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

2009

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

For calendar year 2009, or tax year beginning

, 2009, and ending

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 The Eleanor H Barnhardt Charitable Trust DBA The James & Eleanor Barnhardt Foundation Number and street (or P O box number if mail is not delivered to street address) Room/suite 2032 Princeton Avenue	A Employer identification number 56-6269136	
	City or town Charlotte	State ZIP code NC 28207	B Telephone number (see the instructions) (704) 377-1008
	H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	C If exemption application is pending, check here ► <input type="checkbox"/> D 1 Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>	
	I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► \$ 1,270,620.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 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 (att sch)	1,365.			
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	52,231.	52,231.		
	5a Gross rents				
	b Net rental income or (loss)		L-6a Stmt		
	6a Net gain/(loss) from sale of assets not on line 10	1,595.			
	b Gross sales price for all assets on line 6a	100,018.			
	7 Capital gain net income (from Part IV, line 2)		1,595.		
	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/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	55,191.	53,826.			
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	500.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	383.			
	b Accounting fees (attach sch)	420.	420.		
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule) See Line 18 Stmt	1,289.	27.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	201.	67.		
	24 Total operating and administrative expenses. Add lines 13 through 23	2,793.	514.		
	25 Contributions, gifts, grants paid	66,280.			66,280.
26 Total expenses and disbursements. Add lines 24 and 25	69,073.	514.		66,280.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-13,882.				
b Net investment income (if negative, enter -0-)		53,312.			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	11,312.	10,476.	10,476.	
	2	43,871.	33,230.	33,230.	
	3				
	Less: allowance for doubtful accounts				
	4				
	Less: allowance for doubtful accounts				
	5				
	6				
	7				
	8				
	9				
	10a				
	b Investments — corporate stock (attach schedule) L-10b Stmt	398,914.	398,882.	949,281.	
	c Investments — corporate bonds (attach schedule) L-10c Stmt	292,068.	290,425.	273,433.	
	11				
	Investments — land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)					
12					
Investments — mortgage loans					
13					
Investments — other (attach schedule) L-13 Stmt	4,930.	4,200.	4,200.		
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 instructions. Also, see page 1, item I)	751,095.	737,213.	1,270,620.		
LIABILITIES	17				
	18				
	19				
	20				
	21				
	22				
	23 Total liabilities (add lines 17 through 22)				
NET ASSETS	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24				
	25				
	26				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	27				
	28				
	29				
	30 Total net assets or fund balances (see the instructions)	751,095.	737,213.		
	31 Total liabilities and net assets/fund balances (see the instructions)	751,095.	737,213.		

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	751,095.
2	Enter amount from Part I, line 27a	2	-13,882.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	737,213.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	737,213.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Morgan J P & Co		P	05/12/99	01/15/09
b Pennzoil-Quaker Stat		P	05/12/99	04/01/09
c Wells Fargo		P	12/20/93	01/02/09
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 50,000.		48,396.	1,604.	
b 50,000.		49,995.	5.	
c 18.		32.	-14.	
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any		
a			1,604.	
b			5.	
c			-14.	
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	1,595.
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 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 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 (column (b) divided by column (c))
2008			
2007			
2006			
2005			
2004			

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

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1	
Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.)	
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b	1 1,066.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2 0.
3 Add lines 1 and 2	3 1,066.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4 0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5 1,066.
6 Credits/Payments	
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a 1,320.
b Exempt foreign organizations – tax withheld at source	6b
c Tax paid with application for extension of time to file (Form 8868)	6c
d Backup withholding erroneously withheld	6d
7 Total credits and payments Add lines 6a through 6d	7 1,320.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	10 254.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ►	11 Refunded 254.

Part VII-A | Statements Regarding Activities

1 a 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?

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b		
5	X	
6	X	
7	X	
8b	X	
9	X	
10	X	

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

c Did the foundation file Form 1120-POL for this year?

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

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If 'Yes,' has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If 'Yes,' attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

• By language in the governing instrument, or

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► _____

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

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If 'Yes,' complete Part XIV

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities Continued

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions) 11 X

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12 X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X

Website address ► N/A

14 The books are in care of ► Sadler Barnhardt Telephone no. ► (704) 377-1008
Located at ► 2032 Princeton Ave, Charlotte, NC ZIP + 4 ► 28207-2430

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.

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 the instructions)? ► 1b

Organizations relying on a current notice regarding disaster assistance check here ►

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? ► 1c X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? □ Yes No
If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__

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 the instructions) ► 2b

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
► 20__ , 20__ , 20__ , 20__

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? □ Yes No

b If 'Yes,' did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) ► 3b

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ► 4a X

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? ► 4b X

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

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

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

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

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

(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 instructions)

(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

Yes No

Yes No

Yes No

Yes No

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

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?

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?

5b

6b

X

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 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
Elenor H Barnhardt 8919 Park Rd, Apt 38 Charlotte, NC 28210	Trustee 0.00	100.	0.	0.
Sadler H Barnhardt 2032 Princeton Ave Charlotte, NC 28207	Trustee 0.00	100.	0.	0.
James H Barnhardt Jr 3136 Clarendon Rd Charlotte, NC 28211	Trustee 0.00	100.	0.	0.
See Information about Officers, Directors, Trustees, Etc		200.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 – see 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				
0				
0				
0				
0				

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 instructions). If none, enter 'NONE.'

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

Total number of others receiving over \$50,000 for professional services ► 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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	
2	

All other program-related investments See instructions

3	

Total. Add lines 1 through 3 ►

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:

1a	1,167,043.
1b	49,445.
1c	
1d	1,216,488.
2	
3	1,216,488.
4	18,247.
5	1,198,241.
6	59,912.

a Average monthly fair market value of securities

b Average of monthly cash balances

c Fair market value of all other assets (see instructions)

d **Total** (add lines 1a, b, and c)

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

3 Subtract line 2 from line 1d

4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3
(for greater amount, see instructions)

5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4

6 **Minimum investment return.** Enter 5% of line 5

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

1 Minimum investment return from Part X, line 6

1 59,912.

2a Tax on investment income for 2009 from Part VI, line 5

2a 1,066.

b Income tax for 2009 (This does not include the tax from Part VI)

2b

c Add lines 2a and 2b

2c 1,066.

3 Distributable amount before adjustments Subtract line 2c from line 1

3 58,846.

4 Recoveries of amounts treated as qualifying distributions

4

5 Add lines 3 and 4

5 58,846.

6 Deduction from distributable amount (see instructions)

6

7 **Distributable amount as adjusted** Subtract line 6 from line 5. Enter here and on Part XIII, line 1

7 58,846.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:

1a 66,280.

a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26

1b

b Program-related investments – total from Part IX-B

2

2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes

3

3 Amounts set aside for specific charitable projects that satisfy the:

3a

a Suitability test (prior IRS approval required)

3b

b Cash distribution test (attach the required schedule)

4 66,280.

4 **Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4

5

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 instructions)

6 0.

6 **Adjusted qualifying distributions.** Subtract line 5 from line 4

6 66,280.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				58,846.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only . . .				65,738.
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	0.			
b From 2005	0.			
c From 2006	0.			
d From 2007	0.			
e From 2008	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 66,280.				
a Applied to 2008, but not more than line 2a				65,738.
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2009 distributable amount				542.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				58,304.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)		0.		
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9:				
a Excess from 2005	0.			
b Excess from 2006	0.			
c Excess from 2007	0.			
d Excess from 2008	0.			
e Excess from 2009	0.			

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

N/A

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				<input type="checkbox"/> 4942(j)(3) or	<input type="checkbox"/> 4942(j)(5)
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)(ii)					
(3)	Largest amount of support from an exempt organization					
(4)	Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year — see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

Sadler H Barnhardt

2032 Princeton Ave

Charlotte

NC 28207

(704) 377-1008

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

Detailed request data and copy of exemption certificate.

c Any submission deadlines:

NONE

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

See Additional Information attached

Part XV | Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
Shepard's Center of Charlotte				
Charlotte NC Community Link	None	Tax Exempt Org	Support Program Services Support Program	1,000.
Charlotte NC Crisis Assistance Ministries	None	Tax Exempt Org	Services	400.
Charlotte NC Asbury College	None	Tax Exempt Org	Support Program Services Support Program	1,000.
Wilmore KY WISH Program	None	College	Services Support Progam	1,000.
Charlotte NC Housing Opportunity Foundation	None	Tax Exempt Org	Services Support Program	100.
Charlotte NC Kid's Voting	None	Tax Exempt Org	Services Support Program	100.
Charlotte NC Covenant Presbyterian Church	None	Tax Exempt Org	Services Support Program	250.
Charlotte NC N Power Charlotte Region	None	Tax Exempt Org	Services Support Program	6,100.
Charlotte NC See Line 3a statement	None	Tax Exempt Org	Services	1,000.
				55,330.
Total				► 3a 66,280.
<i>b Approved for future payment</i>				
Total				► 3b
BAA		TEEA0501	07/06/09	Form 990-PF (2009)

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 the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities				14	52,231.
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	1,595.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)					53,826.
13 Total. Add line 12, columns (b), (d), and (e)					13 53,826.

(See worksheet in the instructions for line 13 to verify calculations)

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash
- (2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

	Yes	No
1a (1)		X
1a (2)		X
1b (1)		X
1b (2)		X
1b (3)		X
1b (4)		X
1b (5)		X
1b (6)		X
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.

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

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

Signature of officer or trustee		Date	Title	
Paid Preparer's Use Only 		06/16/10	Check if self-employed <input type="checkbox"/>	Preparer's Identifying number (See Signature in the instrs)
Firm's name (or yours if self-employed), address, and ZIP code		EIN <input type="checkbox"/>		
Christopher Kemp PC, CPA PO Box 726 Troutman		NC 28166-9612 Phone no <input type="checkbox"/>		

BAA

Supporting Statement of:

Form 990-PF, p1/Line 1(a)

Description	Amount
<u>Contributions:</u>	
N Van Nort	500.
K Van Nort	865.
Total	<u>1,365.</u>

Name	Employer Identification Number		
The Eleanor H Barnhardt Charitable Trust DBA The James & Eleanor Barnhardt Foundation			
56-6269136			
Asset Information:			
Description of Property	Morgan J P & Co Medium Term		
Date Acquired	05/12/99	How Acquired	Purchased
Date Sold	01/15/09	Name of Buyer	
Sales Price	50,000.	Cost or other basis (do not reduce by depreciation)	48,396.
Sales Expense		Valuation Method	
Total Gain (Loss)	1,604.	Accumulation Depreciation	
Description of Property	Pennzoil-Quaker Stat		
Date Acquired	05/12/99	How Acquired	Purchased
Date Sold	04/01/09	Name of Buyer	
Sales Price	50,000.	Cost or other basis (do not reduce by depreciation)	49,995.
Sales Expense		Valuation Method	
Total Gain (Loss)	5.	Accumulation Depreciation	
Description of Property	Wells Fargo & Co		
Date Acquired	12/20/93	How Acquired	Purchased
Date Sold	01/02/09	Name of Buyer	
Sales Price	18.	Cost or other basis (do not reduce by depreciation)	32.
Sales Expense		Valuation Method	
Total Gain (Loss)	-14.	Accumulation Depreciation	
Description of Property			
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)		Accumulation Depreciation	
Description of Property			
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)		Accumulation Depreciation	
Description of Property			
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)		Accumulation Depreciation	
Description of Property			
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)		Accumulation Depreciation	
Description of Property			
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)		Accumulation Depreciation	
Description of Property			
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)		Accumulation Depreciation	

Additional Information**Part XV question 2d:**

Gifts & grants can be given to any non-profit institution exempt from tax under code section 501(C) (3), to public bodies & agencies, to charitable hospitals & institutions providing care for physically or emotionally ill, to religious organizations, churches, colleges, universities, hospitals, orphanages, community chests, inter-faith groups, conferences, or other agencies promoting the welfare of humanity.

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Foreign taxes paid	27.	27.		
Federal Tax	1,262.			
Total	<u>1,289.</u>	<u>27.</u>		

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Dues & Subscriptions	67.	67.		
Meals	134.			
Total	<u>201.</u>	<u>67.</u>		

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> Dorothy Barnhardt 3136 Clarendon Rd				
Charlotte, NC 28211	Trustee 0.00	100.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> Deborah Barnhardt 2032 Princeton Ave	Trustee 0.00	100.	0.	0.
Charlotte, NC 28207				

Total

200. 0. 0.

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
<i>a Paid during the year</i>				
<u>Charlotte Latin</u>	<u>None</u>	<u>School</u>	<u>Support Program</u>	Person or Business <input checked="" type="checkbox"/> 7,000.
<u>Charlotte NC</u>			<u>Services</u>	
<u>SMU Letterman's Assoc</u>	<u>None</u>	<u>Tax Exempt</u>	<u>Support Program</u>	Person or Business <input checked="" type="checkbox"/> 130.
<u>Dallas TX</u>		<u>Org</u>	<u>Services</u>	
<u>Communities in Schools</u>	<u>None</u>	<u>Tax Exempt</u>	<u>Support Program</u>	Person or Business <input checked="" type="checkbox"/> 1,500.
<u>Charlotte NC</u>		<u>Org</u>	<u>Services</u>	
<u>Hospice Care Charlotte Region</u>	<u>None</u>	<u>Tax Exempt</u>	<u>Support Program</u>	Person or Business <input checked="" type="checkbox"/> 1,000.
<u>Charlotte NC</u>		<u>Org</u>	<u>Services</u>	
<u>Loaves And Fishes</u>	<u>None</u>	<u>Tax Exempt</u>	<u>Support Program</u>	Person or Business <input checked="" type="checkbox"/> 1,000.
<u>Charlotte NC</u>		<u>Org</u>	<u>Services</u>	
<u>Hospitality House of Charlotte</u>	<u>None</u>	<u>Tax Exempt</u>	<u>Support Program</u>	Person or Business <input checked="" type="checkbox"/> 1,000.
<u>Charlotte NC</u>		<u>Org</u>	<u>Services</u>	
<u>Second Harvest Food Bank of Metrolina</u>	<u>None</u>	<u>Tax Exempt</u>	<u>Support Program</u>	Person or Business <input checked="" type="checkbox"/> 1,000.
<u>Charlotte NC</u>		<u>Org</u>	<u>Services</u>	
<u>Charlotte Museum of History</u>	<u>None</u>	<u>Tax Exempt</u>	<u>Support Program</u>	Person or Business <input checked="" type="checkbox"/> 1,500.
<u>Charlotte NC</u>		<u>Org</u>	<u>Services</u>	
<u>Thompson Children and Family Focus</u>	<u>None</u>	<u>Tax Exempt</u>	<u>Support Program</u>	Person or Business <input checked="" type="checkbox"/> 1,000.
<u>Charlotte NC</u>		<u>Org</u>	<u>Services</u>	
<u>Wing Haven</u>	<u>None</u>	<u>College</u>	<u>Support Program</u>	Person or Business <input checked="" type="checkbox"/> 2,000.
<u>Charlotte NC</u>			<u>Services</u>	
<u>Grandfather Home</u>	<u>None</u>	<u>Tax Exempt</u>	<u>Support Program</u>	Person or Business <input checked="" type="checkbox"/> 2,000.
<u>Banner Elk NC</u>		<u>Org</u>	<u>Services</u>	
<u>Historic Rosedale</u>	<u>None</u>	<u>Tax Exempt</u>	<u>Support Program</u>	Person or Business <input checked="" type="checkbox"/> 500.
<u>Charlotte NC</u>		<u>Org</u>	<u>Services</u>	
<u>Teen Health Connection</u>	<u>None</u>	<u>Tax Exempt</u>	<u>Support Program</u>	Person or Business <input checked="" type="checkbox"/> 1,500.
<u>Charlotte NC</u>		<u>Org</u>	<u>Services</u>	
<u>UMAR</u>	<u>None</u>	<u>Tax Exempt</u>	<u>Support Program</u>	Person or Business <input checked="" type="checkbox"/> 500.
<u>Charlotte NC</u>		<u>Org</u>	<u>Services</u>	
<u>Union-PSCE Charlotte</u>	<u>None</u>	<u>School</u>	<u>Support Program</u>	Person or Business <input checked="" type="checkbox"/> 1,000.
<u>Charlotte NC</u>			<u>Services</u>	

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
<u>a Paid during the year</u>				
<u>Presbyterian College</u>	<u>None</u>	<u>College</u>	<u>Support Program</u>	Person or Business <input checked="" type="checkbox"/> 2,000.
<u>Clinton SC</u>			<u>Services</u>	
<u>US National Whitewater Center</u>	<u>None</u>	<u>Tax Exempt</u>	<u>Support Program</u>	Person or Business <input checked="" type="checkbox"/> 2,000.
<u>Charlotte NC</u>		<u>Org</u>	<u>Services</u>	
<u>YMCA of Greater Charlotte</u>	<u>None</u>	<u>Tax Exempt</u>	<u>Support Program</u>	Person or Business <input checked="" type="checkbox"/> 2,000.
<u>Charlotte NC</u>		<u>Org</u>	<u>Services</u>	
<u>A Child's Place</u>	<u>None</u>	<u>Tax Exempt</u>	<u>Support Program</u>	Person or Business <input checked="" type="checkbox"/> 1,000.
<u>Charlotte NC</u>		<u>Org</u>	<u>Services</u>	
<u>Charlotte Rescue Mission</u>		<u>Exempt</u>	<u>Support Program</u>	Person or Business <input checked="" type="checkbox"/> 2,000.
<u>Charlotte NC</u>		<u>Org</u>	<u>Services</u>	
<u>Foundation of the Carolinas</u>		<u>Tax Exempt</u>	<u>Support Program</u>	Person or Business <input checked="" type="checkbox"/> 1,000.
<u>Charlotte NC</u>		<u>Org</u>	<u>Services</u>	
<u>Jr. Achievement of the Central Carolinas</u>		<u>Tax Exempt</u>	<u>Support Program</u>	Person or Business <input checked="" type="checkbox"/> 1,000.
<u>Charlotte NC</u>		<u>Org</u>	<u>Services</u>	
<u>SC Aquarium</u>		<u>Tax Exempt</u>	<u>Support Program</u>	Person or Business <input checked="" type="checkbox"/> 500.
<u>Columbia SC</u>		<u>Org</u>	<u>Services</u>	
<u>The Lynwood Foundation</u>		<u>Tax Exempt</u>	<u>Support Program</u>	Person or Business <input checked="" type="checkbox"/> 2,500.
<u>Charlotte NC</u>		<u>Org</u>	<u>Services</u>	
<u>UNC-TV</u>		<u>Tax Exempt</u>	<u>Support Program</u>	Person or Business <input checked="" type="checkbox"/> 500.
<u>Charlotte NC</u>		<u>Org</u>	<u>Services</u>	
<u>WFAE</u>		<u>Tax Exempt</u>	<u>Support Program</u>	Person or Business <input checked="" type="checkbox"/> 500.
<u>Charlotte NC</u>		<u>Org</u>	<u>Services</u>	
<u>Duke University</u>			<u>Support Program</u>	Person or Business <input type="checkbox"/> 500.
<u>Durham NC</u>		<u>School</u>	<u>Services</u>	
<u>Queen's University of Charlotte</u>			<u>Support Services</u>	Person or Business <input type="checkbox"/> 7,000.
<u>Charlotte NC</u>		<u>College</u>		
<u>Friendship Trays</u>			<u>Support Program</u>	Person or Business <input type="checkbox"/> 1,000.
<u>Charlotte NC</u>		<u>Tax Exempt</u>	<u>Services</u>	
<u>Kappa Delta Foundation</u>		<u>Org</u>	<u>Support Program</u>	Person or Business <input type="checkbox"/> 100.
<u>Charlotte NC</u>		<u>Tax Exempt</u>	<u>Services</u>	

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
<u>Empty Stocking Fund</u>			<u>Support Program</u>	Person or <input type="checkbox"/>
<u>Charlotte NC</u>		<u>Tax Exempt</u> Org	<u>Services</u>	100.
<u>Habitat for Humanity</u>			<u>Support Program</u>	Person or <input type="checkbox"/>
<u>Charlotte NC</u>		<u>Tax Exempt</u> Org	<u>Services</u>	1,000.
<u>Florence Crittenton Services</u>			<u>Support Services</u>	Person or <input type="checkbox"/>
<u>Raleigh NC</u>		<u>Tax Exempt</u> Org	<u>Services</u>	1,000.
<u>Children's Theatre of Charlotte</u>			<u>Support Program</u>	Person or <input type="checkbox"/>
<u>Charlotte NC</u>		<u>Tax Exempt</u> Org	<u>Services</u>	500.
<u>Caldwell Memorial Presbyterian Church</u>			<u>Support Program</u>	Person or <input type="checkbox"/>
<u>Hickory NC</u>		<u>Tax Exempt</u> Org	<u>Services</u>	1,000.
<u>Sharon Towers</u>			<u>Support Program</u>	Person or <input type="checkbox"/>
<u>Charlotte NC</u>		<u>Tax Exempt</u> Org	<u>Services</u>	2,000.
<u>Crossnore School</u>				Person or <input type="checkbox"/>
<u>Charlotte NC</u>		<u>School</u>	<u>Program Services</u>	1,000.
<u>Alexander Youth Network</u>			<u>Support Program</u>	Person or <input type="checkbox"/>
<u>Charlotte NC</u>		<u>Tax Exempt</u> Org	<u>Services</u>	2,500.

Total

55,330.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
<u>Abbott Labs</u>	<u>8,745.</u>	<u>91,783.</u>
<u>BB&T Corp</u>	<u>39,054.</u>	<u>56,474.</u>
<u>AT&T</u>	<u>19,438.</u>	<u>74,280.</u>
<u>BP Amoco PLC</u>	<u>29,386.</u>	<u>74,897.</u>
<u>Bristol-Myers Squib Corp</u>	<u>15,656.</u>	<u>30,300.</u>
<u>Camden Property Trust</u>	<u>34,900.</u>	<u>40,252.</u>
<u>FPL Group Inc</u>	<u>17,019.</u>	<u>57,996.</u>
<u>Idearc</u>	<u>567.</u>	<u>0.</u>
<u>General Electric Corp</u>	<u>3,333.</u>	<u>54,468.</u>
<u>Hershey Foods Corp</u>	<u>45,500.</u>	<u>35,790.</u>

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Continued

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
IBM	6,000.	29,322.
JP Morgan & Co Inc.	22,141.	77,090.
3M Company	6,004.	82,670.
Motorola	34,271.	16,296.
Proctor & Gamble	19,352.	115,197.
Scana Corp	34,111.	47,100.
Verizon Communications	13,774.	18,188.
Wachovia Corp	0.	0.
Sun Life Financial Services	0.	3,274.
Hospira, Inc.	605.	8,670.
Fairpoint Communications Inc	58.	0.
Wells Fargo	15,753.	8,259.
Citigroup Ca[VIII	33,215.	26,975.
Total	<u>398,882.</u>	<u>949,281.</u>

Form 990-PF, Page 2, Part II, Line 10c
L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
American International Group	49,284.	48,966.
CitiGroup Inc Global	51,097.	51,017.
Lehman Brothers Hldgs Sr Notes	25,882.	4,875.
JP Morgan & Co	0.	0.
Pennzoil Quaker State Co	0.	0.
GMAC Senior Note	35,826.	34,250.
Household Finance Corp	31,589.	31,165.
Johnson Control Inc Note	28,735.	30,857.
Xerox Corp Note	28,806.	31,259.
Marriot Intl	39,206.	41,044.
Total	<u>290,425.</u>	<u>273,433.</u>

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Accrued bond interest	4,200.	4,200.
Total	<u>4,200.</u>	<u>4,200.</u>