					1,100.00	
		390. PROCTOR AND GAMBLE COMPANY PROPERTY TYPE: SECURITIES					VAR	05/04/2009
19,656.00		18,758.00					898.00	
		350. QUALCOMM INC COMMON PROPERTY TYPE: SECURITIES					02/23/2007	05/04/2009
15,306.00		15,173.00					133.00	
		150. QUALCOMM INC COMMON PROPERTY TYPE: SECURITIES					04/13/2007	06/01/2009
6,664.00		6,326.00					338.00	
		120. QUALCOMM INC COMMON PROPERTY TYPE: SECURITIES					12/04/2008	10/13/2009
4,951.00		3,697.00					1,254.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		150. QUALCOMM INC COMMON PROPERTY TYPE: SECURITIES					04/13/2007	10/13/2009
6,189.00		6,326.00					-137.00	
		200. SPDR GOLD TRUST PROPERTY TYPE: SECURITIES					10/08/2008	06/01/2009
19,176.00		17,804.00					1,372.00	
		50. SPDR GOLD TRUST PROPERTY TYPE: SECURITIES					10/08/2008	07/22/2009
4,671.00		4,451.00					220.00	
		210. SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES					10/08/2008	07/22/2009
11,697.00		14,501.00					-2,804.00	
		2140. AMEX FINANCIAL SELECT SPDR PROPERTY TYPE: SECURITIES					05/04/2009	06/01/2009
26,321.00		23,711.00					2,610.00	
		400. AMEX FINANCIAL SELECT SPDR PROPERTY TYPE: SECURITIES					07/22/2009	12/08/2009
5,727.00		4,887.00					840.00	
		460. SMITH INTL INC COMMON PROPERTY TYPE: SECURITIES					VAR	06/01/2009
14,140.00		15,026.00					-886.00	
		240. SMITH INTL INC COMMON PROPERTY TYPE: SECURITIES					10/08/2008	10/13/2009
7,245.00		11,093.00					-3,848.00	
		380. STAPLES INC COMMON PROPERTY TYPE: SECURITIES					VAR	06/01/2009
8,155.00		7,020.00					1,135.00	
		250. STAPLES INC COMMON PROPERTY TYPE: SECURITIES					10/08/2008	07/22/2009
5,308.00		4,638.00					670.00	
		300. SYMANTEC CORP COMMON PROPERTY TYPE: SECURITIES					06/01/2009	08/24/2009
4,654.00		4,773.00					-119.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		710. SYSCO CORPORATION PROPERTY TYPE: SECURITIES					10/08/2008	06/01/2009
17,359.00		19,539.00					-2,180.00	
		100. SYSCO CORPORATION PROPERTY TYPE: SECURITIES					10/08/2008	12/08/2009
2,876.00		2,752.00					124.00	
		25143.909 TCW TOTAL RETURN BOND FUND # 7 PROPERTY TYPE: SECURITIES					VAR	12/08/2009
257,619.00		233,316.00					24,303.00	
		250. TARGET CORP COM PROPERTY TYPE: SECURITIES					05/07/2008	05/04/2009
10,235.00		13,493.00					-3,258.00	
		600. TARGET CORP COM PROPERTY TYPE: SECURITIES					VAR	05/04/2009
24,563.00		23,424.00					1,139.00	
		310. THE TRAVELERS COMPANIES INC. PROPERTY TYPE: SECURITIES					02/28/2003	06/01/2009
13,004.00		9,585.00					3,419.00	
		110. THE TRAVELERS COMPANIES INC. PROPERTY TYPE: SECURITIES					02/28/2003	12/08/2009
5,509.00		3,401.00					2,108.00	
		170. US BANCORP PROPERTY TYPE: SECURITIES					10/08/2008	08/24/2009
3,828.00		5,618.00					-1,790.00	
		100000. US TREASURY NOTE DTD 8/15/04 3.5 PROPERTY TYPE: SECURITIES					08/31/2004	08/15/2009
100,000.00		100,848.00					-848.00	
		140. UNITED STATES STEEL CORPORATION COM PROPERTY TYPE: SECURITIES					06/01/2009	10/13/2009
6,128.00		5,177.00					951.00	
		280. UNITED HEALTH GROUP INC PROPERTY TYPE: SECURITIES					06/01/2009	10/13/2009
6,787.00		7,661.00					-874.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		500. VERIZON COMMUNICATIONS INC PROPERTY TYPE: SECURITIES					12/04/2008	05/04/2009
15,625.00		16,575.00					-950.00	
		140. WAL MART STORES INCORPORATED PROPERTY TYPE: SECURITIES					06/01/2009	10/13/2009
7,043.00		7,013.00					30.00	
		180. WELLPOINT INC PROPERTY TYPE: SECURITIES					12/04/2008	06/01/2009
8,524.00		6,120.00					2,404.00	
		150. WELLPOINT INC PROPERTY TYPE: SECURITIES					12/04/2008	07/22/2009
7,498.00		5,100.00					2,398.00	
		280. WELLS FARGO & CO NEW PROPERTY TYPE: SECURITIES					10/08/2008	06/01/2009
7,106.00		9,307.00					-2,201.00	
		280. WELLS FARGO & CO NEW PROPERTY TYPE: SECURITIES					10/08/2008	07/22/2009
6,857.00		9,307.00					-2,450.00	
		140. ZIMMER HOLDINGS INC PROPERTY TYPE: SECURITIES					05/07/2008	05/04/2009
6,121.00		10,290.00					-4,169.00	
		360. ZIMMER HOLDINGS INC PROPERTY TYPE: SECURITIES					01/09/2008	05/04/2009
15,739.00		24,214.00					-8,475.00	
		140. COVIDIEN PLC PROPERTY TYPE: SECURITIES					06/01/2009	07/22/2009
4,955.00		5,118.00					-163.00	
		110. TRANSOCEAN LTD PROPERTY TYPE: SECURITIES					03/01/2006	10/13/2009
9,701.00		8,458.00					1,243.00	
		190. ASML HOLDING NV PROPERTY TYPE: SECURITIES					08/24/2009	12/08/2009
6,112.00		5,185.00					927.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN(LOSS)							-36,638.	

SMITH, GEN. W.A. TR U/W - ITEM XXII BRANCH 56-6042630

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	12,125.	12,125.
TOTAL	12,125.	12,125.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US GOVERNMENT INT REPORTED AS NONQUALIFI	5,457.	5,457.
FOREIGN DIVIDENDS	15,413.	15,413.
DOMESTIC DIVIDENDS	34,265.	34,265.
CORPORATE INTEREST	18,331.	18,331.
MUNI INT REPORTED AS DIVIDENDS	582.	582.
TERRITORIAL INTEREST	4.	4.
U.S. GOVERNMENT INTEREST - FEDERAL & STA	24,272.	24,272.
NONQUALIFIED FOREIGN DIVIDENDS	406.	406.
NONQUALIFIED DOMESTIC DIVIDENDS	68,820.	68,820.
TOTAL	167,550.	167,550.

SMITH, GEN. W.A. TR U/W - ITEM XXII BRANCH 56-6042630

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME		5,564.	5,564.
FEDERAL TAX REFUND		1,129.	1,129.
	TOTALS	6,693.	6,693.

SMITH, GEN. W.A. TR U/W - ITEM XXII BRANCH 56-6042630

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER NON-ALLOCABLE EXPENSE -	10.	10.
OTHER NON-ALLOCABLE EXPENSE -	10.	10.
TOTALS	20.	20.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
FOREIGN TAXES	21.
FOREIGN TAXES ON QUALIFIED FOR	1,581.
FOREIGN TAXES ON NONQUALIFIED	57.
TOTALS	1,659.

SMITH, GEN. W.A. TR U/W - ITEM XXII BRANCH 56-6042630

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER ALLOCABLE EXPENSES - 2%	8.	8.
TOTALS	8.	8.

SMITH, GEN. W.A. TR U/W - ITEM XXII BRANCH 56-6042630

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F
SEE ATTACHED	C
TOTALS	

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

DESCRIPTION		AMOUNT
BANK OF AMERICA		10,428.
WILLIAM SMITH XXI TR NET INC		45,476.
FOREIGN TAX		1,638.
ROUNDING ON STOCK SALES		7.
	TOTAL	57,549.

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

DESCRIPTION	AMOUNT
DIFF MUTUAL FUND REPORTED/TAX PURPOSES	811.
WASH SALE ADJUSTMENT	2,575.
TOTAL	3,386.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
NC

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

OFFICER NAME:
BRANCH BANKING AND TRUST
ADDRESS:
200 S COLLEGE ST- WEALTH MANAGEMENT
CHARLOTTE, NC 28202-2005
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10
COMPENSATION .... 46,612.

OFFICER NAME:
JOE E GADDY
ADDRESS:
207 WHITE STORE AVENE
WADESBORO, NC 28170
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 1,800.

OFFICER NAME:
JOANNE HUNTLEY
ADDRESS:
216 LEAH AVENUE
WADESBORO, NC 28170
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 1,800.

OFFICER NAME:
FRANK F MILLS
ADDRESS:
704 PEACH STREET
WADESBORO, NC 28170
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 1,800.

TOTAL COMPENSATION: 52,012.

RECIPIENT NAME:
BRANCH BANKING & TRUST
ADDRESS:
200 S COLLEGE STREET-WEALTH MANAGEMENT
CHARLOTTE, NC 28202
RECIPIENT'S PHONE NUMBER: 704-954-1125
FORM, INFORMATION AND MATERIALS:
NO SPECIFIC REQUIREMENTS
SUBMISSION DEADLINES:
DECEMBER 31
RESTRICTIONS OR LIMITATIONS ON AWARDS:
NONE

RECIPIENT NAME:
BSA CENTRAL NC COUNCIL
ADDRESS:
PO BOX 250
ALBEMARLE, NC 28002
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 2,625.

RECIPIENT NAME:
BURNSVILLE RECREATION & LEARNING
ADDRESS:
CENTER, INC.
POLKTON, NC 28135
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
AMERICAN RED CROSS
ADDRESS:
UNION COUNTY CHAPTER
MONROE, NC 28112
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

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

RECIPIENT NAME:
LEADERSHIP ANSON OVERSIGHT
ADDRESS:
COMMITTEE
WADESBORO, NC 28170
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 600.

RECIPIENT NAME:
GIRL SCOUTS OF AMERICA
ADDRESS:
7007 IDLEWILD ROAD
CHARLOTTE, NC 28212
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 1,900.

RECIPIENT NAME:
ANSON UNITED WAY
ADDRESS:
PO BOX 179
WADESBORO, NC 28170
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 750.

RECIPIENT NAME:
ANSON COUNTY ARTS COUNCIL
ADDRESS:
PO BOX 332
WADESBORO, NC 28170
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
ANSON CRISIS MINISTRY
ADDRESS:
117 NORTH RUTHERFORD ST
WADESBORO, NC 28170
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 4,000.

RECIPIENT NAME:
SOUTH PIEDMONT COMMUNITY COLLEGE
ADDRESS:
PO BOX 126
POLKTON, NC 28135-0126
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 15,671.

RECIPIENT NAME:
ANSON COMMUNITY HOSPITAL FDN
ATTN: FRED G. THOMPASON, CEO
ADDRESS:
500 MORVEN ROAD
WADESBORO, NC 28170
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
ANSON COOPERATIVE EXTENSION
ADDRESS:
P. O. BOX 633
WADESBORO, NC 28170
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 1,900.

RECIPIENT NAME:
ANSON COUNTY SCHOOLS
ADDRESS:
PO BOX 719
WADESBORO, NC 28170
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 96,644.

RECIPIENT NAME:
CALVARY EPISCOPAL CHURCH
ADDRESS:
P O BOX 942
WADESBORO, NC 28170
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
ANSON COUNTY HISTORICAL SOCIETY
ADDRESS:
206 E WADE ST
WADESBORO, NC 28170
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
UNC-TV
ADDRESS:
PO BOX 14900
RESEARCH TRIANGLE PARK, NC 27709
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
ALL SOULS EPISCOPAL CHURCH
ADDRESS:
211 CAMDEN RD
WADESBORO, NC 28170
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 65,000.

RECIPIENT NAME:
HOSPICE OF UNION COUNTY
ADDRESS:
700 ROOSEVELT BLVD
MONROE, NC 28110
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

TOTAL GRANTS PAID: 276,090.

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust	Employer identification number
SMITH, GEN. W.A. TR U/W - ITEM XXII BRANCH	56-6042630

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			4,048.

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	31,234.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	35,282.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			2,664.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-74,584.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	-71,920.

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

Part III Summary of Parts I and II

Caution: *Read the instructions* **before** *completing this part.*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			35,282.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-71,920.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-36,638.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* **do not** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet,** *as necessary.*

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of: a The loss on line 15, column (3) **or** b $3,000	16	(3,000)

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2009

Name of estate or trust: SMITH, GEN. W.A. TR U/W - ITEM XXII BRANCH

Employer identification number: 56-6042630

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 1180. ABB LTD SPONSORED ADR	10/08/2008	06/01/2009	20,272.00	18,420.00	1,852.00
.909 AOL INC	06/01/2009	12/29/2009	21.00	16.00	5.00
210. ABBOTT LABORATORIES	10/08/2008	06/01/2009	9,431.00	11,896.00	-2,465.00
300. AETNA INC NEW	06/01/2009	07/22/2009	7,413.00	8,208.00	-795.00
391.934 AMERICAN CENTURY DIVERSIFIED BOND FUND #	03/09/2009	07/22/2009	4,096.00	3,990.00	106.00
22963.898 AMERICAN CENTURY DIVERSIFIED BOND FUND #	VAR	08/24/2009	242,039.00	236,274.00	5,765.00
170. AMERICAN TOWER CORP CL A	06/01/2009	10/13/2009	6,307.00	5,445.00	862.00
200. ANADARKO PETE CORP.	10/08/2008	05/04/2009	9,346.00	7,220.00	2,126.00
190. APACHE CORPORATION COMMON	10/08/2008	06/01/2009	16,372.00	16,083.00	289.00
80. APOLLO GROUP INC COMMON	06/01/2009	07/22/2009	5,514.00	4,870.00	644.00
1070. APPLIED MATERIALS	10/08/2008	06/01/2009	12,840.00	13,803.00	-963.00
430. APPLIED MATERIALS	10/08/2008	07/22/2009	5,659.00	5,547.00	112.00
1190. ARCHER DANIELS MIDLAND COMPANY	10/08/2008	06/01/2009	33,557.00	21,003.00	12,554.00
310. ARCHER DANIELS MIDLAND COMPANY	10/08/2008	08/24/2009	8,965.00	5,471.00	3,494.00
590. AVERY DENNISON CORP. COMMON	10/08/2008	06/01/2009	16,667.00	22,659.00	-5,992.00
9496.676 BB&T INTER US GOVT CL I FUND #0341	01/20/2009	05/04/2009	99,240.00	100,000.00	-760.00
811.973 BB&T TOTAL RETURN BOND CL I FUND #0342	07/22/2009	08/24/2009	8,623.00	8,477.00	146.00
6019.096 BB&T NC INTER TAX-FREE FUND	08/24/2009	12/08/2009	65,066.00	63,983.00	1,083.00
750. BANK OF AMER CORP COMMON	12/04/2008	03/10/2009	3,438.00	10,987.00	-7,549.00
5. BERKSHIRE HATHAWAY INC DEL CLASS B	10/08/2008	06/01/2009	14,874.00	20,012.00	-5,138.00
50. BHP BILLITON LIMITED	08/24/2009	12/08/2009	3,663.00	3,249.00	414.00
280. BRISTOL MYERS SQUIBB COMPANY	06/01/2009	07/22/2009	5,725.00	5,594.00	131.00
15. CME GROUP INC COMMON	06/01/2009	08/24/2009	4,114.00	4,939.00	-825.00
40. CNOOC LTD - ADR	06/01/2009	07/22/2009	5,286.00	5,745.00	-459.00

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

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2009

Name of estate or trust: SMITH, GEN. W.A. TR U/W - ITEM XXII BRANCH

Employer identification number: 56-6042630

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 110. CELGENE CORP	06/01/2009	10/13/2009	5,995.00	4,711.00	1,284.00
50. CHEVRON TEXACO CORP COMMON	12/04/2008	06/01/2009	3,463.00	3,722.00	-259.00
500. CLOROX	05/07/2008	05/04/2009	27,085.00	28,581.00	-1,496.00
920. COACH INC	05/04/2009	06/01/2009	25,991.00	23,623.00	2,368.00
90. COCA COLA COMPANY	06/01/2009	08/24/2009	4,461.00	4,415.00	46.00
80. COLGATE PALMOLIVE COMPANY	06/01/2009	07/22/2009	5,905.00	5,486.00	419.00
360. COMCAST CORP NEW CL A	12/04/2008	07/22/2009	5,061.00	5,864.00	-803.00
1180. CORNING INCORPORATED	10/08/2008	06/01/2009	18,561.00	14,440.00	4,121.00
480. DU PONT E I DE NEMOURS & COMPANY	10/08/2008	06/01/2009	14,337.00	18,441.00	-4,104.00
290. EDISON INTERNATIONAL	12/04/2008	06/01/2009	8,742.00	9,354.00	-612.00
200. EDISON INTERNATIONAL	12/04/2008	07/22/2009	6,220.00	6,451.00	-231.00
40. EMERSON ELECTRIC COMPANY	10/08/2008	05/04/2009	1,474.00	1,502.00	-28.00
150. EMERSON ELECTRIC COMPANY	10/08/2008	07/22/2009	5,272.00	5,631.00	-359.00
5554.578 FEDERATED TOTAL RETURN GOV'T BOND FUND #647	VAR	12/08/2009	63,267.00	62,712.00	555.00
500. GENERAL ELECTRIC COMPANY	12/04/2008	06/01/2009	6,839.00	8,775.00	-1,936.00
60. GOLDMAN SACHS GROUP COMMON	06/01/2009	12/08/2009	9,799.00	8,750.00	1,049.00
30. GOOGLE INC CL A	12/04/2008	06/01/2009	12,788.00	8,384.00	4,404.00
300. HOME DEPOT INCORPORATED	12/04/2008	05/04/2009	7,939.00	7,128.00	811.00
1180. ISHARES LEHMAN 1-3 YEAR CREDIT BOND FD	08/24/2009	10/13/2009	122,407.00	122,517.00	-110.00
230. KROGER COMPANY COMMON	06/01/2009	07/22/2009	4,924.00	5,423.00	-499.00
90. LOCKHEED MARTIN CORP	06/01/2009	10/13/2009	6,663.00	7,590.00	-927.00
600. MARATHON OIL CORPORATION COMMON	10/08/2008	06/01/2009	20,008.00	19,062.00	946.00
350. MARATHON OIL CORPORATION COMMON	VAR	07/22/2009	10,731.00	9,403.00	1,328.00
7021.063 PIMCO TOTAL RETURN FUND 35	VAR	03/09/2009	69,579.00	74,788.00	-5,209.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2009

Name of estate or trust: SMITH, GEN. W.A. TR U/W - ITEM XXII BRANCH

Employer identification number: 56-6042630

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 2445.402 PIMCO TOTAL RETURN FUND 35	12/04/2008	03/13/2009	24,356.00	25,212.00	-856.00
13045.824 PIMCO PIMS FOREIGN BOND FUND	10/17/2008	08/24/2009	130,719.00	122,500.00	8,219.00
610. PALL CORPORATION COMMON	12/04/2008	06/01/2009	16,433.00	16,193.00	240.00
460. PFIZER INCORPORATED	12/04/2008	06/01/2009	6,826.00	7,650.00	-824.00
540. PFIZER INCORPORATED	12/04/2008	07/22/2009	8,597.00	8,980.00	-383.00
370. PRICE GROUP INC FORMERLY AKA PRICE TO ROWE	05/04/2009	06/01/2009	15,543.00	14,470.00	1,073.00
230. PRICE GROUP INC FORMERLY AKA PRICE TO ROWE	05/04/2009	07/22/2009	10,095.00	8,995.00	1,100.00
120. QUALCOMM INC COMMON	12/04/2008	10/13/2009	4,951.00	3,697.00	1,254.00
200. SPDR GOLD TRUST	10/08/2008	06/01/2009	19,176.00	17,804.00	1,372.00
50. SPDR GOLD TRUST	10/08/2008	07/22/2009	4,671.00	4,451.00	220.00
210. SCHLUMBERGER LTD	10/08/2008	07/22/2009	11,697.00	14,501.00	-2,804.00
2140. AMEX FINANCIAL SELECT SPDR	05/04/2009	06/01/2009	26,321.00	23,711.00	2,610.00
400. AMEX FINANCIAL SELECT SPDR	07/22/2009	12/08/2009	5,727.00	4,887.00	840.00
460. SMITH INTL INC COMMON	VAR	06/01/2009	14,140.00	15,026.00	-886.00
380. STAPLES INC COMMON	VAR	06/01/2009	8,155.00	7,020.00	1,135.00
250. STAPLES INC COMMON	10/08/2008	07/22/2009	5,308.00	4,638.00	670.00
300. SYMANTEC CORP COMMON	06/01/2009	08/24/2009	4,654.00	4,773.00	-119.00
710. SYSCO CORPORATION	10/08/2008	06/01/2009	17,359.00	19,539.00	-2,180.00
25143.909 TCW TOTAL RETURN BOND FUND # 728	VAR	12/08/2009	257,619.00	233,316.00	24,303.00
250. TARGET CORP COM	05/07/2008	05/04/2009	10,235.00	13,493.00	-3,258.00
170. US BANCORP	10/08/2008	08/24/2009	3,828.00	5,618.00	-1,790.00
140. UNITED STATES STEEL CORPORATION COMMON	06/01/2009	10/13/2009	6,128.00	5,177.00	951.00
280. UNITED HEALTH GROUP INC	06/01/2009	10/13/2009	6,787.00	7,661.00	-874.00
500. VERIZON COMMUNICATION S INC	12/04/2008	05/04/2009	15,625.00	16,575.00	-950.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2009

Name of estate or trust: SMITH, GEN. W.A. TR U/W - ITEM XXII BRANCH

Employer identification number: 56-6042630

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

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	140. WAL MART STORES INCORPORATED	06/01/2009	10/13/2009	7,043.00	7,013.00	30.00
	180. WELLPOINT INC	12/04/2008	06/01/2009	8,524.00	6,120.00	2,404.00
	150. WELLPOINT INC	12/04/2008	07/22/2009	7,498.00	5,100.00	2,398.00
	280. WELLS FARGO & CO NEW	10/08/2008	06/01/2009	7,106.00	9,307.00	-2,201.00
	280. WELLS FARGO & CO NEW	10/08/2008	07/22/2009	6,857.00	9,307.00	-2,450.00
	140. ZIMMER HOLDINGS INC	05/07/2008	05/04/2009	6,121.00	10,290.00	-4,169.00
	140. COVIDIEN PLC	06/01/2009	07/22/2009	4,955.00	5,118.00	-163.00
	190. ASML HOLDING NV	08/24/2009	12/08/2009	6,112.00	5,185.00	927.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b 31,234.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: SMITH, GEN. W.A. TR U/W - ITEM XXII BRANCH

Employer identification number: 56-6042630

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 260. ABB LTD SPONSORED ADR	10/08/2008	10/13/2009	5,434.00	4,059.00	1,375.00
1010. AT&T INC	VAR	06/01/2009	24,873.00	37,685.00	-12,812.00
210. AMGEN INCORPORATED	VAR	05/04/2009	10,168.00	13,113.00	-2,945.00
90. AMGEN INCORPORATED	07/31/2000	06/01/2009	4,505.00	5,968.00	-1,463.00
300. ANADARKO PETE CORP.	VAR	06/01/2009	14,998.00	11,153.00	3,845.00
90. ANADARKO PETE CORP.	02/19/2003	10/13/2009	6,079.00	1,963.00	4,116.00
37101.253 BB&T INTER US GOVT CL I FUND #0341	VAR	05/04/2009	387,708.00	374,070.00	13,638.00
3581.568 BB&T TOTAL RETURN BOND CL I FUND #0342	05/20/2002	05/04/2009	36,245.00	35,637.00	608.00
58188.195 BB&T TOTAL RETURN BOND CL I FUND #0342	VAR	08/24/2009	617,959.00	591,510.00	26,449.00
849. BANK OF NEW YORK MELLON CORP	12/27/2005	05/04/2009	22,753.00	28,879.00	-6,126.00
650. CVS CORP COMMON	10/23/2001	05/04/2009	20,604.00	10,693.00	9,911.00
190. CVS CORP COMMON	02/23/2005	06/01/2009	5,791.00	4,575.00	1,216.00
130. CVS CORP COMMON	02/23/2005	10/13/2009	4,763.00	3,130.00	1,633.00
200. CVS CORP COMMON	VAR	12/08/2009	6,103.00	5,900.00	203.00
230. CHEVRON TEXACO CORP COMMON	05/07/2008	06/01/2009	15,932.00	22,046.00	-6,114.00
60. CHEVRON TEXACO CORP COMMON	05/07/2008	07/22/2009	3,976.00	5,751.00	-1,775.00
10. CHEVRON TEXACO CORP COMMON	05/07/2008	08/24/2009	706.00	959.00	-253.00
440. CISCO SYSTEMS	03/18/2003	06/01/2009	8,606.00	6,220.00	2,386.00
220. CISCO SYSTEMS	03/18/2003	07/22/2009	4,688.00	3,110.00	1,578.00
390. CONOCOPHILLIPS COM	07/20/2000	06/01/2009	18,700.00	10,038.00	8,662.00
90. CONOCOPHILLIPS COM	07/20/2000	10/13/2009	4,582.00	2,316.00	2,266.00
250. CORNING INCORPORATED	10/08/2008	12/08/2009	4,495.00	3,059.00	1,436.00
1010. DELL INC	VAR	07/22/2009	13,380.00	24,740.00	-11,360.00
350. DISNEY WALT COMPANY	01/09/2008	06/01/2009	8,739.00	10,570.00	-1,831.00
130. DISNEY WALT COMPANY	01/09/2008	08/24/2009	3,506.00	3,926.00	-420.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: SMITH, GEN. W.A. TR U/W - ITEM XXII BRANCH

Employer identification number: 56-6042630

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1320. EBAY INC	VAR	06/01/2009	23,931.00	44,562.00	-20,631.00
240. EBAY INC	04/13/2007	08/24/2009	5,347.00	8,328.00	-2,981.00
235. EBAY INC	04/13/2007	10/13/2009	5,903.00	8,154.00	-2,251.00
100000. FED HOME LOAN MTG CORP DTD 1/12/04 CALLABE 1/	02/24/2004	01/12/2009	100,000.00	101,311.00	-1,311.00
857.76 FED NATL MTG ASSN FED NATL MORT ASSOC DTD 11/	11/22/2002	01/26/2009	858.00	864.00	-6.00
963.23 FED NATL MTG ASSN FED NATL MORT ASSOC DTD 11/	11/22/2002	02/25/2009	963.00	970.00	-7.00
1047.07 FED NATL MTG ASSN FED NATL MORT ASSOC DTD 11/	11/22/2002	03/25/2009	1,047.00	1,055.00	-8.00
1206.77 FED NATL MTG ASSN FED NATL MORT ASSOC DTD 11/	11/22/2002	04/27/2009	1,207.00	1,215.00	-8.00
1220.5 FED NATL MTG ASSN FED NATL MORT ASSOC DTD 11/	11/22/2002	05/26/2009	1,221.00	1,229.00	-8.00
1161.44 FED NATL MTG ASSN FED NATL MORT ASSOC DTD 11/	11/22/2002	06/25/2009	1,161.00	1,170.00	-9.00
1142.19 FED NATL MTG ASSN FED NATL MORT ASSOC DTD 11/	11/22/2002	07/27/2009	1,142.00	1,150.00	-8.00
1021.42 FED NATL MTG ASSN FED NATL MORT ASSOC DTD 11/	11/22/2002	08/25/2009	1,021.00	1,029.00	-8.00
1041.43 FED NATL MTG ASSN FED NATL MORT ASSOC DTD 11/	11/22/2002	09/25/2009	1,041.00	1,049.00	-8.00
965.45 FED NATL MTG ASSN FED NATL MORT ASSOC DTD 11/	11/22/2002	10/26/2009	965.00	972.00	-7.00
830.7 FED NATL MTG ASSN FED NATL MORT ASSOC DTD 11/	11/22/2002	11/25/2009	831.00	837.00	-6.00
809.36 FED NATL MTG ASSN FED NATL MORT ASSOC DTD 11/	11/22/2002	12/28/2009	809.00	815.00	-6.00
1136.289 FEDERATED MDT SMALL CAP GROWTH FUND CL	05/07/2008	07/22/2009	8,761.00	13,488.00	-4,727.00
225. GENERAL ELECTRIC COMPANY	09/06/2007	06/01/2009	3,077.00	8,843.00	-5,766.00
590. GENERAL ELECTRIC COMPANY	12/19/1990	07/22/2009	6,862.00	2,805.00	4,057.00
123.479 HARBOR INTERNATION AL FUND	05/07/2008	08/24/2009	6,175.00	8,834.00	-2,659.00
465.231 HARBOR INTERNATION AL FUND	05/07/2008	12/08/2009	25,481.00	33,283.00	-7,802.00
750. HOME DEPOT INCORPORATED	VAR	05/04/2009	19,846.00	35,795.00	-15,949.00
310. INTEL CORPORATION	04/13/2007	06/01/2009	5,106.00	6,324.00	-1,218.00
310. INTEL CORPORATION	04/13/2007	08/24/2009	5,846.00	6,324.00	-478.00
100000. IBM CORP 5.375% 2/1/09	05/20/2005	02/01/2009	100,000.00	103,771.00	-3,771.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: SMITH, GEN. W.A. TR U/W - ITEM XXII BRANCH

Employer identification number: 56-6042630

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 220. ISHARES S&P MIDCAP 400/GROWTH COMMON	06/27/2006	10/13/2009	16,522.00	16,357.00	165.00
150. ISHARES S&P MIDCAP 400/BARRA VAL	06/27/2006	08/24/2009	9,102.00	10,814.00	-1,712.00
250. ISHARES S&P MIDCAP 400/BARRA VAL	06/27/2006	10/13/2009	15,863.00	18,023.00	-2,160.00
730. J P MORGAN CHASE & CO	04/13/2007	05/04/2009	24,695.00	35,753.00	-11,058.00
170. J P MORGAN CHASE & CO	04/13/2007	05/04/2009	5,751.00	8,326.00	-2,575.00 *
220. JOHNSON & JOHNSON	10/06/1982	05/04/2009	11,726.00	539.00	11,187.00
90. JOHNSON & JOHNSON	10/06/1982	06/01/2009	5,026.00	221.00	4,805.00
820. KRAFT FOODS INC-A COMMON	07/06/2007	06/01/2009	21,713.00	28,134.00	-6,421.00
140. KRAFT FOODS INC-A COMMON	07/06/2007	07/22/2009	3,887.00	4,803.00	-916.00
10. KRAFT FOODS INC-A COMMON	07/06/2007	08/24/2009	286.00	343.00	-57.00
900. ELI LILLY & CO	01/09/2007	05/04/2009	30,446.00	46,701.00	-16,255.00
600. MEDTRONIC INC	02/19/2003	06/01/2009	20,849.00	26,748.00	-5,899.00
60. MEDTRONIC INC	10/13/2006	12/08/2009	2,554.00	2,929.00	-375.00
330. MERCK & COMPANY INCORPORATED	06/27/2006	06/01/2009	9,062.00	11,471.00	-2,409.00
180. MICROSOFT CORPORATION	04/27/2000	10/13/2009	4,640.00	6,176.00	-1,536.00
250. MONSANTO CO COMMON	03/11/2008	06/01/2009	20,304.00	26,372.00	-6,068.00
90. MONSANTO CO COMMON	10/08/2008	12/08/2009	7,476.00	7,834.00	-358.00
1010. ORACLE SYSTEM CORPORATION	01/09/2008	06/01/2009	20,139.00	21,836.00	-1,697.00
190. ORACLE SYSTEM CORPORATION	01/09/2008	07/22/2009	4,124.00	4,108.00	16.00
20. ORACLE SYSTEM CORPORATION	01/09/2008	08/24/2009	448.00	432.00	16.00
10. ORACLE SYSTEM CORPORATION	01/09/2008	10/13/2009	209.00	216.00	-7.00
250. ORACLE SYSTEM CORPORATION	VAR	12/08/2009	5,480.00	4,066.00	1,414.00
390. PROCTOR AND GAMBLE COMPANY	VAR	05/04/2009	19,656.00	18,758.00	898.00
350. QUALCOMM INC COMMON	02/23/2007	05/04/2009	15,306.00	15,173.00	133.00
150. QUALCOMM INC COMMON	04/13/2007	06/01/2009	6,664.00	6,326.00	338.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

SMITH, GEN. W.A. TR U/W - ITEM XXII BRANCH

Employer identification number 56-6042630

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 150. QUALCOMM INC COMMON	04/13/2007	10/13/2009	6,189.00	6,326.00	-137.00
240. SMITH INTL INC COMMON	10/08/2008	10/13/2009	7,245.00	11,093.00	-3,848.00
100. SYSCO CORPORATION	10/08/2008	12/08/2009	2,876.00	2,752.00	124.00
600. TARGET CORP COM	VAR	05/04/2009	24,563.00	23,424.00	1,139.00
310. THE TRAVELERS COMPANIES INC.	02/28/2003	06/01/2009	13,004.00	9,585.00	3,419.00
110. THE TRAVELERS COMPANIES INC.	02/28/2003	12/08/2009	5,509.00	3,401.00	2,108.00
100000. US TREASURY NOTE DTD 8/15/04 3.5% 08/15/	08/31/2004	08/15/2009	100,000.00	100,848.00	-848.00
360. ZIMMER HOLDINGS INC	01/09/2008	05/04/2009	15,739.00	24,214.00	-8,475.00
110. TRANSOCEAN LTD	03/01/2006	10/13/2009	9,701.00	8,458.00	1,243.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . -74,584.00

* INDICATES WASH SALE

FEDERAL CAPITAL GAIN DIVIDENDS

SHORT-TERM CAPITAL GAIN DIVIDENDS

QUALIFIED SHORT-TERM CAPITAL GAIN DIVIDENDS	1.00	
NONQUALIFIED SHORT-TERM CAPITAL GAIN DIVIDEND	4,047.00	
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS		4,048.00

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS		
LONG-TERM 15% CAPITAL GAIN DIVIDENDS	2,664.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		2,664.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		2,664.00

BB&T TRUST

BRANCH BANKING & TRUST COMPANY **Run on 4/21/2010 3:55:59 PM**

Asset Details **As of 12/31/2009**

Combined Portfolios

Settlement Date Basis

Account: 1119002997
BRANCH BANKING AND TRUST COMPANY T/U/W OF GENERAL W A SMITH

Administrator: DAVID WRIGHT @ 704-954-1125

Investment Officer: MICHELLE GAREY @ 704-954-1257
Investment Authority: Sole
Investment Objective: INCOME AND GROWTH
Lot Select Method: MLMG
Sort By: CUSIP

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value	Unrealized Gain/Loss	% of Portfolio	Est. Income	Yield	Pricing Date
	CASH			9,311 89	9,311.89	9,312		0.18		0.00	
ABB	000375204 ABB LTD SPONS ADR	560.000000	19.100	6,926.54	6,926.54	10,696	3,769	0.21	241	2.26	12/31/2009
AOL	00184X105 AOL INC COMMON	20 000000	23.280	347 99	347 99	466	118	0 01		0 00	12/31/2009
T	00206R102 AT&T INC COMMON	490 000000	28 030	17,267.60	17,267.60	13,735	3,533-	0 26	823	5 99	12/31/2009
	00206RAJ1 AT&T INC DTD 02/01/08 5.5% 02/01/2018	100,000.000000	104 342	100,440 00	100,440.00	104,342	3,902	2 00	5,500	5 27	12/31/2009
ABT	002824100 ABBOTT LABORATORIES COMMON	390.000000	53.990	21,744.46	21,744.46	21,056	688-	0.40	624	2.96	12/31/2009
ADBE	00724F101 ADOBE SYSTEM INC COMMON	200.000000	36 780	5,859 98	5,859 98	7,356	1,496	0 14	5	0 07	12/31/2009
AMZN	023135106 AMAZON INC COMMON	110 000000	134.520	8,950 69	8,950 69	14,797	5,847	0 28		0 00	12/31/2009
AXP	025816109 AMERICAN EXPRESS COMPANY COMMON	170 000000	40.520	4,927 28	4,927 28	6,888	1,961	0 13	122	1 78	12/31/2009
AMGN	031162100 AMGEN INC COMMON	200 000000	56 570	12,872 12	12,872 12	11,314	1,558-	0 22		0 00	12/31/2009
APC	032511107	110.000000	62 420	2,399 65	2,399 65	6,866	4,467	0 13	40	0 58	12/31/2009

	ANADARKO PETE CORP COMMON										
ADI	032654105 ANALOG DEVICES INC. COMMON	180.000000	31.580	5,113.80	5,113.80	5,684	571	0.11	144	2.53	12/31/2009
APA	037411105 APACHE CORPORATION COMMON	110.000000	103.170	9,311.49	9,311.49	11,349	2,037	0.22	66	0.58	12/31/2009
AAPL	037833100 APPLE COMPUTER CORPORATION COMMON	110 000000	210 732	15,277 89	15,277 89	23,181	7,903	0 45		0 00	12/31/2009
AMAT	038222105 APPLIED MATERIALS COMMON	750.000000	13.940	7,424.93	7,424.93	10,455	3,030	0.20	180	1.72	12/31/2009
AVY	053611109 AVERY DENNISON CORP. COMMON	410.000000	36 490	15,745 80	15,745 80	14,961	785-	0 29	328	2 19	12/31/2009
BBGVX	05527P206 BB&T INTER U S GOVT CL I FUND # 0341	26,569 853000	10 480	279,203 00	279,203 00	278,452	751-	5 35	9,618	3 45	12/31/2009
BTUXX	05527P875 BB&T U S TREASURY MONEY MARKET CL I FUND # 0351	88,141.700000	1.000	88,141.70	88,141.70	88,142		1.69	9	0.01	01/01/1901
BAX	071813109 BAXTER INTERNATIONAL INC COMMON	260 000000	58 680	13,587 35	13,587 35	15,257	1,669	0 29	302	1 98	12/31/2009
	084670207 BERKSHIRE HATHAWAY INC DEL CLASS B	5.000000	3,286.000	17,967.75	17,967.75	16,430	1,538-	0.32		0.00	01/01/1901
BBY	086516101 BEST BUY INC COMMON	100 000000	39 460	3,613.39	3,613 39	3,946	333	0 08	56	1 42	12/31/2009
BRCM	111320107 BROADCOM CORPORATION COMMON	220 000000	31 470	5,818 97	5,818 97	6,923	1,104	0 13		0.00	12/31/2009
CVS	126650100 CVS CAREMARK CORP COMMON	280.000000	32.210	7,946.37	7,946.37	9,019	1,072	0.17	85	0.95	12/31/2009
CPB	134429109 CAMPBELL SOUP CO COMPANY	220.000000	33.800	7,143.40	7,143.40	7,436	293	0.14	242	3.25	12/31/2009

	COMMON										
CNQ	136385101 CANADIAN NAT RES LTD	120 000000	71.950	7,560.00	7,560.00	8,634	1,074	0.17	47	0.55	12/31/2009
CAT	149123101 CATERPILLAR TRACTOR COMPANY COMMON	110.000000	56.990	5,351.50	5,351.50	6,269	917	0.12	185	2.95	12/31/2009
CVX	166764100 CHEVRON CORP COMMON	200.000000	76 990	15,319 98	15,319 98	15,398	78	0.30	544	3 53	12/31/2009
CSCO	17275R102 CISCO SYSTEMS COMMON	1,040.000000	23 940	26,355 42	26,355 42	24,898	1,458-	0.48		0.00	12/31/2009
CTXS	177376100 CITRIX SYSTEMS INC COMMON	70.000000	41.610	2,994.60	2,994.60	2,913	82-	0.06		0.00	12/31/2009
CMCSA	20030N101 COMCAST CORP CLASS A	640.000000	16.860	10,425.60	10,425.60	10,790	365	0.21	242	2.24	12/31/2009
COP	20825C104 CONOCOPHILLIPS	270.000000	51.070	16,255.75	16,255.75	13,789	2,467-	0.26	540	3.92	12/31/2009
	20825TAA5 CONOCOPHILLIPS CANADA DTD 10/13/06 5.625% 10/15/2016	100,000.000000	108 480	104,276 00	104,276.00	108,480	4,204	2 08	5,625	5 19	12/31/2009
GLW	219350105 CORNING INC COMMON	570.000000	19.310	5,131.54	5,131.54	11,007	5,875	0.21	114	1.04	12/31/2009
CMI	231021106 CUMMINS INC COMMON	150.000000	45.860	5,211.70	5,211.70	6,879	1,667	0.13	105	1.53	12/31/2009
DHR	235851102 DANAHER CORP COMMON	80.000000	75 200	5,036.80	5,036 80	6,016	979	0 12	13	0 21	12/31/2009
DIS	254687106 THE WALT DISNEY COMPANY COMMON	570 000000	32 250	14,852 94	14,852 94	18,383	3,530	0.35	200	1 09	12/31/2009
DTV	25490A101 DIRECTV COMMON	200.000000	33.350	5,320.00	5,320.00	6,670	1,350	0.13		0.00	12/31/2009
DODIX	256210105 DODGE & COX INCOME FUND #147	26,822.518000	12.960	344,547.00	344,547.00	347,620	3,073	6.68	18,159	5.22	12/31/2009

DD	263534109 E I DUPONT DE NEMOURS COMPANY COMMON	370.000000	33.670	12,729.20	12,729.20	12,458	271-	0.24	607	4.87	12/31/2009
EMC	268648102 EMC CORPORATION COMMON	340.000000	17 470	4,897 39	4,897 39	5,940	1,042	0 11		0 00	12/31/2009
EBAY	278642103 EBAY INC COMMON	350.000000	23.530	7,935.20	7,935.20	8,236	300	0.16		0.00	12/31/2009
EIX	281020107 EDISON INTL COM	210.000000	34.780	6,773.70	6,773.70	7,304	530	0.14	265	3.62	12/31/2009
EMR	291011104 EMERSON ELECTRIC COMPANY COMMON	410.000000	42 600	14,928.36	14,928 36	17,466	2,538	0 34	549	3 15	12/31/2009
XOM	30231G102 EXXON MOBIL CORPORATION COMMON	100.000000	68.190	7,017.00	7,017.00	6,819	198-	0.13	168	2.46	12/31/2009
	3128X2EV3 FED HOME LOAN MTG CORP DTD 12/08/03 CALLABLE 12/08/05 @ 100 4.75% 12/08/2010	100,000 000000	103 875	100,449 00	100,449 00	103,875	3,426	1 99	4,750	4 57	12/31/2009
	3133X06Q7 FEDERAL HOME LOAN BANK DTD 7/24/03 4 125% 08/13/2010	100,000 000000	102.156	99,650.00	99,650 00	102,156	2,506	1 96	4,125	4.04	12/31/2009
	3133XASA6 FED HOME LOAN BANK DTD 2/15/05 4.5% 02/18/2015	100,000 000000	107 188	99,506 00	99,506 00	107,188	7,682	2 06	4,500	4 20	12/31/2009
FEDRGB	3134A4DY7 FEDERAL HOME LOAN MORTGAGE CORP DTD 03/15/2001 5.625% 03/15/2011	100,000.000000	105.844	107,084.70	107,084.70	105,844	1,241-	2.03	5,625	5.31	12/31/2009
	3134A4TZ7 FEDERAL HOME LOAN MORTGAGE CORP DTD 7/18/03 4.5% 07/15/2013	100,000.000000	107.938	100,554.50	100,554.50	107,938	7,384	2.07	4,500	4.17	12/31/2009

FNMAGB	31359MNU3 FED NATL MTG ASSN DTD 7/26/02 5.25% 08/01/2012	100,000.000000	106.713	103,569 50	103,569 50	106,713	3,144	2 05	5,250	4.92	12/31/2009
	31371KWE7 FED NATL MTG ASSN FED NATL MORT ASSOC DTD 11/01/2002 POOL #254545 5% 12/01/2017 OFV 200,000	37,705.130000	105.387	37,976.12	37,976.12	39,736	1,760	0.76	1,885	4.74	12/31/2009
FIHBX	31420B300 FEDERATED HIGH YIELD BOND INST CL FUND # 900	7,464.406000	9 520	66,463 00	66,463 00	71,061	4,598	1.36	5,882	8 28	12/31/2009
QISGX	31421R759 FEDERATED MDT SMALL CAP GROWTH FUND CL I FUND #284	6,256.963000	8.520	59,224.25	59,224.25	53,309	5,915-	1.02		0.00	12/31/2009
FGFIX	31428Q887 FEDERATED MORTGAGE INSTITUTIONAL CLASS FD CL I FUND # 835	13,588.766000	9 830	135,480 00	135,480.00	133,578	1,902-	2 57	6,699	5 02	12/31/2009
FSRIX	315920801 FIDELITY ADVISOR STRATEGIC INC FD CLASS I FUND 648	11,383 333000	12 250	140,698 00	140,698 00	139,446	1,252-	2.68	6,409	4 60	12/31/2009
FCX	35671D857 FREEPORT MCMORAN CPR & GOLD CLASS B	100.000000	80.290	5,861.99	5,861.99	8,029	2,167	0.15	60	0.75	12/31/2009
GE	369604103 GENERAL ELECTRIC COMPANY COMMON	735 000000	15 130	18,847 28	18,847 28	11,121	7,727-	0 21	294	2 64	12/31/2009
GPC	372460105 GENUINE PARTS COMPANY COMMON	200.000000	37.960	7,688.00	7,688.00	7,592	96-	0.15	320	4.21	12/31/2009
GILD	375558103 GILEAD SCIENCES, INC.	260 000000	43 270	11,142.30	11,142 30	11,250	108	0 22		0 00	12/31/2009
GOOG	38259P508 GOOGLE INC COMMON	40.000000	619 980	11,178.40	11,178 40	24,799	13,621	0 48		0 00	12/31/2009

HAINX	411511306 HARBOR INTERNATIONAL FUND INST CLASS #11	4,658.546000	54.870	233,143.68	233,143.68	255,614	22,471	4.91	3,284	1.28	12/31/2009
HPQ	428236103 HEWLETT PACKARD COMPANY COMMON	430 000000	51.510	16,417 48	16,417.48	22,149	5,732	0 43	138	0 62	12/31/2009
INTC	458140100 INTEL COMMON	1,230 000000	20 400	25,092 00	25,092 00	25,092		0 48	689	2 75	12/31/2009
IBM	459200101 INTERNATIONAL BUSINESS MACHINES COMMON	200.000000	130.900	21,609.98	21,609.98	26,180	4,570	0.50	440	1.68	12/31/2009
EEM	464287234 ISHARES MSCI EMERGING MARKETS INDEX	6,320.000000	41.500	216,269.99	216,269.99	262,280	46,010	5.04	152	0.06	12/31/2009
EFA	464287465 ISHARES MSCI EAFE INDEX FUND	5,514.000000	55.280	278,629.68	278,629.68	304,814	26,184	5.85	7,946	2.61	12/31/2009
IJK	464287606 ISHARES S&P MIDCAP 400/GROWTH COMMON	2,737 000000	77 710	201,041 64	201,041 64	212,692	11,651	4 09	2,362	1 11	12/31/2009
IJJ	464287705 ISHARES S&P MIDCAP 400/BARRA VAL	4,848.000000	65.940	301,838.49	301,838.49	319,677	17,839	6.14	8,426	2.64	12/31/2009
CFT	464288620 ISHARES LEHMAN CREDIT BOND FUND	1,380.000000	100 530	138,714 77	138,714 77	138,731	17	2.66	6,872	4 95	12/31/2009
SLV	46428Q109 ISHARES SILVER TRUST	750.000000	16.539	10,612.50	10,612.50	12,404	1,792	0.24		0.00	12/31/2009
JPM	46625H100 J P MORGAN CHASE & CO COMMON	300.000000	41.670	11,206.18	11,206.18	12,501	1,295	0.24	60	0.48	12/31/2009
JNJ	478160104 JOHNSON & JOHNSON COMMON	290 000000	64 410	12,637.68	12,637 68	18,679	6,041	0 36	568	3 04	12/31/2009
JCI	478366107 JOHNSON CONTROLS INC	200.000000	27.240	4,982.00	4,982.00	5,448	466	0.10	104	1.91	12/31/2009

	COMMON										
JOYG	481165108 JOY GLOBAL INC COMMON	50.000000	51.570	2,473.50	2,473.50	2,579	105	0.05	35	1.36	12/31/2009
KFT	50075N104 KRAFT FOODS INC-A COMMON	530.000000	27.180	17,839.30	17,839.30	14,405	3,434-	0.28	615	4.27	12/31/2009
LOW	548661107 LOWE'S COMPANIES INC COMMON	310.000000	23.390	6,181.37	6,181.37	7,251	1,070	0.14	112	1.54	12/31/2009
MDT	585055106 MEDTRONIC INC COMMON	340 000000	43 980	16,886 65	16,886 65	14,953	1,933-	0 29	279	1 86	12/31/2009
MRK	58933Y105 MERCK & CO INC COMMON	470 000000	36 540	13,679 17	13,679 17	17,174	3,495	0 33	714	4.16	12/31/2009
	5901884M7 MERRILL LYNCH & CO DTD 05/16/06 6 05% 05/16/2016	100,000.000000	100.900	102,247.00	102,247.00	100,900	1,347-	1.94	6,050	6.00	12/31/2009
MET	59156R108 METLIFE INC COMMON	230 000000	35 350	8,284 44	8,284.44	8,131	154-	0.16	170	2 09	12/31/2009
MSFT	594918104 MICROSOFT CORP COMMON	1,720.000000	30 480	39,797.82	39,797 82	52,426	12,628	1 01	894	1 71	12/31/2009
MON	61166W101 MONSANTO CO COMMON	110.000000	81 750	8,474 40	8,474 40	8,993	518	0 17	117	1 30	12/31/2009
NOV	637071101 NATIONAL-OILWELL INC COMMON	250.000000	44.090	10,757.29	10,757.29	11,023	265	0.21		0.00	12/31/2009
NOSGX	665162400 NORTHERN SMALL CAP VALUE FUND # 603	8,814.149000	12 290	102,647.00	102,647 00	108,326	5,679	2 08	864	0 80	12/31/2009
OXY	674599105 OCCIDENTAL PETROLEUM CO. COMMON	140 000000	81 350	9,848 26	9,848 26	11,389	1,541	0 22	185	1.62	12/31/2009
ORCL	68389X105 ORACLE SYS CORP COMMON	770.000000	24.530	12,165.92	12,165.92	18,888	6,722	0.36	154	0.82	12/31/2009
PFORX	693390882 PIMCO FOREIGN BOND (US DOLLAR HEDGED)	6,776.645000	10.000	64,146.72	64,146.72	67,766	3,620	1.30	2,643	3.90	12/31/2009

	FUND CLASS I #103										
PLL	696429307 PALL CORPORATION COMMON	420.000000	36.200	11,149.57	11,149.57	15,204	4,054	0.29	244	1.60	12/31/2009
PH	701094104 PARKER HANNIFIN CORP COMMON	100.000000	53 880	5,219 83	5,219 83	5,388	168	0 10	100	1 86	12/31/2009
JCP	708160106 J.C. PENNEY COMPANY INC COMMON	190.000000	26.610	6,796.30	6,796.30	5,056	1,740-	0.10	152	3.01	12/31/2009
PEP	713448108 PEPSICO INC COMMON	300.000000	60.800	554.75	554.75	18,240	17,685	0.35	540	2.96	12/31/2009
PBR	71654V408 PETROLEO BRASILEIRO SA PETROBRAS COMMON	110 000000	47 680	5,018 20	5,018.20	5,245	227	0 10	39	0.75	12/31/2009
PM	718172109 PHILLIP MORRIS INTL INC COMMON	190.000000	48.190	8,310.58	8,310.58	9,156	846	0.18	441	4.81	12/31/2009
PCRIX	722005667 PIMCO COMMODITY REAL RETURN STRATEGY FUND CLASS I #45	18,220 398000	8 280	141,764 00	141,764.00	150,865	9,101	2 90	9,037	5 99	12/31/2009
POT	73755L107 POTASH CORP OF SASKATCHEWAN	60.000000	108.500	5,890.20	5,890.20	6,510	620	0.12	24	0.37	12/31/2009
PX	74005P104 PRAXAIR INC COMMON	50.000000	80.310	3,908 00	3,908 00	4,016	108	0.08	80	1 99	12/31/2009
TREBX	74144Q401 T ROWE PRICE INSTITUTIONAL EMERGING MARKETS BOND FD INST CL FUND # 163	7,169 197000	9 240	66,100 00	66,100 00	66,243	143	1 27	5,370	8 11	12/31/2009
PG	742718109 PROCTER AND GAMBLE COMMON	290 000000	60 630	17,702 00	17,702 00	17,583	119-	0 34	510	2 90	12/31/2009
QCOM	747525103 QUALCOMM INC COMMON	130.000000	46.260	4,004.57	4,004.57	6,014	2,009	0.12	88	1.47	12/31/2009

RTN	755111507 RAYTHEON COMPANY COMMON	100 000000	51 520	5,249 00	5,249 00	5,152	97-	0 10	124	2 41	12/31/2009
GLD	78463V107 SPDR GOLD TRUST	100.000000	107.310	7,583.99	7,583.99	10,731	3,147	0.21		0.00	12/31/2009
STJ	790849103 ST JUDE MEDICAL INC COMMON	130.000000	36.780	5,141.48	5,141.48	4,781	360-	0.09		0.00	12/31/2009
SLB	806857108 SCHLUMBERGER LTD COMMON	240 000000	65.090	13,759 99	13,759 99	15,622	1,862	0 30	202	1 29	12/31/2009
SPLS	855030102 STAPLES INC COMMON	720 000000	24.590	13,356 00	13,356 00	17,705	4,349	0 34	238	1 34	12/31/2009
STT	857477103 STATE STREET CORP COMMON	190 000000	43 540	7,818.84	7,818.84	8,273	454	0 16	8	0 09	12/31/2009
SU	867224107 SUNCOR ENERGY, INC	180 000000	35.310	5,949 40	5,949 40	6,356	406	0 12	68	1 08	12/31/2009
SYY	871829107 SYSCO CORPORATION COMMON	440.000000	27.940	10,868.78	10,868.78	12,294	1,425	0.24	440	3.58	12/31/2009
TGT	87612E106 TARGET CORP COM COMMON	70.000000	48.370	3,508 40	3,508 40	3,386	123-	0.06	48	1 41	12/31/2009
TEVA	881624209 TEVA PHARMACEUTICAL INDS LTD ADR COMMON	40 000000	56 180	1,978.00	1,978 00	2,247	269	0.04	19	0 86	12/31/2009
TWX	887317303 TIME WARNER INC COMMON	230.000000	29.140	5,181.47	5,181.47	6,702	1,521	0.13	173	2.57	12/31/2009
TRV	89417E109 THE TRAVELERS COMPANIES INC COMMON	150.000000	49.860	4,637.91	4,637.91	7,479	2,841	0.14	198	2.65	12/31/2009
USB	902973304 US BANCORP COMMON	480.000000	22.510	15,091 46	15,091 46	10,805	4,287-	0 21	96	0 89	12/31/2009
UL	904767704 UNILEVER PLC-SPONSORED ADR	380 000000	31 900	9,203.60	9,203 60	12,122	2,918	0 23	382	3 15	12/31/2009
UNP	907818108 UNION PACIFIC	130.000000	63.900	7,712.90	7,712.90	8,307	594	0.16	140	1.69	12/31/2009

	CORP. COMMON										
UPS	911312106 UNITED PARCEL SERVICES B	120.000000	57.370	6,353.76	6,353.76	6,884	531	0.13	216	3.14	12/31/2009
UTX	913017109 UNITED TECHNOLOGIES COMMON	190.000000	69.410	11,076.59	11,076.59	13,188	2,111	0.25	293	2.22	12/31/2009
VFIIX	922031307 VANGUARD GNMA FUND #36 CL INV	12,486 312000	10 640	134,310 00	134,310.00	132,854	1,456-	2 55	5,344	4 02	12/31/2009
V	92826C839 VISA INC CLASS A SHARES COMMON	90 000000	87 460	6,079 49	6,079.49	7,871	1,792	0 15	45	0.57	12/31/2009
VOD	92857W209 VODAFONE GROUP PLC COMMON	420.000000	23.090	8,164.80	8,164.80	9,698	1,533	0.19	542	5.59	12/31/2009
WMT	931142103 WAL - MART STORES COMMON	130.000000	53 450	6,511.69	6,511 69	6,949	437	0 13	142	2 04	12/31/2009
WAG	931422109 WALGREENS COMMON	180 000000	36 720	5,594 38	5,594.38	6,610	1,015	0 13	99	1 50	12/31/2009
WLP	94973V107 WELLPOINT INC COMMON	170.000000	58.290	5,779.98	5,779.98	9,909	4,129	0.19		0.00	12/31/2009
WFC	949746101 WELLS FARGO & CO COMMON	390.000000	26.990	11,883.56	11,883.56	10,526	1,357-	0.20	78	0.74	12/31/2009
YHOO	984332106 YAHOO INC COMMON	530.000000	16.780	7,992.40	7,992.40	8,893	901	0.17		0.00	12/31/2009
ACN	G1151C101 ACCENTURE PLC CL A	140 000000	41 500	4,760 00	4,760.00	5,810	1,050	0 11	105	1 81	12/31/2009
RIG	H8817H100 TRANSOCEAN LTD	99.000000	82 800	6,722.41	6,722 41	8,197	1,475	0.16		0 00	12/31/2009
	Total Portfolio			4,891,949.95	4,891,949.95	5,206,999	315,049	100.00	165,543	3.18	

William A. Smith Item XXII Trust – ID#56-6042630
Statement Re: Election Under Section 4942(h) (2), IRC
For the year ended December 31, 2009

The above named Foundation elects to apply $55,904 of 2009 Qualifying distributions as indicated below in accordance with Section 4942(h)(2), IRC and Regulation 53.4942(a)-3(d)(2)

APPLIED TO:	AMOUNT
Corpus	$55,904

Note: The corpus distribution is for the purpose described in Section 4942(g)(3),IRC.

Branch Banking & Trust
Janice J. Hanson (Trust Tax Officer)
Foundation Manager

5/4/10
Date

Back Save

	Cost	FMV
Cash	9,311.89	9,311.89
Savings	88 141.70	88,141.70
Sec	4,194,496.36	5,109,545.41