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Form **990-PF**

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

OMB No 1545-0052

**2009**Department of the Treasury  
Internal Revenue Service

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<br><b>W. S. Wellons Foundation</b>                                                                                                                                                                                             |                                                                                                                                            | A Employer identification number<br><b>58-1537766</b>                                                                                                                                                                             |
|                                                                                                                                                   | Number and street (or P O box number if mail is not delivered to street address)<br><b>P.O. Box 766</b>                                                                                                                                           | Room/suite                                                                                                                                 | B Telephone number (see page 10 of the instructions)<br><b>910-436-3131</b>                                                                                                                                                       |
|                                                                                                                                                   | City or town, state, and ZIP code<br><b>Spring Lake NC 28390</b>                                                                                                                                                                                  |                                                                                                                                            | C If exemption application is pending, check here <input type="checkbox"/>                                                                                                                                                        |
|                                                                                                                                                   | H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation |                                                                                                                                            | D 1. Foreign organizations, check here <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>                                                      |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 1,357,699</b> (Part I, column (d) must be on cash basis.) |                                                                                                                                                                                                                                                   | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/><br>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) |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| 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                                                                                                                                                                                 | Dividends, interest, and temporary cash investments                                         |                                    |                           |                         |                                                             |
| 4                                                                                                                                                                                 | Dividends and interest from securities                                                      | 14,232                             | 14,232                    |                         |                                                             |
| 5a                                                                                                                                                                                | Gross income                                                                                |                                    |                           |                         |                                                             |
| b                                                                                                                                                                                 | Net revenue income or (loss)                                                                |                                    |                           |                         |                                                             |
| 6a                                                                                                                                                                                | Net gain (loss) from sale of assets not on line 10 <b>Stmt 1</b>                            | -305,638                           |                           |                         |                                                             |
| b                                                                                                                                                                                 | Gross sales price for all assets on line 6a <b>683,273</b>                                  |                                    |                           |                         |                                                             |
| 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                                                       |                                    |                           |                         |                                                             |
| 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)                                                              | -291,406                           | 14,232                    | 0                       |                                                             |
| 13                                                                                                                                                                                | Compensation of officers, directors, trustees, etc.                                         | 40,000                             |                           |                         |                                                             |
| 14                                                                                                                                                                                | Employee salaries and wages                                                                 | 45,000                             |                           |                         |                                                             |
| 15                                                                                                                                                                                | Pension plans, employee benefits                                                            |                                    |                           |                         |                                                             |
| 16a                                                                                                                                                                               | Legal fees (attach schedule)                                                                |                                    |                           |                         |                                                             |
| b                                                                                                                                                                                 | Accounting fees (attach schedule) <b>Stmt 2</b>                                             | 11,441                             |                           |                         |                                                             |
| c                                                                                                                                                                                 | Other professional fees (attach schedule) <b>Stmt 3</b>                                     | 3,097                              | 3,097                     |                         |                                                             |
| 17                                                                                                                                                                                | Interest                                                                                    |                                    |                           |                         |                                                             |
| 18                                                                                                                                                                                | Taxes (attach schedule) (see page 14 of the instructions) <b>Stmt 4</b>                     | 12,216                             |                           |                         |                                                             |
| 19                                                                                                                                                                                | Depreciation (attach schedule) and depletion <b>Stmt 5</b>                                  | 2,693                              |                           |                         |                                                             |
| 20                                                                                                                                                                                | Occupancy                                                                                   |                                    |                           |                         |                                                             |
| 21                                                                                                                                                                                | Travel, conferences, and meetings                                                           |                                    |                           |                         |                                                             |
| 22                                                                                                                                                                                | Printing and publications                                                                   |                                    |                           |                         |                                                             |
| 23                                                                                                                                                                                | Other expenses (att. sch) <b>Stmt 6</b>                                                     | 1,372                              |                           |                         |                                                             |
| 24                                                                                                                                                                                | Total operating and administrative expenses. Add lines 13 through 23                        | 115,819                            | 3,097                     |                         | 0                                                           |
| 25                                                                                                                                                                                | Contributions, gifts, grants paid                                                           | 75,150                             |                           |                         | 75,150                                                      |
| 26                                                                                                                                                                                | Total expenses and disbursements. Add lines 24 and 25                                       | 190,969                            | 3,097                     | 0                       | 75,150                                                      |
| 27                                                                                                                                                                                | Subtract line 26 from line 12:                                                              |                                    |                           |                         |                                                             |
| a                                                                                                                                                                                 | Excess of revenue over expenses and disbursements                                           | -482,375                           |                           |                         |                                                             |
| b                                                                                                                                                                                 | Net investment income (if negative, enter -0-)                                              |                                    | 11,135                    |                         |                                                             |
| c                                                                                                                                                                                 | Adjusted net income (if negative, enter -0-)                                                |                                    |                           | 0                       |                                                             |

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form 990-PF (2009)

| <b>Part II Balance Sheets</b>                                                                         |                                                                                                                                                 | 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 |
| <b>Assets</b>                                                                                         | 1 Cash—non-interest-bearing                                                                                                                     |                                                                                                                     |                |                       |
|                                                                                                       | 2 Savings and temporary cash investments                                                                                                        | 3,015                                                                                                               | 2,140          | 2,140                 |
|                                                                                                       | 3 Accounts receivable ▶ 4,450                                                                                                                   |                                                                                                                     |                |                       |
|                                                                                                       | Less: allowance for doubtful accounts ▶                                                                                                         | 4,450                                                                                                               | 4,450          | 4,450                 |
|                                                                                                       | 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)                                                                         |                                                                                                                     |                |                       |
|                                                                                                       | b Investments—corporate stock (attach schedule) See Stmt 7                                                                                      | 1,411,861                                                                                                           | 932,563        | 837,265               |
|                                                                                                       | c Investments—corporate bonds (attach schedule)                                                                                                 |                                                                                                                     |                |                       |
|                                                                                                       | 11 Investments—land, buildings, and equipment basis ▶ 489,500                                                                                   |                                                                                                                     |                |                       |
| Less: accumulated depreciation (attach sch.) ▶ Stmt 8                                                 | 489,500                                                                                                                                         | 489,500                                                                                                             | 489,500        |                       |
| 12 Investments—mortgage loans                                                                         |                                                                                                                                                 |                                                                                                                     |                |                       |
| 13 Investments—other (attach schedule)                                                                |                                                                                                                                                 |                                                                                                                     |                |                       |
| 14 Land, buildings, and equipment basis ▶ 24,344                                                      |                                                                                                                                                 |                                                                                                                     |                |                       |
| Less: accumulated depreciation (attach sch.) ▶ Stmt 9                                                 | 5,050                                                                                                                                           | 2,357                                                                                                               | 24,344         |                       |
| 15 Other assets (describe ▶ )                                                                         |                                                                                                                                                 |                                                                                                                     |                |                       |
| 16 <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) | 1,913,876                                                                                                                                       | 1,431,010                                                                                                           | 1,357,699      |                       |
| <b>Liabilities</b>                                                                                    | 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 <b>Total liabilities</b> (add lines 17 through 22)                                                                                           | 0                                                                                                                   | 0              |                       |
| <b>Net Assets or Fund Balances</b>                                                                    | <b>Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.</b> |                                                                                                                     |                |                       |
|                                                                                                       | 24 Unrestricted                                                                                                                                 | 1,913,876                                                                                                           | 1,431,010      |                       |
|                                                                                                       | 25 Temporarily restricted                                                                                                                       |                                                                                                                     |                |                       |
|                                                                                                       | 26 Permanently restricted                                                                                                                       |                                                                                                                     |                |                       |
|                                                                                                       | <b>Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.</b>                         |                                                                                                                     |                |                       |
|                                                                                                       | 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 <b>Total net assets or fund balances</b> (see page 17 of the instructions)                                                                   | 1,913,876                                                                                                           | 1,431,010      |                       |
|                                                                                                       | 31 <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)                                                      | 1,913,876                                                                                                           | 1,431,010      |                       |

| <b>Part III Analysis of Changes in Net Assets or Fund Balances</b>                                                                                         |   |           |
|------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-----------|
| 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 | 1,913,876 |
| 2 Enter amount from Part I, line 27a                                                                                                                       | 2 | -482,375  |
| 3 Other increases not included in line 2 (itemize) ▶                                                                                                       | 3 |           |
| 4 Add lines 1, 2, and 3                                                                                                                                    | 4 | 1,431,501 |
| 5 Decreases not included in line 2 (itemize) ▶ See Statement 10                                                                                            | 5 | 491       |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30                                                      | 6 | 1,431,010 |

**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<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|-----------------------------------------------------------------------------------------------------------------------------------|------------|----------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a</b>                                                                                                                         | <b>N/A</b> |                                              |                                      |                                  |
| <b>b</b>                                                                                                                          |            |                                              |                                      |                                  |
| <b>c</b>                                                                                                                          |            |                                              |                                      |                                  |
| <b>d</b>                                                                                                                          |            |                                              |                                      |                                  |
| <b>e</b>                                                                                                                          |            |                                              |                                      |                                  |

  

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

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

  

|                                                                                       |                                                                                                                                                                                                                                 |          |  |
|---------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|--|
| <b>2</b> Capital gain net income or (net capital loss)                                | <div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7<br/>           If (loss), enter -0- in Part I, line 7         </div>                                                       | <b>2</b> |  |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) | <div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)<br/>           If (loss), enter -0- in Part I, line 8         </div> | <b>3</b> |  |

**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)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2008                                                                 | 76,061                                   | 1,623,891                                    | 0.046839                                                    |
| 2007                                                                 | 113,682                                  | 2,044,611                                    | 0.055601                                                    |
| 2006                                                                 | 79,510                                   | 2,119,210                                    | 0.037519                                                    |
| 2005                                                                 | 102,265                                  | 2,251,236                                    | 0.045426                                                    |
| 2004                                                                 | 42,010                                   | 2,147,966                                    | 0.019558                                                    |

  

|                                                                                                                                                                                     |          |           |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-----------|
| <b>2</b> Total of line 1, column (d)                                                                                                                                                | <b>2</b> | 0.204943  |
| <b>3</b> 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 | <b>3</b> | 0.040989  |
| <b>4</b> Enter the net value of noncharitable-use assets for 2009 from Part X, line 5                                                                                               | <b>4</b> | 1,291,661 |
| <b>5</b> Multiply line 4 by line 3                                                                                                                                                  | <b>5</b> | 52,944    |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                 | <b>6</b> | 111       |
| <b>7</b> Add lines 5 and 6                                                                                                                                                          | <b>7</b> | 53,055    |
| <b>8</b> Enter qualifying distributions from Part XII, line 4                                                                                                                       | <b>8</b> | 75,150    |

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)**

|           |                                                                                                                                                                                                                                     |           |            |
|-----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1a</b> | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.<br>Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions) |           |            |
| <b>b</b>  | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b                                                                          | <b>1</b>  | <b>111</b> |
| <b>c</b>  | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)                                                                                                             |           |            |
| <b>2</b>  | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                           | <b>2</b>  | <b>0</b>   |
| <b>3</b>  | Add lines 1 and 2                                                                                                                                                                                                                   | <b>3</b>  | <b>111</b> |
| <b>4</b>  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                         | <b>4</b>  | <b>0</b>   |
| <b>5</b>  | <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                                      | <b>5</b>  | <b>111</b> |
| <b>6</b>  | Credits/Payments:                                                                                                                                                                                                                   |           |            |
| <b>a</b>  | 2009 estimated tax payments and 2008 overpayment credited to 2009                                                                                                                                                                   | <b>6a</b> |            |
| <b>b</b>  | Exempt foreign organizations—tax withheld at source                                                                                                                                                                                 | <b>6b</b> |            |
| <b>c</b>  | Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                                 | <b>6c</b> |            |
| <b>d</b>  | Backup withholding erroneously withheld                                                                                                                                                                                             | <b>6d</b> |            |
| <b>7</b>  | Total credits and payments. Add lines 6a through 6d                                                                                                                                                                                 | <b>7</b>  |            |
| <b>8</b>  | Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached                                                                                                            | <b>8</b>  |            |
| <b>9</b>  | <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>                                                                                                                                         | <b>9</b>  | <b>111</b> |
| <b>10</b> | <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>                                                                                                                             | <b>10</b> |            |
| <b>11</b> | Enter the amount of line 10 to be: <b>Credited to 2010 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>                                                                                          | <b>11</b> |            |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                                                | Yes | No       |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----------|
| <b>1a</b> 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?                                                                                                                                                                                                 |     | <b>X</b> |
| <b>b</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)?<br>If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. |     | <b>X</b> |
| <b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?                                                                                                                                                                                                                                                                                                           |     | <b>X</b> |
| <b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers. <input type="checkbox"/> \$ _____                                                                                                                                           |     |          |
| <b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____                                                                                                                                                                                               |     |          |
| <b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities.                                                                                                                                                                                                         |     | <b>X</b> |
| <b>3</b> 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                                                                                                                                            |     | <b>X</b> |
| <b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                                                          |     | <b>X</b> |
| <b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?                                                                                                                                                                                                                                                                                               |     |          |
| <b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T                                                                                                                                                                                                    |     | <b>X</b> |
| <b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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?                                    |     |          |
| <b>7</b> 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                                                                                                                                                                                                                                     |     | <b>X</b> |
| <b>8a</b> Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> <b>NC</b>                                                                                                                                                                                                                 |     |          |
| <b>b</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                                                                                                                                                           |     | <b>X</b> |
| <b>9</b> 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                                                                                                       |     | <b>X</b> |
| <b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                                                   |     | <b>X</b> |

N/A

**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                                          |          | <b>X</b> |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?                                                                                  | 12                                          |          | <b>X</b> |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address ► <b>NONE</b>                                                   | 13                                          | <b>X</b> |          |
| 14 | The books are in care of ► <b>W. S. Wellons</b><br><b>P.O. Box 766</b><br>Located at ► <b>Spring Lake, NC</b>                                                                                          | Telephone no. ►<br><br>ZIP+4 ► <b>28390</b> |          |          |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here<br>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                          |                                        |
| 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?<br>If "Yes," list the years ► 20 , 20 , 20 , 20                                                                                                                                                                                                                                                                                               | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b   | Are there any years listed in 2a for which the foundation is <b>not</b> 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                          |                                        |
| c   | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.<br>► 20 , 20 , 20 , 20                                                                                                                                                                                                                                                                                                                                                         | N/A                          |                                        |
| 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                          |                                        |
| 4a  | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                 |                              | <b>X</b>                               |
| 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?                                                                                                                                                                                                                                                               |                              | <b>X</b>                               |

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

|                                                                                                                                                                                                                                                 |                                                                     |                                                                     |           |          |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|---------------------------------------------------------------------|-----------|----------|
| <b>5a</b> 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))?                                                                                                                                                       | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |                                                                     |           |          |
| (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?                                                                                             | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |                                                                     |           |          |
| (3) Provide a grant to an individual for travel, study, or other similar purposes?                                                                                                                                                              | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)                                                        | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?                                                                           | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |                                                                     |           |          |
| <b>b</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)? |                                                                     | <b>N/A</b>                                                          | <b>5b</b> |          |
| Organizations relying on a current notice regarding disaster assistance check here                                                                                                                                                              |                                                                     | <input type="checkbox"/>                                            |           |          |
| <b>c</b> 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?                                                                             |                                                                     | <b>N/A</b>                                                          |           |          |
| If "Yes," attach the statement required by Regulations section 53.4945-5(d).                                                                                                                                                                    |                                                                     | <input type="checkbox"/> Yes <input type="checkbox"/> No            |           |          |
| <b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?                                                                                                       |                                                                     | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |           |          |
| <b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?                                                                                                                             |                                                                     |                                                                     | <b>6b</b> | <b>X</b> |
| If "Yes" to 6b, file Form 8870.                                                                                                                                                                                                                 |                                                                     |                                                                     |           |          |
| <b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?                                                                                                                                  |                                                                     | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |           |          |
| <b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?                                                                                                                                |                                                                     | <b>N/A</b>                                                          | <b>7b</b> |          |

**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 |
|--------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| W. S. Wellons, Jr.<br>P O Box 766<br>Spring Lake<br>NC 28390 | Chairman<br>22.00                                         | 40,000                                    | 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

0

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services (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

|              |  |
|--------------|--|
| <b>1</b> N/A |  |
| <b>2</b>     |  |
| <b>3</b>     |  |
| <b>4</b>     |  |

**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

|                                                                       |  |
|-----------------------------------------------------------------------|--|
| <b>1</b> N/A                                                          |  |
| <b>2</b>                                                              |  |
| All other program-related investments See page 24 of the instructions |  |
| <b>3</b>                                                              |  |

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.)

|          |                                                                                                                        |           |                  |
|----------|------------------------------------------------------------------------------------------------------------------------|-----------|------------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:            |           |                  |
| <b>a</b> | Average monthly fair market value of securities                                                                        | <b>1a</b> | <b>790,458</b>   |
| <b>b</b> | Average of monthly cash balances                                                                                       | <b>1b</b> | <b>2,580</b>     |
| <b>c</b> | Fair market value of all other assets (see page 24 of the instructions)                                                | <b>1c</b> | <b>518,293</b>   |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                                  | <b>1d</b> | <b>1,311,331</b> |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)              | <b>1e</b> | <b>0</b>         |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                                   | <b>2</b>  | <b>0</b>         |
| <b>3</b> | Subtract line 2 from line 1d                                                                                           | <b>3</b>  | <b>1,311,331</b> |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions) | <b>4</b>  | <b>19,670</b>    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4            | <b>5</b>  | <b>1,291,661</b> |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                                   | <b>6</b>  | <b>64,583</b>    |

**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.)

|           |                                                                                                           |           |               |
|-----------|-----------------------------------------------------------------------------------------------------------|-----------|---------------|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                             | <b>1</b>  | <b>64,583</b> |
| <b>2a</b> | Tax on investment income for 2009 from Part VI, line 5                                                    | <b>2a</b> | <b>111</b>    |
| <b>b</b>  | Income tax for 2009. (This does not include the tax from Part VI )                                        | <b>2b</b> |               |
| <b>c</b>  | Add lines 2a and 2b                                                                                       | <b>2c</b> | <b>111</b>    |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | <b>64,472</b> |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                 | <b>4</b>  |               |
| <b>5</b>  | Add lines 3 and 4                                                                                         | <b>5</b>  | <b>64,472</b> |
| <b>6</b>  | Deduction from distributable amount (see page 25 of the instructions)                                     | <b>6</b>  |               |
| <b>7</b>  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | <b>64,472</b> |

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

|          |                                                                                                                                                                     |           |               |
|----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:                                                                          |           |               |
| <b>a</b> | Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26                                                                                         | <b>1a</b> | <b>75,150</b> |
| <b>b</b> | Program-related investments—total from Part IX-B                                                                                                                    | <b>1b</b> |               |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                                           | <b>2</b>  |               |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:                                                                                                |           |               |
| <b>a</b> | Suitability test (prior IRS approval required)                                                                                                                      | <b>3a</b> |               |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                                                               | <b>3b</b> |               |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                                   | <b>4</b>  | <b>75,150</b> |
| <b>5</b> | 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) | <b>5</b>  | <b>111</b>    |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                               | <b>6</b>  | <b>75,039</b> |

**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)<br>Corpus | (b)<br>Years prior to 2008 | (c)<br>2008 | (d)<br>2009   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|---------------|
| <b>1</b> Distributable amount for 2009 from Part XI, line 7                                                                                                                       |               |                            |             | <b>64,472</b> |
| <b>2</b> Undistributed income, if any, as of the end of 2009.                                                                                                                     |               |                            |             |               |
| <b>a</b> Enter amount for 2008 only                                                                                                                                               |               |                            |             |               |
| <b>b</b> Total for prior years. 20____, 20____, 20____                                                                                                                            |               |                            |             |               |
| <b>3</b> Excess distributions carryover, if any, to 2009.                                                                                                                         |               |                            |             |               |
| <b>a</b> From 2004                                                                                                                                                                |               |                            |             |               |
| <b>b</b> From 2005                                                                                                                                                                |               |                            |             |               |
| <b>c</b> From 2006                                                                                                                                                                |               |                            |             |               |
| <b>d</b> From 2007                                                                                                                                                                |               |                            |             | <b>8,145</b>  |
| <b>e</b> From 2008                                                                                                                                                                |               |                            |             |               |
| <b>f</b> Total of lines 3a through e                                                                                                                                              | <b>8,145</b>  |                            |             |               |
| <b>4</b> Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ <b>75,150</b>                                                                                              |               |                            |             |               |
| <b>a</b> Applied to 2008, but not more than line 2a                                                                                                                               |               |                            |             |               |
| <b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)                                                                       |               |                            |             |               |
| <b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions)                                                                               |               |                            |             |               |
| <b>d</b> Applied to 2009 distributable amount                                                                                                                                     |               |                            |             | <b>64,472</b> |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                               | <b>10,678</b> |                            |             |               |
| <b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a) )                                        |               |                            |             |               |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                   |               |                            |             |               |
| <b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5                                                                                                                        | <b>18,823</b> |                            |             |               |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b                                                                                                         |               |                            |             |               |
| <b>c</b> 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 |               |                            |             |               |
| <b>d</b> Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions                                                                                             |               |                            |             |               |
| <b>e</b> Undistributed income for 2008 Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions                                                              |               |                            |             |               |
| <b>f</b> Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010                                                              |               |                            |             | <b>0</b>      |
| <b>7</b> 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)                   |               |                            |             |               |
| <b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)                                                               |               |                            |             |               |
| <b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a                                                                                              | <b>18,823</b> |                            |             |               |
| <b>10</b> Analysis of line 9.                                                                                                                                                     |               |                            |             |               |
| <b>a</b> Excess from 2005                                                                                                                                                         |               |                            |             |               |
| <b>b</b> Excess from 2006                                                                                                                                                         |               |                            |             |               |
| <b>c</b> Excess from 2007                                                                                                                                                         |               |                            |             | <b>8,145</b>  |
| <b>d</b> Excess from 2008                                                                                                                                                         |               |                            |             |               |
| <b>e</b> Excess from 2009                                                                                                                                                         |               |                            |             | <b>10,678</b> |



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

| <div>Recipient</div> <div>Name and address (home or business)</div> | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount        |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------------|
| <b>a</b> Paid during the year<br><b>See Statement 11</b>            |                                                                                                                    |                                      |                                     | <b>75,150</b> |
|                                                                     |                                                                                                                    |                                      |                                     |               |
| <b>Total</b>                                                        |                                                                                                                    |                                      | <b>3a</b>                           | <b>75,150</b> |
| <b>b</b> Approved for future payment<br><b>N/A</b>                  |                                                                                                                    |                                      |                                     |               |
| <b>Total</b>                                                        |                                                                                                                    |                                      | <b>3b</b>                           |               |

## 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)<br>Related or exempt<br>function income<br>(See page 28 of<br>the instructions ) |
|-------------------------------------------------------------------|---------------------------|---------------|--------------------------------------|-----------------|--------------------------------------------------------------------------------------|
|                                                                   | (a)<br>Business code      | (b)<br>Amount | (c)<br>Exclusion<br>code             | (d)<br>Amount   |                                                                                      |
| <b>1</b> Program service revenue:                                 |                           |               |                                      |                 |                                                                                      |
| <b>a</b> _____                                                    |                           |               |                                      |                 |                                                                                      |
| <b>b</b> _____                                                    |                           |               |                                      |                 |                                                                                      |
| <b>c</b> _____                                                    |                           |               |                                      |                 |                                                                                      |
| <b>d</b> _____                                                    |                           |               |                                      |                 |                                                                                      |
| <b>e</b> _____                                                    |                           |               |                                      |                 |                                                                                      |
| <b>f</b> _____                                                    |                           |               |                                      |                 |                                                                                      |
| <b>g</b> Fees and contracts from government agencies              |                           |               |                                      |                 |                                                                                      |
| <b>2</b> Membership dues and assessments                          |                           |               |                                      |                 |                                                                                      |
| <b>3</b> Interest on savings and temporary cash investments       |                           |               |                                      |                 |                                                                                      |
| <b>4</b> Dividends and interest from securities                   |                           |               | <b>14</b>                            | <b>14,232</b>   |                                                                                      |
| <b>5</b> Net rental income or (loss) from real estate:            |                           |               |                                      |                 |                                                                                      |
| <b>a</b> Debt-financed property                                   |                           |               |                                      |                 |                                                                                      |
| <b>b</b> Not debt-financed property                               |                           |               |                                      |                 |                                                                                      |
| <b>6</b> Net rental income or (loss) from personal property       |                           |               |                                      |                 |                                                                                      |
| <b>7</b> Other investment income                                  |                           |               |                                      |                 |                                                                                      |
| <b>8</b> Gain or (loss) from sales of assets other than inventory |                           |               | <b>18</b>                            | <b>-305,638</b> |                                                                                      |
| <b>9</b> Net income or (loss) from special events                 |                           |               |                                      |                 |                                                                                      |
| <b>10</b> Gross profit or (loss) from sales of inventory          |                           |               |                                      |                 |                                                                                      |
| <b>11</b> Other revenue. <b>a</b> _____                           |                           |               |                                      |                 |                                                                                      |
| <b>b</b> _____                                                    |                           |               |                                      |                 |                                                                                      |
| <b>c</b> _____                                                    |                           |               |                                      |                 |                                                                                      |
| <b>d</b> _____                                                    |                           |               |                                      |                 |                                                                                      |
| <b>e</b> _____                                                    |                           |               |                                      |                 |                                                                                      |
| <b>12</b> Subtotal. Add columns (b), (d), and (e)                 |                           | <b>0</b>      |                                      | <b>-291,406</b> | <b>0</b>                                                                             |
| <b>13</b> Total. Add line 12, columns (b), (d), and (e)           |                           |               |                                      | <b>13</b>       | <b>-291,406</b>                                                                      |

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

## Part XVI-B

### Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]



Form **4562**  
Department of the Treasury  
Internal Revenue Service

(99)

**Depreciation and Amortization**  
(Including Information on Listed Property)

OMB No 1545-0172

**2009**Attachment  
Sequence No **67**

▶ See separate instructions.

▶ Attach to your tax return.

Name(s) shown on return

**W. S. Wellons Foundation**

Identifying number

**58-1537766**

Business or activity to which this form relates

**Indirect Depreciation****Part I Election To Expense Certain Property Under Section 179****Note:** If you have any listed property, complete Part V before you complete Part I.

|    |                                                                                                                                         |                              |                  |
|----|-----------------------------------------------------------------------------------------------------------------------------------------|------------------------------|------------------|
| 1  | Maximum amount. See the instructions for a higher limit for certain businesses                                                          | 1                            | <b>250,000</b>   |
| 2  | Total cost of section 179 property placed in service (see instructions)                                                                 | 2                            |                  |
| 3  | Threshold cost of section 179 property before reduction in limitation (see instructions)                                                | 3                            | <b>800,000</b>   |
| 4  | Reduction-in-limitation—Subtract line 3 from line 2. If zero or less, enter -0-                                                         | 4                            |                  |
| 5  | Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions | 5                            |                  |
| 6  | (a) Description of property                                                                                                             | (b) Cost (business use only) | (c) Elected cost |
| 7  | Listed property. Enter the amount from line 29                                                                                          | 7                            |                  |
| 8  | Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7                                                    | 8                            |                  |
| 9  | Tentative deduction. Enter the smaller of line 5 or line 8                                                                              | 9                            |                  |
| 10 | Carryover of disallowed deduction from line 13 of your 2008 Form 4562                                                                   | 10                           |                  |
| 11 | Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)                      | 11                           |                  |
| 12 | Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11                                                   | 12                           |                  |
| 13 | Carryover of disallowed deduction to 2010. Add lines 9 and 10, less line 12                                                             | 13                           |                  |

**Note:** Do not use Part II or Part III below for listed property. Instead, use Part V.**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instr.)**

|    |                                                                                                                                             |    |  |
|----|---------------------------------------------------------------------------------------------------------------------------------------------|----|--|
| 14 | Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions) | 14 |  |
| 15 | Property subject to section 168(f)(1) election                                                                                              | 15 |  |
| 16 | Other depreciation (including ACRS)                                                                                                         | 16 |  |

**Part III MACRS Depreciation (Do not include listed property.) (See instructions.)****Section A**

|    |                                                                                                                                                            |    |          |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----------|
| 17 | MACRS deductions for assets placed in service in tax years beginning before 2009                                                                           | 17 | <b>0</b> |
| 18 | If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/> |    |          |

**Section B—Assets Placed in Service During 2009 Tax Year Using the General Depreciation System**

| (a) Classification of property | (b) Month and year placed in service | (c) Basis for depreciation (business/investment use only—see instructions) | (d) Recovery period | (e) Convention | (f) Method | (g) Depreciation deduction |
|--------------------------------|--------------------------------------|----------------------------------------------------------------------------|---------------------|----------------|------------|----------------------------|
| 19a 3-year property            |                                      |                                                                            |                     |                |            |                            |
| b 5-year property              |                                      |                                                                            |                     |                |            |                            |
| c 7-year property              |                                      |                                                                            |                     |                |            |                            |
| d 10-year property             |                                      |                                                                            |                     |                |            |                            |
| e 15-year property             |                                      |                                                                            |                     |                |            |                            |
| f 20-year property             |                                      |                                                                            |                     |                |            |                            |
| g 25-year property             |                                      |                                                                            | 25 yrs.             |                | S/L        |                            |
| h Residential rental property  |                                      |                                                                            | 27.5 yrs            | MM             | S/L        |                            |
|                                |                                      |                                                                            | 27.5 yrs            | MM             | S/L        |                            |
| i Nonresidential real property |                                      |                                                                            | 39 yrs.             | MM             | S/L        |                            |
|                                |                                      |                                                                            |                     | MM             | S/L        |                            |

**Section C—Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System**

|                |  |  |         |    |     |  |
|----------------|--|--|---------|----|-----|--|
| 20a Class life |  |  |         |    | S/L |  |
| b 12-year      |  |  | 12 yrs. |    | S/L |  |
| c 40-year      |  |  | 40 yrs  | MM | S/L |  |

**Part IV Summary (See instructions.)**

|    |                                                                                                                                                                                                            |    |              |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|--------------|
| 21 | Listed property. Enter amount from line 28                                                                                                                                                                 | 21 | <b>2,693</b> |
| 22 | Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions | 22 | <b>2,693</b> |
| 23 | For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs                                                                    | 23 |              |

For Paperwork Reduction Act Notice, see separate instructions.

Form **4562** (2009)

**Part V Listed Property** (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)

**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

**Section A—Depreciation and Other Information** (Caution: See the instructions for limits for passenger automobiles.)

| <b>24a</b> Do you have evidence to support the business/investment use claimed?                                                                                                    |                               |                                                  |                               | <input checked="" type="checkbox"/> <b>Yes</b>                     | <input type="checkbox"/> <b>No</b> | <b>24b</b> If "Yes," is the evidence written? |                                  |                                    |           | <input checked="" type="checkbox"/> <b>Yes</b> | <input type="checkbox"/> <b>No</b> |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|--------------------------------------------------|-------------------------------|--------------------------------------------------------------------|------------------------------------|-----------------------------------------------|----------------------------------|------------------------------------|-----------|------------------------------------------------|------------------------------------|
| (a)<br>Type of property<br>(list vehicles first)                                                                                                                                   | (b)<br>Date placed in service | (c)<br>Business/<br>investment use<br>percentage | (d)<br>Cost or other<br>basis | (e)<br>Basis for depreciation<br>(business/investment<br>use only) | (f)<br>Recovery<br>period          | (g)<br>Method/<br>Convention                  | (h)<br>Depreciation<br>deduction | (i)<br>Elected section<br>179 cost |           |                                                |                                    |
| <b>25</b> Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) |                               |                                                  |                               |                                                                    |                                    |                                               |                                  |                                    | <b>25</b> |                                                |                                    |
| <b>26</b> Property used more than 50% in a qualified business use:                                                                                                                 |                               |                                                  |                               |                                                                    |                                    |                                               |                                  |                                    |           |                                                |                                    |
| <b>05 Chrysler</b>                                                                                                                                                                 | <b>12/31/05</b>               | <b>100.00 %</b>                                  | <b>24,344</b>                 | <b>24,344</b>                                                      | <b>5.0</b>                         | <b>200DBMC</b>                                | <b>2,693</b>                     |                                    |           |                                                |                                    |
|                                                                                                                                                                                    |                               | %                                                |                               |                                                                    |                                    |                                               |                                  |                                    |           |                                                |                                    |
| <b>27</b> Property used 50% or less in a qualified business use:                                                                                                                   |                               |                                                  |                               |                                                                    |                                    |                                               |                                  |                                    |           |                                                |                                    |
|                                                                                                                                                                                    |                               | %                                                |                               |                                                                    |                                    | S/L-                                          |                                  |                                    |           |                                                |                                    |
|                                                                                                                                                                                    |                               | %                                                |                               |                                                                    |                                    | S/L-                                          |                                  |                                    |           |                                                |                                    |
| <b>28</b> Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1                                                                                        |                               |                                                  |                               |                                                                    |                                    |                                               |                                  |                                    | <b>28</b> | <b>2,693</b>                                   |                                    |
| <b>29</b> Add amounts in column (i), line 26. Enter here and on line 7, page 1                                                                                                     |                               |                                                  |                               |                                                                    |                                    |                                               |                                  |                                    | <b>29</b> |                                                |                                    |

**Section B—Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

|                                                                                                   | (a)<br>Vehicle 1 |    | (b)<br>Vehicle 2 |    | (c)<br>Vehicle 3 |    | (d)<br>Vehicle 4 |    | (e)<br>Vehicle 5 |    | (f)<br>Vehicle 6 |    |
|---------------------------------------------------------------------------------------------------|------------------|----|------------------|----|------------------|----|------------------|----|------------------|----|------------------|----|
|                                                                                                   | Yes              | No | Yes              | No | Yes              | No | Yes              | No | Yes              | No | Yes              | No |
| <b>30</b> Total business/investment miles driven during the year (do not include commuting miles) |                  |    |                  |    |                  |    |                  |    |                  |    |                  |    |
| <b>31</b> Total commuting miles driven during the year                                            |                  |    |                  |    |                  |    |                  |    |                  |    |                  |    |
| <b>32</b> Total other personal (noncommuting) miles driven                                        |                  |    |                  |    |                  |    |                  |    |                  |    |                  |    |
| <b>33</b> Total miles driven during the year. Add lines 30 through 32                             |                  |    |                  |    |                  |    |                  |    |                  |    |                  |    |
| <b>34</b> Was the vehicle available for personal use during off-duty hours?                       |                  |    |                  |    |                  |    |                  |    |                  |    |                  |    |
| <b>35</b> Was the vehicle used primarily by a more than 5% owner or related person?               |                  |    |                  |    |                  |    |                  |    |                  |    |                  |    |
| <b>36</b> Is another vehicle available for personal use?                                          |                  |    |                  |    |                  |    |                  |    |                  |    |                  |    |

**Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees**

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions).

|                                                                                                                                                                                                                                  | Yes | No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| <b>37</b> Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?                                                                                        |     |    |
| <b>38</b> Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners |     |    |
| <b>39</b> Do you treat all use of vehicles by employees as personal use?                                                                                                                                                         |     |    |
| <b>40</b> Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?                                                   |     |    |
| <b>41</b> Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)                                                                                                                    |     |    |

**Note:** If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

**Part VI Amortization**

| (a)<br>Description of costs                                                               | (b)<br>Date amortization<br>begins | (c)<br>Amortizable<br>amount | (d)<br>Code<br>section | (e)<br>Amortization<br>period or<br>percentage | (f)<br>Amortization for this year |
|-------------------------------------------------------------------------------------------|------------------------------------|------------------------------|------------------------|------------------------------------------------|-----------------------------------|
| <b>42</b> Amortization of costs that begins during your 2009 tax year (see instructions): |                                    |                              |                        |                                                |                                   |
|                                                                                           |                                    |                              |                        |                                                |                                   |
| <b>43</b> Amortization of costs that began before your 2009 tax year                      |                                    |                              |                        |                                                | <b>43</b>                         |
| <b>44</b> Total. Add amounts in column (f). See the instructions for where to report      |                                    |                              |                        |                                                | <b>44</b>                         |

# Federal Statements

## Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

| Description         |               | How Received |                |          |         |              |                 |
|---------------------|---------------|--------------|----------------|----------|---------|--------------|-----------------|
| Whom Sold           | Date Acquired | Date Sold    | Sale Price     | Cost     | Expense | Depreciation | Net Gain / Loss |
| 50 PHARMACEUTIAL    | 12/12/06      | 3/12/09      | \$ 1,015       | \$ 1,645 | \$      | \$           | \$ -630         |
| 50 AUTODESK         | 7/28/06       | 3/13/09      | Purchase 611   | 1,608    |         |              | -997            |
| 40 AUTODESK         | 12/15/08      | 3/13/09      | Purchase 489   | 737      |         |              | -248            |
| 30 AMERICAN EXPRESS | 5/03/01       | 3/18/09      | Purchase 367   | 1,157    |         |              | -790            |
| 70 DEAN FOODS       | 2/06/08       | 3/24/09      | Purchase 1,362 | 2,001    |         |              | -639            |
| 10 PRUDENTIAL       | 5/01/08       | 4/03/09      | Purchase 194   | 763      |         |              | -569            |
| 30 PRUDENTIAL       | 6/28/06       | 4/03/09      | Purchase 582   | 2,273    |         |              | -1,691          |
| 70 PATTERSON        | 9/20/06       | 5/11/09      | Purchase 1,508 | 2,258    |         |              | -750            |
| 30 ROPER            | 4/03/07       | 6/03/09      | Purchase 1,248 | 1,648    |         |              | -400            |
| 20 ALTRIA           | 9/13/07       | 6/15/09      | Purchase 348   | 411      |         |              | -63             |
| 20 ALTRIA           | 1/10/07       | 6/15/09      | Purchase 348   | 406      |         |              | -58             |
| 50 AUTOMATIC DATA   | 4/21/08       | 6/30/09      | Purchase 1,702 | 2,158    |         |              | -456            |
| 10 GENZYME          | 4/24/07       | 10/21/09     | Purchase 558   | 636      |         |              | -78             |
| 20 GENZYME          | 9/13/07       | 10/21/09     | Purchase 1,116 | 1,262    |         |              | -146            |
| 98 ISHARES          | 6/02/06       | 10/21/09     | Purchase 4,125 | 6,795    |         |              | -2,670          |
| 16 ISHARES          | 12/27/06      | 10/21/09     | Purchase 673   | 1,325    |         |              | -652            |
| 20 ISHARES          | 9/13/07       | 10/21/09     | Purchase 842   | 1,421    |         |              | -579            |

## Federal Statements

### Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description             |      |          | How      |            |          |         |              | Net         |
|-------------------------|------|----------|----------|------------|----------|---------|--------------|-------------|
|                         | Whom | Date     | Date     | Received   | Cost     | Expense | Depreciation |             |
|                         | Sold | Acquired | Sold     | Sale Price |          |         |              | Gain / Loss |
| 16 ISHARES              |      | 12/27/07 | 10/21/09 | Purchase   |          |         |              |             |
|                         |      |          |          | 673        | \$ 1,080 | \$      | \$           | -407        |
| 20 L-3 COMMUNICATION    |      | 8/21/06  | 10/21/09 | Purchase   |          |         |              |             |
|                         |      |          |          | 1,521      | 1,397    |         |              | 124         |
| 90 GENERAL ELECTRIC     |      | 2/26/97  | 11/27/09 | Purchase   |          |         |              |             |
|                         |      |          |          | 1,424      | 1,589    |         |              | -165        |
| 30 PEABODY              |      | 9/13/07  | 11/27/09 | Purchase   |          |         |              |             |
|                         |      |          |          | 1,350      | 1,230    |         |              | 120         |
| 60 SYSCO                |      | 8/26/04  | 11/27/09 | Purchase   |          |         |              |             |
|                         |      |          |          | 1,642      | 1,930    |         |              | -288        |
| 40 ZIMMER               |      | 9/05/07  | 11/27/09 | Purchase   |          |         |              |             |
|                         |      |          |          | 2,299      | 3,098    |         |              | -799        |
| 375 ISHARES             |      | 6/02/06  | 12/22/09 | Purchase   |          |         |              |             |
|                         |      |          |          | 20,601     | 24,465   |         |              | -3,864      |
| 350 ISHARES             |      | 6/02/06  | 12/22/09 | Purchase   |          |         |              |             |
|                         |      |          |          | 15,588     | 16,776   |         |              | -1,188      |
| 10 PNC                  |      | 7/06/06  | 12/31/09 | Purchase   |          |         |              |             |
|                         |      |          |          | 539        | 706      |         |              | -167        |
| 20 PNC                  |      | 9/13/07  | 12/31/09 | Purchase   |          |         |              |             |
|                         |      |          |          | 1,078      | 1,355    |         |              | -277        |
| 20 PHILLIP MORRIS       |      | 1/05/07  | 12/31/09 | Purchase   |          |         |              |             |
|                         |      |          |          | 975        | 924      |         |              | 51          |
| 20 PHILLIP MORRIS       |      | 9/10/07  | 12/31/09 | Purchase   |          |         |              |             |
|                         |      |          |          | 976        | 935      |         |              | 41          |
| 1000 AGCO               |      | 9/16/09  | 9/17/09  | Purchase   |          |         |              |             |
|                         |      |          |          | 29,049     | 28,638   |         |              | 411         |
| 500 AGL RESOURCES       |      | 3/03/09  | 4/29/09  | Purchase   |          |         |              |             |
|                         |      |          |          | 15,152     | 13,162   |         |              | 1,990       |
| 500 AGL RESOURCES       |      | 3/18/09  | 4/29/09  | Purchase   |          |         |              |             |
|                         |      |          |          | 15,152     | 13,467   |         |              | 1,685       |
| 1000 AIRTRAN HOLDINGS   |      | 4/02/09  | 4/13/09  | Purchase   |          |         |              |             |
|                         |      |          |          | 5,543      | 5,118    |         |              | 425         |
| 1887.8528 ALPINE GLOBAL |      | 10/15/08 | 2/20/09  | Purchase   |          |         |              |             |
|                         |      |          |          | 5,475      | 8,660    |         |              | -3,185      |

# Federal Statements

## Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description            |               |           | How Received    |        |         |              |                 |  |
|------------------------|---------------|-----------|-----------------|--------|---------|--------------|-----------------|--|
| Whom Sold              | Date Acquired | Date Sold | Sale Price      | Cost   | Expense | Depreciation | Net Gain / Loss |  |
| .1472 ALPINE GLOBAL    | 10/15/08      | 2/23/09   | \$ Purchase     | \$ 1   | \$      | \$           | \$ -1           |  |
| 1000 ALTRIA GROUP      | 5/12/09       | 8/17/09   | Purchase 17,482 | 17,457 |         |              | 25              |  |
| 400 BP PLC             | 3/23/09       | 8/17/09   | Purchase 19,552 | 16,659 |         |              | 2,893           |  |
| 500 BEST BUY INC       | 3/17/09       | 3/20/09   | Purchase 16,015 | 15,644 |         |              | 371             |  |
| 49.1535 BLACKROCK INTL | 3/13/08       | 2/20/09   | Purchase 370    | 785    |         |              | -415            |  |
| 49.6967 BLACKROCK INTL | 4/16/08       | 2/20/09   | Purchase 374    | 795    |         |              | -421            |  |
| 48.6277 BLACKROCK INTL | 5/12/08       | 2/20/09   | Purchase 366    | 806    |         |              | -440            |  |
| 47.8 BLACKROCK INTL    | 6/11/08       | 2/20/09   | Purchase 360    | 816    |         |              | -456            |  |
| 55.3636 BLACKROCK INTL | 7/16/08       | 2/20/09   | Purchase 417    | 825    |         |              | -408            |  |
| 39.236 CALAMOS GLOBAL  | 3/04/08       | 2/20/09   | Purchase 208    | 461    |         |              | -253            |  |
| 42.3157 CALAMOS GLOBAL | 3/31/08       | 2/20/09   | Purchase 224    | 465    |         |              | -241            |  |
| 39.8306 CALAMOS GLOBAL | 5/01/08       | 2/20/09   | Purchase 211    | 470    |         |              | -259            |  |
| 37.1912 CALAMOS GLOBAL | 5/28/08       | 2/20/09   | Purchase 197    | 474    |         |              | -277            |  |
| 39.9141 CALAMOS GLOBAL | 6/30/09       | 2/20/09   | Purchase 212    | 478    |         |              | -266            |  |
| 44.5132 CALAMOS GLOBAL | 8/06/08       | 2/20/09   | Purchase 236    | 482    |         |              | -246            |  |
| 46.6345CALAMOS GLOBAL  | 9/02/08       | 2/20/09   | Purchase 247    | 487    |         |              | -240            |  |
| 56.5678 CALAMOS GLOBAL | 9/24/08       | 2/20/09   | Purchase 300    | 492    |         |              | -192            |  |

# Federal Statements

## Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description              |               |           | How Received      |          |         |              |                 |  |
|--------------------------|---------------|-----------|-------------------|----------|---------|--------------|-----------------|--|
| Whom Sold                | Date Acquired | Date Sold | Sale Price        | Cost     | Expense | Depreciation | Net Gain / Loss |  |
| 1447 CALAMOS GLOBAL      | 10/15/08      | 2/20/09   | \$ Purchase 7,669 | \$ 8,842 | \$      | \$           | \$ -1,173       |  |
| 80.3242 CALAMOS GLOBAL   | 10/29/08      | 2/20/09   | Purchase 426      | 495      |         |              | -69             |  |
| .1779 CALAMOS GLOBAL     | 10/29/08      | 2/23/09   | Purchase 1        | 1        |         |              |                 |  |
| 500 DOW CHEMICAL         | 11/11/09      | 11/12/09  | Purchase 14,371   | 13,284   |         |              | 1,087           |  |
| 1000 FLOWERS FOODS INC   | 9/16/09       | 9/24/09   | Purchase 26,050   | 25,098   |         |              | 952             |  |
| 50 GOOGLE                | 3/12/09       | 8/17/09   | Purchase 22,401   | 15,945   |         |              | 6,456           |  |
| 1000 JANUS CAPITAL       | 3/23/09       | 4/02/09   | Purchase 7,542    | 6,559    |         |              | 983             |  |
| 400 KOHLS CORP           | 3/17/09       | 3/25/09   | Purchase 16,200   | 15,592   |         |              | 608             |  |
| 100 MASTERCARD INC       | 3/31/09       | 7/30/09   | Purchase 20,465   | 16,820   |         |              | 3,645           |  |
| 1000 MOTOROLA INC        | 4/17/09       | 10/09/09  | Purchase 8,302    | 5,208    |         |              | 3,094           |  |
| 1000 PATTERSON UTIL      | 4/29/09       | 5/06/09   | Purchase 14,820   | 13,348   |         |              | 1,472           |  |
| 500 PETROBRAS            | 3/12/09       | 3/20/09   | Purchase 16,326   | 14,649   |         |              | 1,677           |  |
| 500 POWERSHARES          | 3/26/09       | 10/28/09  | Purchase 21,004   | 15,700   |         |              | 5,304           |  |
| 125 SPX CORP             | 8/07/09       | 9/24/09   | Purchase 7,770    | 7,190    |         |              | 580             |  |
| 1000 SILVER WHEATON CORP | 9/30/09       | 10/20/09  | Purchase 14,403   | 12,498   |         |              | 1,905           |  |
| 1000 SILVER WHEATON      | 10/29/09      | 11/05/09  | Purchase 14,023   | 13,129   |         |              | 894             |  |
| 1000 SMITHFIELD FOODS    | 3/16/09       | 3/30/09   | Purchase 8,999    | 8,648    |         |              | 351             |  |

# Federal Statements

## Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description                   |               |           | How Received    |           |         |              |             | Net |
|-------------------------------|---------------|-----------|-----------------|-----------|---------|--------------|-------------|-----|
| Whom Sold                     | Date Acquired | Date Sold | Sale Price      | Cost      | Expense | Depreciation | Gain / Loss |     |
| 2000 SMURFIT STONE CONTAINER  | 9/09/08       | 1/15/09   | \$ Purchase 130 | \$ 13,900 | \$      | \$           | \$ -13,770  |     |
| 5000 ALPINE GLOBAL            | 4/25/07       | 2/20/09   | Purchase 14,500 | 98,380    |         |              | -83,880     |     |
| 34.8014 SHS OF BENS INT       | 7/13/07       | 2/20/09   | Purchase 101    | 622       |         |              | -521        |     |
| 37.9808 ALPINE GLOBAL PREMIER | 8/15/07       | 2/20/09   | Purchase 110    | 626       |         |              | -516        |     |
| 39.365 ALPINE GLOBAL          | 9/04/07       | 2/20/09   | Purchase 114    | 630       |         |              | -516        |     |
| 4000 BLACKROCK PFD            | 12/21/06      | 2/20/09   | Purchase 23,649 | 94,775    |         |              | -71,126     |     |
| 26.2583 BLACKROCK PFD         | 3/14/07       | 2/20/09   | Purchase 155    | 592       |         |              | -437        |     |
| 26.7361 BLACKROCK PFD         | 4/12/07       | 2/20/09   | Purchase 158    | 597       |         |              | -439        |     |
| 26.7774 BLACKROCK PFD         | 5/16/07       | 2/20/09   | Purchase 158    | 602       |         |              | -444        |     |
| 28.1664 BLACKROCK PFD         | 7/11/07       | 2/20/09   | Purchase 167    | 608       |         |              | -441        |     |
| 32.0331 BLACKROCK PFD         | 8/10/07       | 2/20/09   | Purchase 189    | 610       |         |              | -421        |     |
| 32.0287 BLACKROCK PFD         | 9/14/07       | 2/20/09   | Purchase 189    | 608       |         |              | -419        |     |
| .4512 BLACKROCK PFD           | 9/14/07       | 2/23/09   | Purchase 3      | 9         |         |              | -6          |     |
| 5000 BLACKROCK INTL           | 5/24/07       | 2/20/09   | Purchase 37,633 | 97,641    |         |              | -60,008     |     |
| 41.3068 BLACKROCK INTL        | 8/15/07       | 2/20/09   | Purchase 311    | 739       |         |              | -428        |     |
| 42.2107 BLACKROCK INTL        | 9/14/07       | 2/20/09   | Purchase 318    | 745       |         |              | -427        |     |
| 41.9452 BLACKROCK INTL        | 10/16/07      | 2/20/09   | Purchase 316    | 751       |         |              | -435        |     |

# Federal Statements

## Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description                 |               |           |                 | How Received |         |              |                 |  |
|-----------------------------|---------------|-----------|-----------------|--------------|---------|--------------|-----------------|--|
| Whom Sold                   | Date Acquired | Date Sold | Sale Price      | Cost         | Expense | Depreciation | Net Gain / Loss |  |
| 44.9364 BLACKROCK INTL      | 11/14/07      | 2/20/09   | \$ Purchase 338 | \$ 756       |         | \$           | \$ -418         |  |
| 45.7608 BLACKROCK INTL      | 12/17/07      | 2/20/09   | Purchase 344    | 763          |         |              | -419            |  |
| 45.8158 BLACKROCK INTL      | 1/16/08       | 2/20/09   | Purchase 345    | 770          |         |              | -425            |  |
| 45.3828 BLACKROCK INTL      | 1/24/08       | 2/20/09   | Purchase 342    | 770          |         |              | -428            |  |
| 4000 CALAMOS GLOBAL         | 6/26/07       | 2/20/09   | Purchase 21,201 | 59,779       |         |              | -38,578         |  |
| 31.5164 CALAMOS GLOBAL      | 9/12/07       | 2/20/09   | Purchase 167    | 438          |         |              | -271            |  |
| 32.9703 CALAMOS GLOBAL      | 10/04/07      | 2/20/09   | Purchase 175    | 442          |         |              | -267            |  |
| 33.674 CALAMOS GLOBAL       | 10/26/07      | 2/20/09   | Purchase 178    | 445          |         |              | -267            |  |
| 37.3071 CALAMOS GLOBAL      | 11/27/07      | 2/20/09   | Purchase 198    | 449          |         |              | -251            |  |
| 36.2173 CALAMOS GLOBAL      | 12/21/07      | 2/20/09   | Purchase 192    | 453          |         |              | -261            |  |
| 35.7876 CALAMOS GLOBAL      | 1/23/08       | 2/20/09   | Purchase 190    | 457          |         |              | -267            |  |
| 63.364 DELAWARE US GROWTH   | 5/24/05       | 4/03/09   | Purchase 500    | 659          |         |              | -159            |  |
| 707.957 DELAWARE US GROWTH  | 5/24/05       | 12/17/09  | Purchase 7,415  | 7,363        |         |              | 52              |  |
| 804.163 DELAWARE US GROWTH  | 6/03/05       | 12/17/09  | Purchase 8,423  | 8,500        |         |              | -77             |  |
| 3261.477 DELAWARE US GROWTH | 2/13/06       | 12/17/09  | Purchase 34,162 | 38,812       |         |              | -4,650          |  |
| 15.06 FIDELITY ADVISOR      | 4/05/06       | 5/18/09   | Purchase 200    | 261          |         |              | -61             |  |
| 1000 FORD MOTOR             | 8/16/01       | 12/17/09  | Purchase 9,513  | 22,960       |         |              | -13,447         |  |

## Federal Statements

### Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description           |               |           | How Received       |            |         |              |                 |  |
|-----------------------|---------------|-----------|--------------------|------------|---------|--------------|-----------------|--|
| Whom Sold             | Date Acquired | Date Sold | Sale Price         | Cost       | Expense | Depreciation | Net Gain / Loss |  |
| 1000 JP MORGAN CHASE  | 9/11/07       | 12/17/09  | \$ Purchase 40,843 | \$ 44,630  | \$      | \$           | \$ -3,787       |  |
| 1937.17 LMP LARGE CAP | 7/12/07       | 8/17/09   | Purchase 36,748    | 50,065     |         |              | -13,317         |  |
| 600 MICROSOFT         | 4/18/00       | 12/17/09  | Purchase 17,958    | 23,086     |         |              | -5,128          |  |
| 200 CGMI              | 4/24/00       | 12/17/09  | Purchase 5,986     | 6,712      |         |              | -726            |  |
| 200 CGMI              | 12/20/00      | 12/17/09  | Purchase 5,986     | 4,269      |         |              | 1,717           |  |
| Total                 |               |           | \$ 683,273         | \$ 988,911 | \$ 0    | \$ 0         | \$ -305,638     |  |

### Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

| Description            | Total     | Net Investment | Adjusted Net | Charitable Purpose |
|------------------------|-----------|----------------|--------------|--------------------|
| LEGAL AND PROFESSIONAL | \$ 11,441 | \$             | \$           | \$                 |
| Total                  | \$ 11,441 | \$ 0           | \$ 0         | \$ 0               |

### Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

| Description | Total    | Net Investment | Adjusted Net | Charitable Purpose |
|-------------|----------|----------------|--------------|--------------------|
| COMMISSIONS | \$ 3,097 | \$ 3,097       | \$           | \$                 |
| Total       | \$ 3,097 | \$ 3,097       | \$ 0         | \$ 0               |

## Federal Statements

### Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

| Description       | Total            | Net<br>Investment | Adjusted<br>Net | Charitable<br>Purpose |
|-------------------|------------------|-------------------|-----------------|-----------------------|
| PAYROLL TAXES     | \$ 6,503         | \$                | \$              | \$                    |
| REAL ESTATE TAXES | 5,713            |                   |                 |                       |
| Total             | <u>\$ 12,216</u> | <u>\$ 0</u>       | <u>\$ 0</u>     | <u>\$ 0</u>           |

### Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation

| Description |                  |               |                            |        |      |                              |                          |                        |
|-------------|------------------|---------------|----------------------------|--------|------|------------------------------|--------------------------|------------------------|
|             | Date<br>Acquired | Cost<br>Basis | Prior Year<br>Depreciation | Method | Life | Current Year<br>Depreciation | Net Investment<br>Income | Adjusted Net<br>Income |
| 05 Chrysler |                  |               |                            |        |      |                              |                          |                        |
|             | 12/31/05         | \$ 24,344     | \$ 19,294                  | 200DB  | 5    | \$ 2,693                     | \$                       | \$                     |
|             | Total            | \$ 24,344     | \$ 19,294                  |        |      | \$ 2,693                     | \$ 0                     | \$ 0                   |

### Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

| Description           | Total           | Net<br>Investment | Adjusted<br>Net | Charitable<br>Purpose |
|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| Expenses              | \$              | \$                | \$              | \$                    |
| DUES & SUBSCRIPTIONS  | 36              |                   |                 |                       |
| REPAIRS & MAINTENANCE | 1,336           |                   |                 |                       |
| Total                 | <u>\$ 1,372</u> | <u>\$ 0</u>       | <u>\$ 0</u>     | <u>\$ 0</u>           |

## Federal Statements

### Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

| <u>Description</u>             | <u>Beginning<br/>of Year</u> | <u>End of<br/>Year</u> | <u>Basis of<br/>Valuation</u> | <u>Fair Market<br/>Value</u> |
|--------------------------------|------------------------------|------------------------|-------------------------------|------------------------------|
|                                | \$ 1,411,861                 | \$                     | Cost                          | \$                           |
| CSEC-EASTOVER CAPITAL -STOCKS  |                              | 204,315                | Cost                          | 199,543                      |
| CSEC - EASTOVER CAPITAL - CASH |                              | 8,081                  | Cost                          | 8,081                        |
| CSEC - NEW CENTURY BANK        |                              | 52,000                 | Cost                          | 19,000                       |
| CSEC -SMITH BARNEY-STOCKS      |                              | 603,888                | Cost                          | 565,186                      |
| CSEC - SMITH BARNEY-CASH       |                              | 2,866                  | Cost                          | 2,866                        |
| CSEC - BBT BANK                |                              | 61,413                 | Cost                          | 42,589                       |
| Total                          | \$ <u>1,411,861</u>          | \$ <u>932,563</u>      |                               | \$ <u>837,265</u>            |

## Federal Statements

### Statement 8 - Form 990-PF, Part II, Line 11 - Land, Building, and Equipment Investments

| Description | Beginning<br>Net Book | End<br>Cost / Basis | End Accumulated<br>Depreciation | Net<br>FMV |
|-------------|-----------------------|---------------------|---------------------------------|------------|
| REAL ESTATE | \$ 489,500            | \$ 489,500          | \$                              | \$ 489,500 |
| Total       | \$ 489,500            | \$ 489,500          | \$ 0                            | \$ 489,500 |

### Statement 9 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

| Description            | Beginning<br>Net Book | End<br>Cost / Basis | End Accumulated<br>Depreciation | Net<br>FMV |
|------------------------|-----------------------|---------------------|---------------------------------|------------|
| FURNITURE AND FIXTURES | \$ 5,050              | \$ 24,344           | \$ 21,987                       | \$ 24,344  |
| Total                  | \$ 5,050              | \$ 24,344           | \$ 21,987                       | \$ 24,344  |

**Federal Statements****Statement 10 - Form 990-PF, Part III, Line 5 - Other Decreases**

| Description | Amount |
|-------------|--------|
| IRS PAYMENT | \$ 491 |
| Total       | \$ 491 |

## Federal Statements

### Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

#### Description

Contact Individual in 2a for details

### Form 990-PF, Part XV, Line 2c - Submission Deadlines

#### Description

None

### Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

#### Description

None

## Federal Statements

### Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

| Name                      | Address                | Relationship | Status     | Purpose | Amount        |
|---------------------------|------------------------|--------------|------------|---------|---------------|
| Town of Falcon            | 7156 South West Street |              |            |         |               |
| Falcon NC 28342           | None                   | Public       | Public     |         | 350           |
| Community Concerts        | 1960 Coliseum Drive    |              |            |         |               |
| Fayetteville NC 28306     | None                   | 501(C) (3)   | Charitable |         | 2,500         |
| Emmanuel College          | 181 Springs Street     |              |            |         |               |
| Franklin Springs GA 30639 | None                   | School       | Religious  |         | 1,000         |
| Trinity Christian School  | 3727 Rosehill Road     |              |            |         |               |
| Fayetteville NC 28311     | None                   | School       | Religious  |         | 300           |
| Fishers of Men            | P O Box 50425          |              |            |         |               |
| Myrtle Beach SC 29579     | None                   | 501 (C) (3)  | Charitable |         | 10,000        |
| Cape Fear Botanical       | 536 N Eastern Blvd     |              |            |         |               |
| Fayetteville NC 28301     | None                   | 501 (C) (3)  | Charitable |         | 10,000        |
| Northwood Temple          | 4250 Ramsey Street     |              |            |         |               |
| Fayetteville NC 28311     | None                   | 501 (C) (3)  | Charitable |         | 25,000        |
| Unknown Angel             | P O Box 766            |              |            |         |               |
| Fayetteville NC 28390     | None                   | 501 (c) (3)  | Charitable |         | 10,000        |
| Christian Life Ministries | P O Box 766            |              |            |         |               |
| Fayetteville NC 28390     | None                   | 501 (C) (3)  | Charitable |         | 10,000        |
| Falcon Childrens Home     | Fayetteville Road      |              |            |         |               |
| Falcon NC 28342           | None                   | School       | Charitable |         | 5,000         |
| Methodist College         | 5400 Ramsey Street     |              |            |         |               |
| Fayetteville NC 28311     | None                   | 501 (C) (3)  | Charitable |         | 1,000         |
| Total                     |                        |              |            |         | <u>75,150</u> |