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: MARION S COVINGTON FDN

A Employer identification number: 56-6286555

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 40200, FL9-100-10-19 | Room/suite

B Telephone number (see page 10 of the instructions): (877) 446-1410

City or town, state, and ZIP code: JACKSONVILLE, FL 32203-0200

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)* ▶ $ 6,671,577.

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				
	4 Dividends and interest from securities	189,955.	183,413.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-38,197.			
	b Gross sales price for all assets on line 6a 2,670,325.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)		-504.		STMT 1
	12 **Total.** Add lines 1 through 11	151,758.	182,909.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	37,605.	22,563.		15,042.
	14 Other employee salaries and wages	37,950.			37,950.
	15 Pension plans, employee benefits	5,403.			5,403.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	1,138.	NONE	NONE	1,138.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 3	1,993.	1,993.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	7,524.			7,524.
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 4	3,412.	29.		3,383.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	95,025.	24,585.	NONE	70,440.
	25 Contributions, gifts, grants paid	263,700.			263,700.
	26 **Total expenses and disbursements** Add lines 24 and 25	358,725.	24,585.	NONE	334,140.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-206,967.			
	b **Net investment income** (if negative, enter -0-)		158,324.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	NONE	NONE	
	2 Savings and temporary cash investments	1,024,893.	86,131.	86,131.
	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) ▶ *		* 21,606.	
	Less: allowance for doubtful accounts ▶	21,606.	21,606.	21,606.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)	1,078,040.	388,360.	401,743.
	b Investments - corporate stock (attach schedule)	3,885,236.	5,305,062.	5,797,703.
	c Investments - corporate bonds (attach schedule)	205,630.	205,630.	215,664.
	11 Investments - land, buildings, and equipment basis ▶ NONE			
	Less accumulated depreciation (attach schedule) ▶	NONE	NONE	
	12 Investments - mortgage loans	NONE	NONE	
	13 Investments - other (attach schedule)	227,382.	211,502.	148,730.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)	NONE	NONE	NONE
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	6,442,787.	6,218,291.	6,671,577.
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. ▶ ☒			
	27 Capital stock, trust principal, or current funds	6,442,787.	6,218,291.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds		NONE	
	30 Total net assets or fund balances (see page 17 of the instructions)	6,442,787.	6,218,291.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	6,442,787.	6,218,291.	

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	6,442,787.
2	Enter amount from Part I, line 27a	2	-206,967.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	5,104.
4	Add lines 1, 2, and 3	4	6,240,924.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	22,633.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,218,291.

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	-38,197.
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	493,832.	7,169,687.	0.06887776273
2007	410,875.	6,799,151.	0.06043033902
2006	280,372.	5,719,532.	0.04902009465
2005	225,542.	4,248,444.	0.05308814239
2004	232,298.	4,136,924.	0.05615234894

2	**Total** of line 1, column (d)	2	0.28756868773
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	0.05751373755
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	5,935,646.
5	Multiply line 4 by line 3	5	341,381.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,583.
7	Add lines 5 and 6	7	342,964.
8	Enter qualifying distributions from Part XII, line 4	8	334,140.

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 ▶ ☐ and enter 1% of Part I, line 27b		1	3,166.
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	3,166.
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	3,166.
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 1,724.		
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	1,724.
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	1,442.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 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 7			
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 ▶ BANK OF AMERICA TAX SERVICES Telephone no ▶ (877)446-1410
Located at ▶ PO BOX 40200, FL9-100-10-19, JACKSONVILLE, FL ZIP + 4 ▶ 32203-0200

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)*

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** No: 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 8		37,605.	-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	5,621,377.
b	Average of monthly cash balances	1b	404,660.
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	6,026,037.
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	6,026,037.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	90,391.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,935,646.
6	**Minimum investment return.** Enter 5% of line 5	6	296,782.

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	296,782.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	3,166.		
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,166.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	293,616.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	293,616.
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	293,616.

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	334,140.
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	334,140.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	334,140.

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					293,616.
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	29,017.				
b From 2005	19,056.				
c From 2006	1,488.				
d From 2007	81,943.				
e From 2008	138,794.				
f Total of lines 3a through e		270,298.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 334,140.					
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					293,616.
e Remaining amount distributed out of corpus		40,524.			
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		310,822.			
b Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions			NONE		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				NONE	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)		NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)		29,017.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		281,805.			
10 Analysis of line 9:					
a Excess from 2005	19,056.				
b Excess from 2006	1,488.				
c Excess from 2007	81,943.				
d Excess from 2008	138,794.				
e Excess from 2009	40,524.				

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	Prior 3 years			
	(a) 2009	(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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient 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 11				
Total . . . . . ▶ **3a**				263,700.
b *Approved for future payment*				
Total . . . . . ▶ **3b**				

56-6286555

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
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	189,955.	
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	-38,197.	
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)				151,758.	

13 **Total** Add line 12, columns (b), (d), and (e) . . . . . 13 151,758.

(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

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?

			Yes	No
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

Mary Frost

Signature of officer or trustee BANK OF AMERICA, N.A. BY: Date 04/08/2010 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	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					4,848.	
		700. AES CORP PROPERTY TYPE: SECURITIES					08/31/2007	05/07/2009
5,709.00		12,807.00					-7,098.00	
		1375. AES CORP PROPERTY TYPE: SECURITIES					08/31/2007	05/22/2009
11,861.00		25,156.00					-13,295.00	
		215. ADOBE SYS INC PROPERTY TYPE: SECURITIES					05/22/2009	10/15/2009
7,670.00		5,771.00					1,899.00	
		945. ALCOA INC PROPERTY TYPE: SECURITIES					07/23/2008	02/03/2009
7,392.00		31,274.00					-23,882.00	
		65. AMAZON COM INC PROPERTY TYPE: SECURITIES					05/22/2009	08/06/2009
5,444.00		4,972.00					472.00	
		180. AMERICAN CAP LTD COM PROPERTY TYPE: SECURITIES					11/19/2007	04/16/2009
458.00		6,941.00					-6,483.00	
		925. AMERICAN CAP LTD COM PROPERTY TYPE: SECURITIES					06/09/2006	04/16/2009
2,352.00		31,645.00					-29,293.00	
		175. AMERICAN SUPERCONDUCTOR CORP COM PROPERTY TYPE: SECURITIES					07/23/2008	05/07/2009
4,257.00		6,366.00					-2,109.00	
		365. AMERICAN SUPERCONDUCTOR CORP COM PROPERTY TYPE: SECURITIES					07/23/2008	05/22/2009
8,563.00		13,277.00					-4,714.00	
		250. APACHE CORP PROPERTY TYPE: SECURITIES					02/07/2006	05/07/2009
20,223.00		17,846.00					2,377.00	

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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)	
		75. APACHE CORP PROPERTY TYPE: SECURITIES					02/07/2006	05/22/2009
5,918.00		5,354.00					564.00	
		330. APACHE CORP PROPERTY TYPE: SECURITIES					06/09/2006	05/22/2009
26,041.00		20,037.00					6,004.00	
		40. APACHE CORP PROPERTY TYPE: SECURITIES					09/03/2009	10/05/2009
3,690.00		3,307.00					383.00	
		25. APPLE COMPUTER INC PROPERTY TYPE: SECURITIES					11/17/2008	05/07/2009
3,206.00		2,249.00					957.00	
		50. APPLE COMPUTER INC PROPERTY TYPE: SECURITIES					11/17/2008	05/22/2009
6,153.00		4,499.00					1,654.00	
		120. AUTODESK INC COM PROPERTY TYPE: SECURITIES					05/22/2009	06/19/2009
2,470.00		2,523.00					-53.00	
		120. AUTODESK INC COM PROPERTY TYPE: SECURITIES					05/22/2009	09/03/2009
2,682.00		2,523.00					159.00	
		320. AUTOMATIC DATA PROCESSING INC PROPERTY TYPE: SECURITIES					09/24/2007	05/07/2009
11,613.00		12,116.00					-503.00	
		345. AUTOMATIC DATA PROCESSING INC PROPERTY TYPE: SECURITIES					09/24/2007	05/22/2009
12,408.00		13,063.00					-655.00	
		175. AVON PRODUCTS INC PROPERTY TYPE: SECURITIES					05/22/2009	09/03/2009
5,196.00		4,523.00					673.00	
		11. BERKSHIRE HATHAWAY INC DEL CL B PROPERTY TYPE: SECURITIES					06/09/2006	05/07/2009
33,594.00		33,186.00					408.00	

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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)	
		10705. BOMBARDIER INC CL B PROPERTY TYPE: SECURITIES					06/09/2006	04/16/2009
30,937.00		31,238.00					-301.00	
		1. BOMBARDIER INC CL B PROPERTY TYPE: SECURITIES					06/09/2006	05/22/2009
3.00		3.00						
		1145. BORG WARNER INC PROPERTY TYPE: SECURITIES					05/02/2006	04/16/2009
28,877.00		35,724.00					-6,847.00	
		160. CIGNA CORP PROPERTY TYPE: SECURITIES					05/22/2009	08/26/2009
4,779.00		3,261.00					1,518.00	
		230. CIGNA CORP PROPERTY TYPE: SECURITIES					05/22/2009	10/21/2009
6,628.00		4,688.00					1,940.00	
		300. CIMAREX ENERGY CO COM PROPERTY TYPE: SECURITIES					08/31/2007	05/07/2009
8,496.00		10,742.00					-2,246.00	
		665. CIMAREX ENERGY CO COM PROPERTY TYPE: SECURITIES					08/31/2007	05/22/2009
19,893.00		23,810.00					-3,917.00	
		8241.758 CMG ULTRA SHORT TERM BOND FUND PROPERTY TYPE: SECURITIES					11/20/2008	06/03/2009
75,412.00		75,000.00					412.00	
		1709.747 CMG ULTRA SHORT TERM BOND FUND PROPERTY TYPE: SECURITIES					02/10/2009	06/03/2009
15,644.00		15,542.00					102.00	
		1040.528 CMG ULTRA SHORT TERM BOND FUND PROPERTY TYPE: SECURITIES					02/10/2009	07/22/2009
9,531.00		9,458.00					73.00	
		5506.608 CMG ULTRA SHORT TERM BOND FUND PROPERTY TYPE: SECURITIES					02/26/2009	07/22/2009
50,441.00		50,000.00					441.00	

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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)	
		2522. COLUMBIA SHORT TERM BOND FUND CLAS PROPERTY TYPE: SECURITIES					03/17/2008	01/07/2009
23,707.00		25,000.00					-1,293.00	
		10243.957 COLUMBIA SHORT TERM BOND FUND PROPERTY TYPE: SECURITIES					02/25/2008	01/07/2009
96,293.00		101,112.00					-4,819.00	
		4953.043 COLUMBIA SHORT TERM BOND FUND C PROPERTY TYPE: SECURITIES					02/25/2008	12/21/2009
49,035.00		48,888.00					147.00	
		5086.47 COLUMBIA SHORT TERM BOND FUND CL PROPERTY TYPE: SECURITIES					04/22/2008	12/21/2009
50,356.00		50,000.00					356.00	
		.869 COLUMBIA SHORT TERM BOND FUND CLASS PROPERTY TYPE: SECURITIES					01/05/2004	12/21/2009
9.00							9.00	
		115. COMCAST CORP NEW CL A PROPERTY TYPE: SECURITIES					05/22/2009	12/18/2009
1,976.00		1,654.00					322.00	
		195. CORNING INC PROPERTY TYPE: SECURITIES					05/22/2009	10/05/2009
2,842.00		2,785.00					57.00	
		250. CORNING INC PROPERTY TYPE: SECURITIES					05/22/2009	10/15/2009
3,879.00		3,571.00					308.00	
		375. CORNING INC PROPERTY TYPE: SECURITIES					05/22/2009	11/17/2009
6,335.00		5,356.00					979.00	
		160. DEAN FOODS CO NEW 00 PROPERTY TYPE: SECURITIES					05/22/2009	10/21/2009
3,026.00		2,977.00					49.00	
		55. DUN & BRADSTREET CORP DEL NEW COM PROPERTY TYPE: SECURITIES					05/22/2009	10/05/2009
4,031.00		4,454.00					-423.00	

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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)	
		1000. E M C CORP MASS PROPERTY TYPE: SECURITIES					11/29/2005	05/07/2009
12,335.00		14,122.00					-1,787.00	
		885. E M C CORP MASS PROPERTY TYPE: SECURITIES					11/29/2005	05/22/2009
10,306.00		12,498.00					-2,192.00	
		95. EOG RES INC PROPERTY TYPE: SECURITIES					05/22/2009	11/24/2009
8,347.00		6,622.00					1,725.00	
		65. ENTERGY CORP NEW COM PROPERTY TYPE: SECURITIES					05/22/2009	06/19/2009
5,037.00		4,742.00					295.00	
		30. ENTERGY CORP NEW COM PROPERTY TYPE: SECURITIES					05/22/2009	06/26/2009
2,314.00		2,189.00					125.00	
		35. EXELON CORP COM PROPERTY TYPE: SECURITIES					05/22/2009	09/03/2009
1,697.00		1,650.00					47.00	
		250. EXPEDITORS INT'L WASH INC COM PROPERTY TYPE: SECURITIES					09/05/2006	05/07/2009
8,634.00		10,193.00					-1,559.00	
		480. EXPEDITORS INT'L WASH INC COM PROPERTY TYPE: SECURITIES					09/05/2006	05/22/2009
15,286.00		19,570.00					-4,284.00	
		40. EXPRESS SCRIPTS INC CL A 00 PROPERTY TYPE: SECURITIES					05/22/2009	08/26/2009
2,878.00		2,396.00					482.00	
		50. EXPRESS SCRIPTS INC CL A 00 PROPERTY TYPE: SECURITIES					05/22/2009	09/03/2009
3,609.00		2,995.00					614.00	
		45. EXPRESS SCRIPTS INC CL A 00 PROPERTY TYPE: SECURITIES					05/22/2009	10/05/2009
3,402.00		2,696.00					706.00	

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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)	
		600. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES					09/24/2007	05/07/2009
41,081.00		30,420.00					10,661.00	
		150. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES					09/24/2007	05/22/2009
10,433.00		7,605.00					2,828.00	
		855. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES					02/04/1991	05/22/2009
59,469.00		9,165.00					50,304.00	
		85. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES					02/04/1991	06/19/2009
6,112.00		911.00					5,201.00	
		25. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES					02/04/1991	08/06/2009
1,739.00		268.00					1,471.00	
		50. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES					02/04/1991	09/03/2009
3,403.00		536.00					2,867.00	
		97. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES					02/04/1991	10/05/2009
6,527.00		1,040.00					5,487.00	
		100000. FEDERAL FARM CR BKS CONS BD PROPERTY TYPE: SECURITIES					05/22/2008	01/23/2009
100,000.00		100,250.00					-250.00	
		110000. FEDERAL HOME LN BKS CONS BD PROPERTY TYPE: SECURITIES					01/24/2008	03/12/2009
110,000.00		109,863.00					137.00	
		80000. FEDERAL HOME LN BKS CONS BD CALL PROPERTY TYPE: SECURITIES					03/07/2008	01/05/2009
80,000.00		80,000.00						
		100000. FEDERAL HOME LN BKS CONS BD CALL PROPERTY TYPE: SECURITIES					01/23/2008	03/02/2009
100,000.00		100,000.00						

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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. FEDERAL HOME LN BKS CONS BD CALL PROPERTY TYPE: SECURITIES					02/28/2008	02/25/2009
100,000.00		100,000.00						
		100000. FEDERAL HOME LN BKS CONS BD CALL PROPERTY TYPE: SECURITIES					04/03/2008	04/02/2009
100,000.00		99,800.00					200.00	
		100000. FEDERAL HOME LOAN MORTAGE CORP N PROPERTY TYPE: SECURITIES					05/03/1999	03/15/2009
100,000.00		98,953.00					1,047.00	
		620. GENERAL ELEC CO PROPERTY TYPE: SECURITIES					05/22/2009	08/06/2009
8,848.00		8,212.00					636.00	
		135. GENERAL ELEC CO PROPERTY TYPE: SECURITIES					05/22/2009	10/21/2009
2,120.00		1,788.00					332.00	
		95. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES					05/22/2009	08/26/2009
4,388.00		4,066.00					322.00	
		20. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					05/22/2009	08/26/2009
3,314.00		2,767.00					547.00	
		290. HARTFORD FINANCIAL SVCS GRP PROPERTY TYPE: SECURITIES					05/22/2009	08/06/2009
5,198.00		4,386.00					812.00	
		125. HESS CORP COM PROPERTY TYPE: SECURITIES					05/22/2009	10/05/2009
6,665.00		7,586.00					-921.00	
		95. HESS CORP COM PROPERTY TYPE: SECURITIES					05/22/2009	11/17/2009
5,536.00		5,765.00					-229.00	
		175. ILLINOIS TOOL WKS INC PROPERTY TYPE: SECURITIES					01/20/1997	05/07/2009
5,916.00		3,561.00					2,355.00	

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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)	
		350. ILLINOIS TOOL WKS INC PROPERTY TYPE: SECURITIES					01/20/1997	05/22/2009
11,561.00		7,123.00					4,438.00	
		45. INTERNATIONAL BUSINESS MACHS PROPERTY TYPE: SECURITIES					05/22/2009	10/15/2009
5,712.00		4,633.00					1,079.00	
		275. IRON MTN INC PA PROPERTY TYPE: SECURITIES					09/24/2007	05/07/2009
7,836.00		5,406.00					2,430.00	
		560. IRON MTN INC PA PROPERTY TYPE: SECURITIES					09/24/2007	05/22/2009
15,179.00		11,008.00					4,171.00	
		60. J P MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES					05/22/2009	09/03/2009
2,518.00		2,104.00					414.00	
		329. JARDINE STRATEGIC HLDGS LTD BERMUDA PROPERTY TYPE: SECURITIES					10/31/2008	04/16/2009
7,332.00		7,955.00					-623.00	
		474. JARDINE STRATEGIC HLDGS LTD BERMUDA PROPERTY TYPE: SECURITIES					10/30/2008	04/16/2009
10,564.00		10,916.00					-352.00	
		60. JARDINE STRATEGIC HLDGS LTD BERMUDA PROPERTY TYPE: SECURITIES					10/12/2008	04/16/2009
1,337.00		1,364.00					-27.00	
		57. JARDINE STRATEGIC HLDGS LTD BERMUDA PROPERTY TYPE: SECURITIES					10/29/2008	04/16/2009
1,270.00		1,070.00					200.00	
		350. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					09/24/2007	05/07/2009
19,206.00		21,905.00					-2,699.00	
		250. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					12/14/1999	05/07/2009
13,718.00		11,790.00					1,928.00	

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)	
		250. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					12/14/1999	05/22/2009
13,828.00		11,790.00					2,038.00	
		400. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					02/14/2000	05/22/2009
22,124.00		15,552.00					6,572.00	
		400. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					08/13/1998	05/22/2009
22,124.00		15,279.00					6,845.00	
		55. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					08/13/1998	08/26/2009
3,340.00		2,101.00					1,239.00	
		85. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					08/13/1998	10/21/2009
5,170.00		3,247.00					1,923.00	
		60. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					08/13/1998	11/17/2009
3,729.00		2,292.00					1,437.00	
		100. L-3 COMMUNICATIONS CORP PROPERTY TYPE: SECURITIES					05/10/2000	05/07/2009
7,704.00		2,641.00					5,063.00	
		235. L-3 COMMUNICATIONS CORP PROPERTY TYPE: SECURITIES					05/10/2000	05/22/2009
16,917.00		6,205.00					10,712.00	
		1050. LEUCADIA NATIONAL CORP PROPERTY TYPE: SECURITIES					06/09/2006	04/16/2009
19,281.00		32,185.00					-12,904.00	
		125. LIFE TIME FITNESS INC COM STK PROPERTY TYPE: SECURITIES					04/20/2006	04/16/2009
1,870.00		5,922.00					-4,052.00	
		750. LIFE TIME FITNESS INC COM STK PROPERTY TYPE: SECURITIES					04/13/2006	04/16/2009
11,222.00		35,212.00					-23,990.00	

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)	
		70. LIFE TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES					05/22/2009	10/05/2009
3,247.00		2,629.00					618.00	
		70. MCKESSON HBOC INC PROPERTY TYPE: SECURITIES					05/22/2009	06/19/2009
3,118.00		2,861.00					257.00	
		135. MERCK & CO INC PROPERTY TYPE: SECURITIES					05/22/2009	08/26/2009
4,398.00		3,548.00					850.00	
		500. MICROCHIP TECHNOLOGY INC PROPERTY TYPE: SECURITIES					02/14/2007	04/16/2009
11,271.00		18,148.00					-6,877.00	
		500. MICROCHIP TECHNOLOGY INC PROPERTY TYPE: SECURITIES					11/16/2006	04/16/2009
11,271.00		17,337.00					-6,066.00	
		15. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES					05/22/2009	09/03/2009
1,226.00		1,286.00					-60.00	
		550. NYSE EURONEXT COM PROPERTY TYPE: SECURITIES					05/02/2006	04/16/2009
11,695.00		35,756.00					-24,061.00	
		1200. NASDAQ STOCK MARKET INC COM PROPERTY TYPE: SECURITIES					11/19/2007	04/16/2009
22,682.00		50,478.00					-27,796.00	
		350. NATIONAL INSTRUMENTS CORP PROPERTY TYPE: SECURITIES					06/09/2006	05/07/2009
7,478.00		9,747.00					-2,269.00	
		750. NATIONAL INSTRUMENTS CORP PROPERTY TYPE: SECURITIES					06/09/2006	05/22/2009
15,501.00		20,886.00					-5,385.00	
		285. NEWS CORP CL A PROPERTY TYPE: SECURITIES					05/22/2009	06/19/2009
2,712.00		2,524.00					188.00	

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)	
		305. NEWS CORP CL A PROPERTY TYPE: SECURITIES					05/22/2009	06/26/2009
2,750.00		2,701.00					49.00	
		300. NOVO-NORDISK A S ADR PROPERTY TYPE: SECURITIES					06/09/2006	05/07/2009
14,173.00		9,038.00					5,135.00	
		700. NOVO-NORDISK A S ADR PROPERTY TYPE: SECURITIES					06/09/2006	05/22/2009
36,347.00		21,089.00					15,258.00	
		275. NUCOR CORP PROPERTY TYPE: SECURITIES					06/09/2006	05/07/2009
11,672.00		13,556.00					-1,884.00	
		525. NUCOR CORP PROPERTY TYPE: SECURITIES					06/09/2006	05/22/2009
21,155.00		25,880.00					-4,725.00	
		1924.928 PIMCO FOREIGN BD US$HD INSTL PROPERTY TYPE: SECURITIES					05/12/2008	04/20/2009
17,555.00		20,000.00					-2,445.00	
		450. PEPSICO INC PROPERTY TYPE: SECURITIES					09/24/2007	05/07/2009
22,245.00		23,873.00					-1,628.00	
		53. PEPSICO INC PROPERTY TYPE: SECURITIES					04/30/1999	05/07/2009
2,620.00		1,959.00					661.00	
		97. PEPSICO INC PROPERTY TYPE: SECURITIES					05/11/1999	05/07/2009
4,795.00		3,358.00					1,437.00	
		203. PEPSICO INC PROPERTY TYPE: SECURITIES					05/11/1999	05/22/2009
10,516.00		7,028.00					3,488.00	
		162. PEPSICO INC PROPERTY TYPE: SECURITIES					09/30/1998	05/22/2009
8,392.00		4,833.00					3,559.00	

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. PEPSICO INC PROPERTY TYPE: SECURITIES					10/01/1998	05/22/2009
4,662.00		2,629.00					2,033.00	
		645. PEPSICO INC PROPERTY TYPE: SECURITIES					09/10/1998	05/22/2009
33,414.00		18,597.00					14,817.00	
		1480. PETROLEO BRASILEIRO SA PETROBRAS A PROPERTY TYPE: SECURITIES					10/29/2008	04/16/2009
50,872.00		35,763.00					15,109.00	
		50. POTASH CORP SASK INC PROPERTY TYPE: SECURITIES					05/22/2009	10/05/2009
4,313.00		5,713.00					-1,400.00	
		500. PRAXAIR INC PROPERTY TYPE: SECURITIES					01/27/1995	05/07/2009
36,626.00		5,224.00					31,402.00	
		309. PRAXAIR INC PROPERTY TYPE: SECURITIES					01/27/1995	05/22/2009
21,975.00		3,228.00					18,747.00	
		611. PRAXAIR INC PROPERTY TYPE: SECURITIES					01/30/1995	05/22/2009
43,452.00		6,161.00					37,291.00	
		55. PRAXAIR INC PROPERTY TYPE: SECURITIES					01/30/1995	12/18/2009
4,413.00		555.00					3,858.00	
		2050. PZENA INVT MGMT INC COM PROPERTY TYPE: SECURITIES					05/12/2008	04/16/2009
5,364.00		26,686.00					-21,322.00	
		650. QUANTA SVCS INC PROPERTY TYPE: SECURITIES					06/09/2006	05/07/2009
14,878.00		10,150.00					4,728.00	
		1315. QUANTA SVCS INC PROPERTY TYPE: SECURITIES					06/09/2006	05/22/2009
27,675.00		20,533.00					7,142.00	

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)	
		350. ROLLS-ROYCE PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					07/03/2006	04/16/2009
8,662.00		13,362.00					-4,700.00	
		270. ROLLS-ROYCE PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					06/27/2006	04/16/2009
6,682.00		10,165.00					-3,483.00	
		5. ROLLS-ROYCE PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					06/21/2006	04/16/2009
124.00		188.00					-64.00	
		102. ROLLS-ROYCE PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					06/26/2006	04/16/2009
2,524.00		3,789.00					-1,265.00	
		260. ROLLS-ROYCE PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					06/22/2006	04/16/2009
6,435.00		9,653.00					-3,218.00	
		63. ROLLS-ROYCE PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					06/23/2006	04/16/2009
1,559.00		2,325.00					-766.00	
		1125. ST JOE CORP PROPERTY TYPE: SECURITIES					09/24/2007	04/16/2009
24,628.00		73,834.00					-49,206.00	
		1000. ST JOE CORP PROPERTY TYPE: SECURITIES					10/07/2003	04/16/2009
21,892.00		33,227.00					-11,335.00	
		12. SENOMYX INC COM PROPERTY TYPE: SECURITIES					07/28/2006	04/16/2009
22.00		159.00					-137.00	
		51. SENOMYX INC COM PROPERTY TYPE: SECURITIES					08/04/2006	04/16/2009
95.00		675.00					-580.00	
		135. SENOMYX INC COM PROPERTY TYPE: SECURITIES					08/07/2006	04/16/2009
251.00		1,776.00					-1,525.00	

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)	
		42. SENOMYX INC COM PROPERTY TYPE: SECURITIES					08/04/2006	04/16/2009
78.00		549.00					-471.00	
		900. SENOMYX INC COM PROPERTY TYPE: SECURITIES					02/14/2007	04/16/2009
1,674.00		11,637.00					-9,963.00	
		2125. SENOMYX INC COM PROPERTY TYPE: SECURITIES					11/19/2007	04/16/2009
3,952.00		14,854.00					-10,902.00	
		390. SIMPSON MANUFACTURING CO INC COM PROPERTY TYPE: SECURITIES					07/03/2006	04/16/2009
7,851.00		13,983.00					-6,132.00	
		650. SIMPSON MANUFACTURING CO INC COM PROPERTY TYPE: SECURITIES					07/28/2006	04/16/2009
13,084.00		18,196.00					-5,112.00	
		90. SOUTHWESTERN ENERGY CO COM PROPERTY TYPE: SECURITIES					05/22/2009	10/05/2009
3,685.00		3,654.00					31.00	
		100. STAPLES INC PROPERTY TYPE: SECURITIES					05/22/2009	06/26/2009
2,052.00		1,944.00					108.00	
		45. STATE STR CORP PROPERTY TYPE: SECURITIES					05/22/2009	08/26/2009
2,405.00		1,933.00					472.00	
		195. STATE STR CORP PROPERTY TYPE: SECURITIES					05/22/2009	12/18/2009
8,078.00		8,376.00					-298.00	
		75. TJX COS INC NEW PROPERTY TYPE: SECURITIES					06/26/2009	10/05/2009
2,731.00		2,358.00					373.00	
		115. TJX COS INC NEW PROPERTY TYPE: SECURITIES					06/19/2009	10/05/2009
4,188.00		3,550.00					638.00	

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. TEVA PHARMACEUTICAL INDS LTD ADR (GE PROPERTY TYPE: SECURITIES					05/22/2009	06/19/2009
4,273.00		4,051.00					222.00	
		95. TEXAS INSTRS INC PROPERTY TYPE: SECURITIES					05/22/2009	10/21/2009
2,196.00		1,751.00					445.00	
		225. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES					05/22/2009	08/06/2009
5,044.00		4,107.00					937.00	
		50. UNITED PARCEL SVC INC CL B PROPERTY TYPE: SECURITIES					05/22/2009	09/03/2009
2,637.00		2,463.00					174.00	
		120. VALE S A ADR PROPERTY TYPE: SECURITIES					05/22/2009	11/17/2009
3,454.00		2,249.00					1,205.00	
		25. VALE S A ADR PROPERTY TYPE: SECURITIES					05/22/2009	11/24/2009
715.00		469.00					246.00	
		80. VALE S A ADR PROPERTY TYPE: SECURITIES					06/26/2009	11/24/2009
2,288.00		1,450.00					838.00	
		90. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES					05/22/2009	06/19/2009
2,719.00		2,609.00					110.00	
		65. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES					05/22/2009	09/03/2009
1,954.00		1,884.00					70.00	
		425. VULCAN MATLS CO PROPERTY TYPE: SECURITIES					06/09/2006	04/16/2009
21,153.00		31,792.00					-10,639.00	
		145. WAL MART STORES INC PROPERTY TYPE: SECURITIES					05/22/2009	08/06/2009
7,114.00		7,193.00					-79.00	

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)	
		260. WAL MART STORES INC PROPERTY TYPE: SECURITIES					05/22/2009	10/05/2009
12,736.00		12,897.00					-161.00	
		70. WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES					05/22/2009	06/19/2009
1,997.00		1,982.00					15.00	
		125. WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES					05/22/2009	11/17/2009
4,113.00		3,540.00					573.00	
		925. WILEY JOHN & SONS INC CL A PROPERTY TYPE: SECURITIES					04/13/2006	04/16/2009
30,587.00		35,007.00					-4,420.00	
		150. WILEY JOHN & SONS INC CL A PROPERTY TYPE: SECURITIES					04/20/2006	04/16/2009
4,960.00		5,587.00					-627.00	
		60. YUM BRANDS INC COM PROPERTY TYPE: SECURITIES					05/22/2009	12/18/2009
2,065.00		2,045.00					20.00	
		100. ACCENTURE LTD CL A COM PROPERTY TYPE: SECURITIES					04/13/2004	05/07/2009
3,005.00		2,590.00					415.00	
		400. ACCENTURE LTD CL A COM PROPERTY TYPE: SECURITIES					04/26/2004	05/07/2009
12,022.00		9,748.00					2,274.00	
		150. ACCENTURE LTD CL A COM PROPERTY TYPE: SECURITIES					03/18/2004	05/07/2009
4,508.00		3,563.00					945.00	
		50. ACCENTURE LTD CL A COM PROPERTY TYPE: SECURITIES					03/18/2004	05/22/2009
1,508.00		1,188.00					320.00	
		1300. ACCENTURE LTD CL A COM PROPERTY TYPE: SECURITIES					03/12/2004	05/22/2009
39,200.00		29,510.00					9,690.00	

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)	
		110. NABORS INDUSTRIES INC COM PROPERTY TYPE: SECURITIES					09/03/2009	11/24/2009
2,256.00		1,882.00					374.00	
		55. NABORS INDUSTRIES INC COM PROPERTY TYPE: SECURITIES					06/19/2009	11/24/2009
1,128.00		868.00					260.00	
		825. RENAISSANCE HOLDINGS LTD 00 PROPERTY TYPE: SECURITIES					05/02/2006	05/07/2009
37,564.00		35,143.00					2,421.00	
TOTAL GAIN(LOSS)							-38,197.	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ISHARES P/S PER K-1		-504.
TOTALS		-504.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEES	1,138.			1,138.
TOTALS	1,138.	NONE	NONE	1,138.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	498.	498.
FOREIGN TAXES ON QUALIFIED FOR	977.	977.
FOREIGN TAXES ON NONQUALIFIED	518.	518.
TOTALS	1,993.	1,993.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MEMBERSHIPS	1,056.		1,056.
ADMINISTRATION EXP	1,976.		1,976.
ADR FEES	29.	29.	
PAYROLL PROCESSING	351.		351.
TOTALS	3,412.	29.	3,383.

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

DESCRIPTION	AMOUNT
TAX EFFECTIVE DATE ADJ	2,559.
EXCISE TAX REFUND	2,493.
ROUNDING ON SALES	52.
TOTAL	5,104.

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

DESCRIPTION		AMOUNT
COST ADJUSTMENT LASALLE PROP FUND		15,880.
INFLATION INDEX BOND ADJUSTMENT		575.
TAX EFFECTIVE DATE ADJ		6,178.
	TOTAL	22,633.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
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NC

STATEMENT 7

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

OFFICER NAME:
BANK OF AMERICA, N.A.
ADDRESS:
PO BOX 40200, FL9-100-10-19
JACKSONVILLE, FL 32203-0200
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40
COMPENSATION .... 37,605.

OFFICER NAME:
JANE C. HILDERBRAND
ADDRESS:
C/O COVINGTON FOUNDATION
,
TITLE:
CHAIRMAN
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

OFFICER NAME:
KATHLEEN CROCKETT
ADDRESS:
C/O COVINGTON FOUNDATION
,
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

OFFICER NAME:
JO LEIMONSTOLL
ADDRESS:
C/O COVINGTON FOUNDATION
,
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

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

OFFICER NAME:
MARION ANN SYLVIA
ADDRESS:
C/O COVINGTON FOUNDATION
,
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

OFFICER NAME:
STEVE SCHUSTER
ADDRESS:
C/O COVINGTON FOUNDATION
,
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

OFFICER NAME:
RODNEY SWINK
ADDRESS:
C/O COVINGTON FOUNDATION
,
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

OFFICER NAME:
JOHN LARSON
ADDRESS:
C/O COVINGTON FOUNDATION
,
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

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

OFFICER NAME:
DONALD TISE
ADDRESS:
C/O COVINGTON FOUNDATION
,
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

TOTAL COMPENSATION:	37,605.

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

RECIPIENT NAME:
SEE ATTACHED SCHEDULE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 263,700.

TOTAL GRANTS PAID: 263,700.

MARION COVINGTON FOUNDATION
EIN 56-6286555
Form 990-PF FYE 12/31/2009
Part XV, Line 3, Grants and Contributions Paid

Date	Amount	Recipient	Address	Relationship/Status	Purpose
05/29/09	20,000 00	CUPOLA HOUSE ASSOCIATION	PO Box 311 Edenton, NC 27932	None/Exempt Public Charity	General Purpose Support
02/17/09	10,000 00	EAST SIDE IMPROVEMENT	414 Watkins St , Asheboro, NC 27203	None/Exempt Public Charity	General Purpose Support
05/14/09	5,000 00	FIRST UNITED METHODIST CHURCH	1225 Neely Dr , Asheboro, NC 27205	None/Exempt Public Charity	General Purpose Support
05/29/09	10,000 00	GREEN HILL CENTER FOR NC ART	200 N Davie St , Box 4, Greensboro, NC 27401	None/Exempt Public Charity	General Purpose Support
05/29/09	10,000 00	GREENSBORO WOMAN'S CLUB	223 N Edgeworth St , Greensboro, NC 27401	None/Exempt Public Charity	General Purpose Support
06/04/09	15,000 00	HISTORIC PRESERVATION FUND	PO Box 2741, Wilson, NC 27894	None/Exempt Public Charity	General Purpose Support
05/29/09	12,600 00	IMAGINATION STATION	224 East Nash St , Wilson, NC 27894	None/Exempt Public Charity	General Purpose Support
06/04/09	10,000 00	LEWISVILLE HISTORICAL SOCIETY	PO Box 242, Lewisville, NC 27023	None/Exempt Public Charity	General Purpose Support
11/10/09	6,000 00	LLOYD PRESBYTERIAN CHURCH	748 Chestnut St , Winston-Salem, NC 27101	None/Exempt Public Charity	General Purpose Support
11/23/09	10,000 00	NORTH CAROLINA STATE UNIVERSITY	2701 Sullivan Dr , Ste 240, Raleigh, NC 27695	None/Exempt Public Charity	General Purpose Support
11/10/09	15,000 00	PENLAND SCHOOL OF CRAFTS	PO Box 37, Penland, NC 28765	None/Exempt Public Charity	General Purpose Support
05/29/09	6,000 00	PRESERVATION DURHAM	PO Box 25411, Durham, NC 27702-5411	None/Exempt Public Charity	General Purpose Support
11/10/09	7,000 00	PRESERVATION GREENSBORO	447 W Washington St , Greensboro, NC 27401	None/Exempt Public Charity	General Purpose Support
03/26/09	43,000 00	PRESERVATION NORTH CAROLINA	PO Box 27644, Raleigh, NC	None/Exempt Public Charity	General Purpose Support
09/18/09	10,100 00	PRESERVATION NORTH CAROLINA	PO Box 27644, Raleigh, NC	None/Exempt Public Charity	General Purpose Support
08/19/09	5,000 00	ROCKFORD PRESERVATION SOCIETY	4844 Rockford Rd , Dobson, NC 27017	None/Exempt Public Charity	General Purpose Support
11/10/09	5,000 00	ST LUKE'S EPISCOPAL CHURCH	315 N Cedar St , Lincolnton, NC 28092	None/Exempt Public Charity	General Purpose Support
03/11/09	10,000 00	TRI COUNTY CITIZENS FOUNDATION	PO Box 805, Elkin, NC 28621	None/Exempt Public Charity	General Purpose Support
11/10/09	5,000 00	TRINITY CHRISTIAN SCHOOL	3727 Rosehill Rd , Fayetteville, NC 28311	None/Exempt Public Charity	General Purpose Support
01/14/09	14,000 00	UNC GREENSBORO	PO Box 26179, Greensboro, NC	None/Exempt Public Charity	General Purpose Support
07/14/09	10,000 00	UNC GREENSBORO	PO Box 26179, Greensboro, NC	None/Exempt Public Charity	General Purpose Support
11/10/09	10,000 00	WARREN WILSON COLLEGE	PO Box 9000, Ashevill, NC 28815	None/Exempt Public Charity	General Purpose Support
06/04/09	15,000 00	WAXHAW WOMAN'S CLUB	PO Box 457, Waxhaw, NC 28173	None/Exempt Public Charity	General Purpose Support
	263,700.00	TOTAL			

MARION S COVINGTON FDN
56-6286555
Balance Sheet
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BankofAmerica

Cusip	Asset	Units	Basis	Market Value
00206R102	AT&T INC	835.000	19,878 78	23,405.05
002824100	ABBOTT LABS	195.000	9,011.98	10,528.05
00724F101	ADOBE SYS INC	210 000	5,636 34	7,723 80
031162100	AMGEN INC	125 000	6,199 38	7,071 25
032095101	AMPHENOL CORP NEW	180.000	7,349 20	8,312 40
037411105	APACHE CORP	195 000	11,839.89	20,118.15
037604105	APOLLO GROUP INC	115.000	7,072.45	6,966 70
037833100	APPLE INC	70 000	13,945.55	14,751 24
04315J837	ARTIO INTL EQUITY FUND II	39658.958	512,545 77	467,182 53
054303102	AVON PRODS INC	365.000	9,433.42	11,497 50
079860AB8	BELLSOUTH CORP	100000.000	104,250.00	108,132.00
14912L3N9	CATERPILLAR FINL SVCS CORP	100000.000	101,380.00	107,532 00
150870103	CELANESE CORP DEL	280.000	6,729.41	8,988 00
166764100	CHEVRON CORP	360.000	26,156.14	27,716.40
17275R102	CISCO SYS INC	525.000	12,071.61	12,568 50
19765L694	COLUMBIA STRATEGIC INCOME FUND	24920 312	130,024.47	144,039.40
19765N245	COLUMBIA DIVIDEND INCOME FUND	60733.153	586,199.35	719,687.86
19765P232	COLUMBIA MID CAP GROWTH FUND	14305.090	219,238.94	293,397.40
19765P596	COLUMBIA SMALL CAP GROWTH I	7705.385	136,617 74	185,545 67
19765Y514	COLUMBIA VALUE AND	5451.314	293,134.88	233,261.73
19765Y589	COLUMBIA SELECT SMALL CAP FUND	13125 447	135,421.47	179,162 35
19765Y688	COLUMBIA SELECT LARGE CAP	55001 779	612,750 00	557,718 04
20030N101	COMCAST CORP	325.000	4,675.12	5,479 50
242370104	DEAN FOODS CO	395.000	7,348 98	7,125.80
254687106	DISNEY WALT CO	315.000	7,636.45	10,158.75
254709108	DISCOVER FINL SVCS	400.000	5,917.44	5,884.00
25490A101	DIRECTV	125 000	4,137 39	4,168.75
260003108	DOVER CORP	95 000	3,841.60	3,952.95
268648102	EMC CORP	1090.000	15,017.79	19,042 30
26875P101	EOG RES INC	50.000	3,485.38	4,865.00
277905642	EATON VANCE LARGE-CAP VALUE	10458.800	145,730 58	175,498 66
30161N101	EXELON CORP	140 000	6,600.30	6,841.80
302571104	FPL GROUP INC	180.000	9,797 70	9,507 60
30Z998996	UST EXCELSIOR LASALLE PROPERTY	2268.606	211,502 15	148,729 81

MARION S COVINGTON FDN
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Balance Sheet
12/31/2009

Bank of America

Cusip	Asset	Units	Basis	Market Value
31331XPS5	FEDERAL FARM CR BKS	100000.000	103,674.00	104,188 00
3133X9DC1	FEDERAL HOME LN BKS	75000.000	76,811 25	80,789 25
3133XNUK3	FEDERAL HOME LN BKS	100000.000	99,200.00	101,750 00
34354P105	FLOWSERVE CORP	60 000	4,870.45	5,671.80
369604103	GENERAL ELEC CO	360.000	4,768 20	5,446.80
375558103	GILEAD SCIENCES INC	100.000	4,279 50	4,327 00
38141G104	GOLDMAN SACHS GROUP INC	105.000	14,525.18	17,728 20
428236103	HEWLETT PACKARD CO	400.000	13,742 00	20,604.00
456837202	ING GROUP NV	7000 000	184,640 00	129,850 00
459200101	INTERNATIONAL BUSINESS MACHS	160 000	16,472 80	20,944 00
464287176	ISHARES	1030 000	101,552 53	107,017.00
464287226	ISHARES	2165 000	222,240 04	223,406 35
464287234	ISHARES MSCI EMERGING MKTS	12230.000	382,486 15	507,545 00
464287242	ISHARES IBOXX INV GR CORP	1360 000	133,245 46	141,644 00
46428R107	ISHARES S&P GSCI COMMODITY-	4325.000	112,750 35	137,621 50
46625H100	J P MORGAN CHASE & CO	520.000	18,233.80	21,668.40
494368103	KIMBERLY CLARK CORP	270.000	14,431 85	17,201 70
50540R409	LABORATORY CORP AMER HLDGS	135 000	8,168.18	10,103.40
539830109	LOCKHEED MARTIN CORP	90.000	7,244 85	6,781 50
548661107	LOWES COS INC	440.000	8,595 36	10,291.60
552983470	MFS SER TR I	3536.068	50,000 00	50,636 49
58155Q103	MCKESSON CORP	160.000	7,741 46	10,000.00
58405U102	MEDCO HLTH SOLUTIONS INC	105 000	5,794 28	6,710.55
594918104	MICROSOFT CORP	1000 000	19,791 00	30,480.00
60871R209	MOLSON COORS BREWING CO	215 000	10,107 34	9,709.40
61166W101	MONSANTO CO	80 000	6,555 82	6,540.00
628530107	MYLAN INC	645.000	9,632 04	11,887 35
63934E108	NAVISTAR INTL CORP NEW	130.000	5,717 16	5,024 50
655664100	NORDSTROM INC	390.000	9,071.39	14,656 20
674599105	OCCIDENTAL PETE CORP DEL	205.000	12,792 72	16,676.75
693475105	PNC FINL SVCS GROUP INC	205.000	8,471.63	10,821 95
695156109	PACKAGING CORP AMER	295 000	4,866.29	6,787.95
701094104	PARKER HANNIFIN CORP	175.000	7,830 58	9,429.00
713448108	PEPSICO INC	285.000	17,434.49	17,328.00

MARION S COVINGTON FDN
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Balance Sheet
12/31/2009

Bank of America

Cusip	Asset	Units	Basis	Market Value
717081103	PFIZER INC	1400.000	22,237 64	25,466.00
718172109	PHILIP MORRIS INTL INC	475.000	20,307 92	22,890 25
722005667	PIMCO COMMODITY REALRETURN	18875 625	148,107 75	156,290 18
731572103	POLO RALPH LAUREN CORP	50 000	3,426 03	4,049 00
74251V102	PRINCIPAL FINL GROUP INC	270 000	6,680.25	6,490 80
744320102	PRUDENTIAL FINL INC	210.000	10,524.07	10,449 60
767204100	RIO TINTO PLC	30 000	6,222 35	6,461.70
816851109	SEMPRA ENERGY	180.000	8,847 63	10,076 40
845467109	SOUTHWESTERN ENERGY CO	175.000	7,104.13	8,435.00
855030102	STAPLES INC	500 000	10,044.06	12,295 00
882508104	TEXAS INSTRS INC	555.000	10,231 42	14,463 30
883556102	THERMO FISHER SCIENTIFIC CORP	220 000	8,642 79	10,491.80
902973304	US BANCORP DEL	555.000	10,523.14	12,493.05
911312106	UNITED PARCEL SVC INC	75.000	3,694.01	4,302 75
912828ET3	UNITED STATES TREAS NT	108914 000	108,674.93	115,015 36
913017109	UNITED TECHNOLOGIES CORP	385 000	19,875.63	26,722 85
92646A823	VICTORY SPECIAL VALUE FUND CL I	21048.514	219,739 26	285,417 85
949746101	WELLS FARGO & CO	605.000	15,945 44	16,328.95
94976Y207	WELLS FARGO CAP IV	7000.000	186,019 00	176,190.00
94979B204	WELLS FARGO CAP TR VII	3000 000	74,926.86	66,750 00
949915565	WELLS FARGO ADVANTAGE	11570.309	75,000.00	97,537 70
988498101	YUM BRANDS INC	175.000	5,931 24	6,119 75
G0692U109	AXIS CAP HLDGS LTD	225 000	5,499.82	6,392.25
G6359F103	NABORS INDS INC	335 000	5,287 18	7,333 15
H5833N103	NOBLE CORP	155 000	6,425 84	6,308 50
H89128104	TYCO INTL LTD	315.000	10,319 65	11,239 20
	Cash/Cash Equivalent	86131 180	86,131.18	86,131 18
		Totals	6,196,685 02	6,649,970 15