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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

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 , 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 KATE AND ELWYN TOMLINSON FOUNDATION		A Employer identification number 58-0634727
	Number and street (or P O box number if mail is not delivered to street address) 750 HAMMOND DRIVE, BUILDING 17		B Telephone number (see page 10 of the instructions) 404-250-4570
	Room/suite		C If exemption application is pending, check here ► <input type="checkbox"/>
	City or town, state, and ZIP code ATLANTA GA 30328		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
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		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 7,643,477 (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>	

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 ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,717	3,717		
	4 Dividends and interest from securities	63,926	63,926		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-517,614			
	b Gross sales price for all assets on line 6a	751,739		0	
	7 Capital gain net income (from Part IV, line 2)			0	
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns & allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	-449,971	67,643	0	
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	STMT 1	2,030	2,030	
	b Accounting fees (attach schedule)	STMT 2	14,318	14,318	
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att. sch.)				
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	16,348	16,348	0	
	25 Contributions, gifts, grants paid	90,350		90,350	
	26 Total expenses and disbursements. Add lines 24 and 25	106,698	16,348	0	90,350
	27 Subtract line 26 from line 12:	-556,669			
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		51,295		
	c Adjusted net income (if negative, enter -0-)			0	

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Assets	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
	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments			103,744	156,148
	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 (att schedule) ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)	SEE STMT 3			
	b Investments—corporate stock (attach schedule)	6,299,130		7,523,638	7,387,679
	c Investments—corporate bonds (attach schedule)	350,000		100,000	99,650
	11 Investments—land, buildings, and equipment. basis ►				
	Less accumulated depreciation (attach sch) ►				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)				
	14 Land, buildings, and equipment. basis ►				
	Less accumulated depreciation (attach sch) ►				
	15 Other assets (descnbe ►				
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		6,752,874	7,779,786	7,643,477
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 (descnbe ►				
	23 Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/>	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted		6,752,874	7,779,786	
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/>	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see page 17 of the instructions)		6,752,874	7,779,786	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)		6,752,874	7,779,786	

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	6,752,874
2 Enter amount from Part I, line 27a	2	-556,669
3 Other increases not included in line 2 (itemize) ► SEE STATEMENT 5	3	1,583,581
4 Add lines 1, 2, and 3	4	7,779,786
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	7,779,786

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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 WORKSHEET				
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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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		
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	-517,614
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	-176,137

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	170,246	2,590,069	0.065730
2007	229,625	4,612,230	0.049786
2006	281,792	4,505,569	0.062543
2005	278,206	4,356,508	0.063860
2004	280,277	4,338,266	0.064606

2 Total of line 1, column (d)

2 **0.306525**

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 **0.061305**

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

4 **1,994,866**

5 Multiply line 4 by line 3

5 **122,295**

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 **513**

7 Add lines 5 and 6

7 **122,808**

8 Enter qualifying distributions from Part XII, line 4

8 **90,350**

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.

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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 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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2009 estimated tax payments and 2008 overpayment credited to 2009

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ► 3,908 Refunded ►

1	1,026
2	0
3	1,026
4	0
5	1,026
6a	4,934
6b	
6c	
6d	
7	4,934
8	
9	
10	3,908
11	

Part VII-A Statements Regarding Activities

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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of 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.

1c 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, col. (c), and Part XV

8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► GA

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 on page 27)? 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

	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

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 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? Website address ► N/A	13	X	
14	The books are in care of ► JACK FISHER 750 HAMMOND DR., BLDG 17 Located at ► ATLANTA, GA	Telephone no. ► 404-250-4570 ZIP+4 ► 30328		
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?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		N/A	► □
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?		N/A	1c
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ► 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 page 20 of the instructions)		N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 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?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)		N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			
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?			
			4a	<input checked="" type="checkbox"/>
			4b	<input checked="" type="checkbox"/>

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 page 22 of the 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 page 22 of the 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 6a, file Form 8870.

Yes No

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?

Yes No

N/A

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 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
JACK FISHER 750 HAMMOND DR., BLDG 17	ATLANTA GA 30328	CHAIRMAN 0.25	0	0
SALLY TOMLINSON 750 HAMMOND DR., BLDG 17	ATLANTA GA 30328	DIRECTOR 0.25	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				

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

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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		

Total number of others receiving over \$50,000 for professional services

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 N/A

2

3

4

Part IX-B Summary of Program-Related Investments (see page 24 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 N/A

2

All other program-related investments. See page 24 of the 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 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	1,836,790
b	Average of monthly cash balances	1b	188,455
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	2,025,245
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	2,025,245
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	30,379
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,994,866
6	Minimum investment return. Enter 5% of line 5	6	99,743

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	99,743
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,026
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,026
3	Distributable amount before adjustments Subtract line 2c from line 1	3	98,717
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	98,717
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	98,717

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	90,350
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	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	90,350
b	Cash distribution test (attach the required schedule)	5	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	90,350
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)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				98,717
2 Undistributed income, if any, as of the end of 2009.				
a Enter amount for 2008 only				
b Total for prior years: 20 ____ , 20 ____ , 20 ____				
3 Excess distributions carryover, if any, to 2009.				
a From 2004	67,010			
b From 2005	63,319			
c From 2006	69,138			
d From 2007	4,900			
e From 2008	42,651			
f Total of lines 3a through e	247,018			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 90,350				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2009 distributable amount				90,350
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	8,367			8,367
6 Enter the net total of each column as indicated below:	238,651			
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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 page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	58,643			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	180,008			
10 Analysis of line 9:				
a Excess from 2005	63,319			
b Excess from 2006	69,138			
c Excess from 2007	4,900			
d Excess from 2008	42,651			
e Excess from 2009				

Form 990-PF (2009) **KATE AND ELWYN TOMLINSON FOUNDATION** 58-0634727

Part XIV · **Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

N/A

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

N/A

c Any submission deadlines.

N/A

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

N/A

Form 990-PF (2009) **KATE AND ELWYN TOMLINSON FOUNDATION 58-0634727**

Page 11

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)				
a Paid during the year SEE STATEMENT 6				90,350
Total			► 3a	90,350
b Approved for future payment N/A				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue.					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	3,717	
4	Dividends and interest from securities			14	63,926	
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	-517,614	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)			0	-449,971	0
13	Total. Add line 12, columns (b), (d), and (e)				13	-449,971

(See worksheet in line 13 instructions on page 28 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

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?

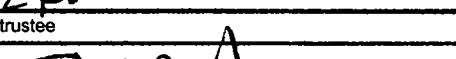
Yes No

b If "Yes," complete the following schedule.

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

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

Sign Here

Signature of officer or trustee <i>John E. Flanigan</i>		Date <u>6-1-10</u>	Title <i>President</i>	
Paid Preparer's Use Only Preparer's signature 		Date <u>05/17/10</u>	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (see Signature on page 30 of the instructions) P00747018
Firm's name (or yours if self-employed), address, and ZIP code AGEEFISHERBARRETT, LLC 750 HAMMOND DR NE BLDG 17 ATLANTA, GA 30328-5518		EIN 58-2248437 Phone no 404-250-4570		

Form **8868**

(Rev April 2009)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

► **Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.****Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

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

►

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

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

Type or print	Name of Exempt Organization	Employer identification number
File by the due date for filing your return. See instructions	KATE AND ELWYN TOMLINSON FOUNDATION	58-0634727
	Number, street, and room or suite no. If a P O box, see instructions 750 HAMMOND DRIVE, BUILDING 17	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions ATLANTA GA 30328	

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

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

- The books are in the care of ► **JACK FISHER**

Telephone No. ► **404-250-4570**

FAX No ►

- If the organization does not have an office or place of business in the United States, check this box

►

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN)

for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **08/15/10**, to file the exempt organization return for the organization named above. The extension is for the organization's return for

- calendar year **2009** or
- tax year beginning _____, and ending _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$ 1,026
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$ 4,934
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	\$ 0

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

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

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

Capital Gains and Losses for Tax on Investment Income

Form 990-PF

2009

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

Name

KATE AND ELWYN TOMLINSON FOUNDATION

Employer Identification Number

58-0634727

(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.)
(1) BRIDGEWAY FD INC		P	12/18/08	02/12/09
(2) DODGE & COX		P	VARIOUS	02/12/09
(3) HOTCHKIS & WILEY CORE		P	12/23/08	02/12/09
(4) ARTIO INTERNATIONAL		P	12/31/08	02/12/09
(5) MACQUARIE INFRASTRUCTURE		P	04/15/08	02/12/09
(6) NEUBERGER & BERMAN FD		P	VARIOUS	02/12/09
(7) RS VALUE FUND		P	12/22/08	02/12/09
(8) BRIDGEWAY FD INC		P	VARIOUS	02/12/09
(9) HOTCHKIS & WILEY CORE		P	VARIOUS	02/12/09
(10) ARTIO INTERNATIONAL		P	VARIOUS	02/12/09
(11) KEELEY FUNDS		P	VARIOUS	02/12/09
(12) NEUBERGER & BERMAN FD		P	VARIOUS	02/12/09
(13) RS VALUE FUND		P	VARIOUS	02/12/09
(14) WHOLE FOODS MKT INC		P	05/31/07	02/12/09
(15) PIMCO FDS PAC INV		P	VARIOUS	12/11/09

(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)
(1) 1,821		1,947	-126
(2) 12,967		20,370	-7,403
(3) 2,142		2,350	-208
(4) 1,334		1,492	-158
(5) 3,894		28,910	-25,016
(6) 509		817	-308
(7) 725		711	14
(8) 15,529		34,195	-18,666
(9) 41,267		99,713	-58,446
(10) 36,170		53,869	-17,699
(11) 19,921		33,188	-13,267
(12) 14,149		34,403	-20,254
(13) 34,252		59,923	-25,671
(14) 2,439		10,000	-7,561
(15) 584			584

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))
(1)			-126
(2)			-7,403
(3)			-208
(4)			-158
(5)			-25,016
(6)			-308
(7)			14
(8)			-18,666
(9)			-58,446
(10)			-17,699
(11)			-13,267
(12)			-20,254
(13)			-25,671
(14)			-7,561
(15)			584

Capital Gains and Losses for Tax on Investment Income

Form 990-PF

2009

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

Name

KATE AND ELWYN TOMLINSON FOUNDATION

Employer Identification Number

58-0634727

(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)
(1) PIMCO FDS PAC INVT		P	VARIOUS	12/11/09
(2) NM CATERPILLAR FNCL		P	02/21/02	02/17/09
(3) CITIGROUP GLOBAL MARKETS		P	04/27/04	02/06/09
(4) MUNDER MIDCAP CORE		P	11/11/04	02/06/09
(5) JOHN HAN CL VALUE CL A		P	10/28/05	02/06/09
(6) BLACKROCK FUNDMNTL		P	02/07/02	02/06/09
(7) PIMCO REAL RETURN		P	11/16/05	02/06/09
(8) MUNDER SMALL CAP VAL CL A		P	11/11/04	02/06/09
(9) ML&CO ARN MSC		P	02/26/08	02/10/09
(10) ML&CO LIRN ROGRER		P	05/01/08	02/09/09
(11) FEDERAL HOME LN MTGE CRP		P	02/19/02	03/16/09
(12) FEDERAL HOME LN MTGE CRP		P	01/18/08	03/06/09
(13) ML&CO LIRN ROGRER		P	05/01/08	07/07/09
(14) MUNDER MIDCAP CORE GR Y		P	11/11/04	11/12/09
(15)				

(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)
(1) 162			162
(2) 50,000		50,000	
(3) 74,258		75,000	-742
(4) 30,399		34,041	-3,642
(5) 31,835		76,501	-44,666
(6) 57,553		66,693	-9,140
(7) 12,825		14,858	-2,033
(8) 19,133		40,392	-21,259
(9) 133,899		260,000	-126,101
(10) 16,335		33,750	-17,415
(11) 47,000		47,000	
(12) 20,255		75,000	-54,745
(13) 55,382		101,250	-45,868
(14) 15,000		12,980	2,020
(15)			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
(i) FMV. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)			162
(2)			-742
(3)			-3,642
(4)			-44,666
(5)			-9,140
(6)			-2,033
(7)			-21,259
(8)			-126,101
(9)			-17,415
(10)			-54,745
(11)			-45,868
(12)			2,020
(13)			
(14)			
(15)			

10059 KATE AND ELWYN TOMLINSON FOUNDATION
58-0634727
FYE: 12/31/2009

Federal Statements

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Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING AND LEGAL FEES	\$ 2,030	\$ 2,030	\$ 0	\$ 0
TOTAL	\$ 2,030	\$ 2,030	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT ADVISORY	\$ 14,318	\$ 14,318	\$ 0	\$ 0
TOTAL	\$ 14,318	\$ 14,318	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
INVESTMENTS - CORPORATE STOCKS	\$ 2,539,868	\$ 2,176,252		\$ 2,040,291
UNREALIZED GAIN (LOSS)	3,759,262	5,347,388		5,347,388
ROUNDING		-2		
TOTAL	\$ 6,299,130	\$ 7,523,638		\$ 7,387,679

Statement 4 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE BONDS	\$ 350,000	\$ 100,000		\$ 99,650
TOTAL	\$ 350,000	\$ 100,000		\$ 99,650

Statement 5 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	\$ 1,583,581
TOTAL	\$ 1,583,581

10059 KATE AND ELWYN TOMLINSON FOUNDATION
58-0634727
FYE: 12/31/2009

Federal Statements

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Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Name</u>	<u>Address</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
ALLIANCE THEATER CO ATLANTA GA 30309	1280 PEACHTREE STREET NE	CHARITY	CHARITABLE		35,000
ATLANTA HUMAN SOC ATLANTA GA 30318-5562	981 HOWELL MILL RD. NW	CHARITY	CHARITABLE		100
ATLANTA HUMAN SOC ATLANTA GA 30318-5562	981 HOWELL MILL RD. NW	CHARITY	CHARITABLE		2,000
BETHAY UM CHURCH SMYRNA GA 30082	760 HURT RD	CHARITY	CHARITABLE		500
BETHEL EAST BAPTIST CHURC DETRIOT MI 48213	5733 HOLCOMB	CHARITY	CHARITABLE		500
CATHEDRAL OF ST. PH ATLANTA GA 30324	1837 PIEDMONT ST	CHARITY	CHARITABLE		5,500
CHEROKEE CHAPTER DAR EDGEFIELD SC 29824	PO BOX 530	CHARITY	CHARITABLE		1,000
DUCKS UNLIMITED RINGGOLD GA 30736	112 SANDRA DRIVE	CHARITY	CHARITABLE		2,500
FERNBANK ATLANTA GA 30307	767 CLIFTON RD.	CHARITY	CHARITABLE		500
FERNBANK ATLANTA GA 30307	767 CLIFTON RD	CHARITY	CHARITABLE		2,500
FCFOP LODGE 64 ORLANDO FL 32803	12 N PRIMROSE DRIVE	CHARITY	CHARITABLE		500
FORWARD ARTS FDN ATLANTA GA 30305	3130 SLATON DR	CHARITY	CHARITABLE		1,000
FORWARD ARTS FDN ATLANTA GA 30305	3130 SLATON DR	CHARITY	CHARITABLE		2,500
FORWARD ARTS FDN ATLANTA GA 30305	3130 SLATON DR	CHARITY	CHARITABLE		5,000
HIGH MUSEUM OF ART ATLANTA GA 30309	1280 PEACHTREE ST. NE	CHARITY	CHARITABLE		12,500
ORMOND MEMORIAL ART MUSEU ORMOND BEACH FL 32176	78 EAST GRANADA BLVD	CHARITY	CHARITABLE		500
SHEPHERD CTR FDN ATLANTA GA 30309	2020 PEACHTREE RD. , NW	CHARITY	CHARITABLE		5,000
SHRINER'S HOSPITAL FOR CH TAMPA FL 33607	2900 ROCKY POINT DRIVE	CHARITY	CHARITABLE		250

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58-0634727
FYE: 12/31/2009

Federal Statements

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Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
ST SIMONS LAND TR	PO BOX 24615				
ST SIMONS ISLAND GA	31522 CHARITY				1,000
THE WESTMINSTER SCH	1424 W PACES FERRY RD NW				2,000
ATLANTA GA 30327	CHARITY				
THE WOMEN'S AUXILLIA	1968 PEACHTREE RD NW				5,000
ATLANTA GA 30309	CHARITY				
WOODRUFF ARTS CENTER	1280 PEACHTREE ST NE				5,000
ATLANTA GA 30309	CHARITY				
TOTAL					<u><u>90,350</u></u>

Client: Kate & Elwyn Tomlinson Foundation
 W/P: Portfolio Value
 Period: December 31, 2009

File Name: Portfolio
 Preparer: CLR

Date	Corporate Bonds	Shares	Cost Basis	FMV
8/28/2008	EKSOIRTFUBABS	100,000	100,000.00	99,650.00
			100,000.00	99,650.00

STOCKS

Date	Security	Shares	Cost Basis	FMV
2/14/2000	GLOBAL CROSSING LTD	800.00	45,572.00	-
2/15/2000	GLOBAL CROSSING LTD	700.00	42,625.80	-
4/18/2000	GLOBAL CROSSING LTD	1,500.00	45,309.00	-
10/16/2001	GLOBAL CROSSING LTD	5,000.00	6,847.50	-
10/3/2005	PLUM CREEK	500.00	18,947.75	18,880.00
2/22/2006	PLUM CREEK	155.00	5,790.80	5,852.80
1/13/2005	PROCTER & GAMBLE CO	300.00	16,929.60	18,189.00
7/15/2004	THE SOUTHERN COMPANY	300.00	8,948.34	9,996.00
9/7/2004	THE SOUTHERN COMPANY	300.00	9,391.04	9,996.00
10/25/2004	THE SOUTHERN COMPANY	200.00	6,451.92	6,664.00
5/26/2005	THE SOUTHERN COMPANY	200.00	6,866.00	6,664.00
			213,679.75	76,241.80

FIXED RATE CAPS

Date	Security	Shares	Cost Basis	FMV
11/29/2006	WACH CORP	1,000	10,000.00	8,840.00
10/27/2006	WACHOVIA CORP	2,500	25,000.00	25,875.00
			35,000.00	34,715.00

OPEN END MUTUAL FUNDS

Date	Security	Shares	Cost Basis	FMV
2/12/2009	CALAMOS MARKET NEUTRAL	1,984.514	20,415.30	22,980.67
2/22/2006	CAMBIAR OPPORTUNITY FD	5,073.591	92,470.95	79,046.54
2/12/2009	DIAMOND HILL LONG SHRT	1,515.152	20,000.00	24,712.12
2/22/2006	DODGE AND COX INCOME FUND	6,328.020	79,305.51	82,011.13
2/28/2006	DODGE AND COX INTL STOCK FUND	792.730	28,275.46	25,248.45
2/22/2006	FPA NEW INCOME INC	5,628.994	61,174.54	61,468.61
2/22/2006	ARTIO GLOBAL INVT FDS	2,425.747	31,700.47	32,480.75
2/22/2006	MFS SER TR X	2,520.311	34,784.75	35,435.57
2/22/2006	PIMCO FDS PACK INVT	6,790.924	70,969.39	73,341.97
2/22/2006	PIMCO FDS PAC INVT	3,156.756	34,871.09	32,577.72
2/12/2009	RYDEX SERIES FUNDS	2,854.085	80,000.00	76,603.64
2/22/2006	WELLS FARGO ADVANTAGE	6,831.583	67,141.05	57,590.24
2/22/2006	WESTERN ASSET CORE PLUS	6,581.363	67,465.56	66,735.02
		688,574.07	670,232.43	

Client: Kate & Elwyn Tomlinson Foundation
W/P: Portfolio Value
Period: December 31, 2009

File Name: Portfolio
Preparer: CLR

CLOSED END MUTAL FUNDS

Date	Security	Shares	Cost Basis	FMV
2/6/2009	American Capital Income	4,638	186,030.62	222,042.69
2/7/2002	Blackrock Fundamental	11700	201,126.69	232,615.64
7/8/2009	Credit Suisse Commodity	7422	54,997.02	63,609.98
10/28/2005	John Hancock Classic	9804	220,823.12	141,183.47
2/6/2009	Loomis Sayles Inv	7949	78,031.15	92,845.70
2/6/2009	Loomis Sayles Strategic	2467	26,746.62	34,031.52
11/11/2004	Munder Ser TR Fromerly	5007	123,474.64	79,821.59
11/11/2004	Munder Midcap Core	4643	90,854.11	105,304.16
11/16/2005	Pimco Real Return	4125	45,323.28	44,510.62
3/6/2009	Pimco Total Return Fund	11554	115,691.19	124,785.42
2/6/2009	Victory Investment	11521	95,506.72	117,984.21
2/22/2006	FIRST TRUST/ABBERDEEN GLOBAL	22.874	393.44	366.67
			1,238,998.60	1,259,101.67
	TOTAL		2,276,252.42	2,139,940.90

Bonds

$\langle 100,000.00 \rangle \langle 99,150.00 \rangle$

$2,176,252.42 \quad 2,040,290.90$