8683A

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 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: ROBERT & POLLY DUNN FOUNDATION INC

Number and street (or P O box number if mail is not delivered to street address): 3248 PACES FERRY CIRCLE | Room/suite

City or town, state, and ZIP code: SMYRNA GA 30080

A Employer identification number: 58-1671255

B Telephone number (see page 10 of the instructions): 770-444-0071

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 13,116,361

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	8	8	8	
4	Dividends and interest from securities	247,831	247,831	247,831	
5a	Gross rents	3,629		3,629	
b	Net rental income or (loss) 3,629				
6a	Net gain or (loss) from sale of assets not on line 10	-612,105			
b	Gross sales price for all assets on line 6a 9,132,122				
7	Capital gain net income (from Part IV, line 2)		0		
8	Net short-term capital gain				
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) STMT 1	37,808	12,782	37,808	
12	**Total.** Add lines 1 through 11	-322,829	260,621	289,276	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	56,000	14,000		42,000
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 2	4,828	2,414		2,414
c	Other professional fees (attach schedule) STMT 3	17,829	17,829		
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) STMT 4	46,415	41,865		2,784
19	Depreciation (attach schedule) and depletion STMT 5	316	316		
20	Occupancy				
21	Travel, conferences, and meetings	2,616			2,616
22	Printing and publications				
23	Other expenses (att sch) STMT 6	6,534			6,534
24	**Total operating and administrative expenses.** Add lines 13 through 23	134,538	76,424		56,348
25	Contributions, gifts, grants paid	773,140			773,140
26	**Total expenses and disbursements.** Add lines 24 and 25	907,678	76,424	0	829,488
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-1,230,507			
b	**Net investment income** (if negative, enter -0-)		184,197		
c	**Adjusted net income** (if negative, enter -0-)			289,276	

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash—non-interest-bearing	33,865	43,488	43,488
2 Savings and temporary cash investments	250,965	82,092	82,092
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7 Other notes and loans receivable (att schedule) ▶			
Less allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments—U S and state government obligations (attach schedule)			
b Investments—corporate stock (attach schedule) SEE STMT 7	2,225,481	995,669	2,292,853
c Investments—corporate bonds (attach schedule) SEE STMT 8	7,016,314	7,173,107	7,573,814
11 Investments—land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach sch) ▶			
12 Investments—mortgage loans			
13 Investments—other (attach schedule)			
14 Land, buildings, and equipment basis ▶ 1,772,933			
Less accumulated depreciation (attach sch) ▶ STMT 9 10,331	1,762,918	1,762,602	3,101,808
15 Other assets (describe ▶ SEE STATEMENT 10)	21,305	22,306	22,306
16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	11,310,848	10,079,264	13,116,361
Liabilities			
17 Accounts payable and accrued expenses	1,077		
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	1,077	0	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	9,743,214	9,743,214	
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	1,566,557	336,050	
30 **Total net assets or fund balances** (see page 17 of the instructions)	11,309,771	10,079,264	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	11,310,848	10,079,264	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	11,309,771
2	Enter amount from Part I, line 27a	2	-1,230,507
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,079,264
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,079,264

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Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	9,132,122		9,744,227	-612,105
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				-612,105
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 -612,105

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)
If (loss), enter -0- in Part I, line 8 } 3

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	861,692	16,512,720	0.052184
2007	755,504	17,700,871	0.042682
2006	627,632	15,331,567	0.040937
2005	753,521	14,174,943	0.053159
2004	722,744	14,342,872	0.050390

2	**Total** of line 1, column (d)	2	0.239352
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.047870
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	12,392,059
5	Multiply line 4 by line 3	5	593,208
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,842
7	Add lines 5 and 6	7	595,050
8	Enter qualifying distributions from Part XII, line 4	8	829,488

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	1,842
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2		3	1,842
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	1,842
6	Credits/Payments			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 3,680		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	3,680
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	1,838
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 1,838 Refunded ▶		11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

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

Website address ▶ N/A

14 The books are in care of ▶ SUNTRUST BANK, ATLANTA Telephone no ▶ 404-588-7356
25 PARK PLACE
Located at ▶ ATLANTA, GA ZIP+4 ▶ 30303

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

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

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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address		(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KAREN C WILBANKS 3428 PACES FERRY CIR	SMYRNA GA 30080	EXEC. DIR 15.00	50,000	0	0
RICHARD B FREEMAN 6065 ROSWELL RD SUITE 605	ATLANTA GA 30328	TRUSTEE 1.00	2,000	0	0
ANDREW PERRY 707 WHITLOCK AVE SE SUITE A-42	MARIETTA GA 30064	TRUSTEE 1.00	2,000	0	0
PRESTON HAYES 46 RABBIT LANE	FRANKLIN NC 28734	TRUSTEE 1.00	2,000	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 ▶

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	9,089,553
b	Average of monthly cash balances	1b	367,104
c	Fair market value of all other assets (see page 24 of the instructions)	1c	3,124,114
d	**Total** (add lines 1a, b, and c)	1d	12,580,771
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	12,580,771
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	188,712
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,392,059
6	**Minimum investment return.** Enter 5% of line 5	6	619,603

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

1	Minimum investment return from Part X, line 6	1	619,603
2a	Tax on investment income for 2009 from Part VI, line 5 2a 1,842		
b	Income tax for 2009 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	1,842
3	Distributable amount before adjustments Subtract line 2c from line 1	3	617,761
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	617,761
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	617,761

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	829,488
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	829,488
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	1,842
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	827,646

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				617,761
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			814,419	
b Total for prior years 20 ____ , 20 ____ , 20 ____				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 829,488				
a Applied to 2008, but not more than line 2a			814,419	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2009 distributable amount				15,069
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				602,692
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

KAREN WILBANKS 770-444-0071
3248 PACES FERRY CIR SMYRNA GA 30080

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

SEE STATEMENT 11

c Any submission deadlines

NONE

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

SEE STATEMENT 12

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 13				773,140
Total			▶ 3a	773,140
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	8	
4 Dividends and interest from securities			14	247,831	
5 Net rental income or (loss) from real estate					
a Debt-financed property	531120	3,629			
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	12,782	
8 Gain or (loss) from sales of assets other than inventory			18	-612,105	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b TAX REFUNDS			1	25,026	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		3,629		-326,458	0

13 Total. Add line 12, columns (b), (d), and (e) 13 -322,829

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
N/A	

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Karen C. Wilbanks 7-28-10 Executive Director

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature: W. Barry Henry CPA | Date: 7/22/10 | Check if self-employed ☐ | Preparer's identifying number (see Signature on page 30 of the instructions): P00194977

Firm's name (or yours if self-employed), address, and ZIP code: SMITH, ADCOCK AND COMPANY
90 W WIEUCA RD NE SUITE 100
ATLANTA, GA 30342-3200

EIN ▶ 58-0979080

Phone no 404-252-2208

8683A

Form **8868** (Rev. April 2009) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return.

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

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

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

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

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

Type or print		
File by the due date for filing your return See instructions	Name of Exempt Organization ROBERT AND POLLY DUNN FOUNDATION IN	**Employer identification number** 58-1671255
	Number, street, and room or suite no If a P O box, see instructions 3248 PACES FERRY CIRCLE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SMYRNA GA 30080	

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

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ SUNTRUST BANK, ATLANTA

  Telephone No ▶ 404-588-7356 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover.

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

▶ [X] calendar year 2009 or

▶ [ ] tax year beginning ______ , and ending ______

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 0
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 3,680
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ 0

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

SUNTRUST

SCHEDULE OF INVESTMENTS SOLD / MATURED / DISTRIBUTED

\ ROBERT & POLLY DUNN FDN/EQ
:COUNT NO.

01/01/09 THROUGH 12/31/09

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
		SALES			
5/13/09	365	ABBOTT LABS COM	16,511.44	21,079.99-	4,568.55-
?/15/09	245	ABBOTT LABS COM	11,403.25	14,149.58-	2,746.33-
		TOTAL ABBOTT LABS COM	27,914.69	35,229.57-	7,314.88-
5/13/09	580	ACCENTURE LTD COM	17,033.00	22,873.46-	5,840.46-
)/14/09	85	ACCENTURE PLC BERMUDA CL A COM	3,331.23	3,352.15-	20.92-
4/23/09	310	ACE LTD CHF 33.74 SHS	13,842.69	15,045.38-	1,202.69-
5/13/09	515	ADOBE SYS INC COM	13,288.14	9,517.66-	3,770.48
5/13/09	285	AETNA INC COM	7,414.36	9,233.63-	1,819.27-
5/16/09	245	AETNA INC COM	5,838.64	7,639.28-	1,800.64-
		TOTAL AETNA INC COM	13,253.00	16,872.91-	3,619.91-
1/28/09	565	AFLAC INC COM	15,059.66	26,245.10-	11,185.44-
1/28/09	150	ALCON INC COM	12,298.03	24,760.50-	12,462.47-
1/22/09	460	ALLERGAN INC COM	18,859.84	24,990.33-	6,130.49-
5/13/09	570	ALTRIA GROUP INC COM	9,922.30	9,613.79-	308.51
5/01/09	60	ALTRIA GROUP INC COM	1,013.97	1,011.98-	1.99
5/01/09	335	ALTRIA GROUP INC COM	5,604.71	5,650.21-	45.50-
		TOTAL ALTRIA GROUP INC COM	16,540.98	16,275.98-	265.00

SUNTRUST

SCHEDULE OF INVESTMENTS SOLD / MATURED / DISTRIBUTED

\ ROBERT & POLLY DUNN FDN/EQ
:COUNT NO.

01/01/09 THROUGH 12/31/09

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
5/13/09	625	AMERICAN EXPRESS CO COM	15,565.84	9,590.07-	5,975.77
5/13/09	445	AMGEN INC COM	21,623.55	25,997.35-	4,373.80-
2/25/09	225	APACHE CORP COM	14,114.67	16,954.61-	2,839.94-
5/13/09	205	APPLE INC COM	25,544.02	35,950.73-	10,406.71-
2/06/09	1,560	APPLIED MATLS INC COM	14,783.73	16,821.32-	2,037.59-
5/13/09	685	AT & T INC COM	17,496.77	21,424.60-	3,927.83-
5/19/09	466	AT & T INC COM	11,679.29	11,199.85-	479.44
		TOTAL AT & T INC COM	29,176.06	32,624.45-	3,448.39-
1/28/09	650	AVON PRODS INC COM	12,527.06	23,341.63-	10,814.57-
5/13/09	1,055	BANK OF AMERICA CORP COM	12,995.15	11,222.84-	1,772.31
8/17/09	170	BANK OF AMERICA CORP COM	2,688.09	1,643.59-	1,044.50
		TOTAL BANK OF AMERICA CORP COM	15,683.24	12,866.43-	2,816.81
4/14/09	445	BANK OF NEW YORK MELLON CORP COM	12,075.34	13,014.47-	939.13-
5/01/09	565	BANK OF NEW YORK MELLON CORP COM	14,082.38	16,021.93-	1,939.55-
		TOTAL BANK OF NEW YORK MELLON CORP COM	26,157.72	29,036.40-	2,878 68-
5/13/09	330	BAXTER INTL INC COM	16,961.89	12,165.21-	4,796.68
5/11/09	365	BECTON DICKINSON & CO COM	22,251.84	32,680.71-	10,428.87-

SUNTRUST

SCHEDULE OF INVESTMENTS SOLD / MATURED / DISTRIBUTED

\ ROBERT & POLLY DUNN FDN/EQ
:COUNT NO.

01/01/09 THROUGH 12/31/09

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
;/13/09	320	BEST BUY INC COM	11,669.45	9,379.68-	2,289.77
?/23/09	215	BEST BUY INC COM	8,563.42	6,289.31-	2,274.11
		TOTAL BEST BUY INC COM	20,232.87	15,668.99-	4,563.88
;/13/09	640	CAMERON INTL CORP COM	18,228.46	23,673.11-	5,444.65-
;/14/09	355	CAPITAL ONE FINL CORP COM	8,718.36	10,071.67-	1,353.31-
?/25/09	600	CHUBB CORP COM	22,915.85	31,001.22-	8,085.37-
;/13/09	240	CLOROX CO COM	12,488.79	13,390.97-	902.18-
)/14/09	200	CLOROX CO COM	11,762.30	10,755.78-	1,006.52
		TOTAL CLOROX CO COM	24,251.09	24,146.75-	104.34
;/13/09	245	COLGATE PALMOLIVE CO COM	15,389.57	14,157.69-	1,231.88
3/17/09	45	COLGATE PALMOLIVE CO COM	3,208.89	2,372.99-	835.90
		TOTAL COLGATE PALMOLIVE CO COM	18,598.46	16,530.68-	2,067.78
;/13/09	700	CONAGRA FOODS INC COM	12,433.77	11,412.80-	1,020.97
?/06/09	620	COOPER INDS LTD CL A	16,479.08	29,291.42-	12,812.34-
4/14/09	320	COSTCO WHOLESALE CORP COM	15,163.77	19,130.88-	3,967.11-
?/17/09	281	CVS CAREMARK CORP COM	7,610.57	11,173.29-	3,562.72-
?/17/09	79	CVS CAREMARK CORP COM	2,172.19	3,141.24-	969.05-
;/13/09	400	CVS CAREMARK CORP COM	13,034.86	15,275.57-	2,240.71-
l/17/09	282	CVS CAREMARK CORP COM	8,420.35	9,434.20-	1,013.85-

SUNTRUST

SCHEDULE OF INVESTMENTS SOLD / MATURED / DISTRIBUTED

A ROBERT & POLLY DUNN FDN/EQ
CCOUNT NO.

01/01/09 THROUGH 12/31/09

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
1/17/09	30	CVS CAREMARK CORP COM	898.29	899.33-	1.04-
1/17/09	38	CVS CAREMARK CORP COM	1,138.63	1,139.14-	0.51-
		TOTAL CVS CAREMARK CORP COM	33,274.89	41,062.77-	7,787.88-
5/13/09	385	DARDEN RESTAURANTS INC COM	13,262.13	11,327.04-	1,935.09
3/09/09	540	DEERE & CO COM	14,214.18	32,439.80-	18,225.62-
5/13/09	215	DEVON ENERGY CORP NEW COM	13,674.22	14,881.48-	1,207.26-
1/20/09	215	DEVON ENERGY CORP NEW COM	15,441.95	13,952.63-	1,489.32
		TOTAL DEVON ENERGY CORP NEW COM	29,116.17	28,834.11-	282.06
3/27/09	735	DIRECTV GROUP INC COM	16,991.92	20,145.54-	3,153.62-
5/11/09	980	DIRECTV GROUP INC COM	23,939.70	26,770.71-	2,831.01-
		TOTAL DIRECTV GROUP INC COM	40,931.62	46,916.25-	5,984.63-
5/13/09	315	ECOLAB INC COM	11,940.77	11,624.43-	316.34
5/13/09	1,145	EMC CORP MASS COM	13,806.05	13,379.96-	426.09
2/17/09	315	EMERSON ELEC CO COM	10,334.05	13,064.17-	2,730.12-
5/13/09	415	EMERSON ELEC CO COM	14,566.45	12,088.95-	2,477.50
		TOTAL EMERSON ELEC CO COM	24,900.50	25,153.12-	252.62-
5/13/09	290	EXPRESS SCRIPTS INC COM	17,665.76	14,048.67-	3,617.09
5/07/09	264	EXXON MOBIL CORP COM	18,072.79	14,159.00-	3,913.79

SUNTRUST

SCHEDULE OF INVESTMENTS SOLD / MATURED / DISTRIBUTED

\ ROBERT & POLLY DUNN FDN/EQ
:COUNT NO.

01/01/09 THROUGH 12/31/09

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
5/13/09	265	EXXON MOBIL CORP COM	18,613.60	9,278.89-	9,334.71
5/29/09	180	EXXON MOBIL CORP COM	12,417.32	6,302.65-	6,114.67
		TOTAL EXXON MOBIL CORP COM	49,103.71	29,740.54-	19,363.17
5/13/09	255	FLUOR CORP COM NEW	11,475.75	9,597.06-	1,878.69
l/28/09	1,260	GENERAL ELEC CO COM	15,562.80	32,904.02-	17,341.22-
5/13/09	275	GENERAL MILLS INC COM	14,667.57	18,241.64-	3,574.07-
5/01/09	190	GENERAL MILLS INC COM	9,900.53	12,212.32-	2,311.79-
		TOTAL GENERAL MILLS INC COM	24,568.10	30,453.96-	5,885.86-
5/18/09	225	GILEAD SCIENCES INC COM	10,086.38	9,214.87-	871.51
5/13/09	280	GILEAD SCIENCES INC COM	12,417.12	11,115.05-	1,302.07
9/15/09	285	GILEAD SCIENCES INC COM	13,244.57	11,494.89-	1,749.68
		TOTAL GILEAD SCIENCES INC COM	35,748.07	31,824.81-	3,923.26
5/13/09	125	GOLDMAN SACHS GROUP INC COM	16,798.06	12,556.81-	4,241.25
3/17/09	41	GOLDMAN SACHS GROUP INC COM	6,639.14	3,889.27-	2,749.87
		TOTAL GOLDMAN SACHS GROUP INC COM	23,437.20	16,446.08-	6,991.12
5/13/09	75	GOOGLE INC CL A COM	30,059.82	37,628.29-	7,568.47-
)/14/09	10	GOOGLE INC CL A COM	5,181.91	4,480.79-	701.12
		TOTAL GOOGLE INC CL A COM	35,241.73	42,109.08-	6,867.35-
5/13/09	175	HESS CORP COM	11,090.86	11,482.26-	391.40-

SUNTRUST

SCHEDULE OF INVESTMENTS SOLD / MATURED / DISTRIBUTED

\ ROBERT & POLLY DUNN FDN/EQ
:COUNT NO.

01/01/09 THROUGH 12/31/09

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
7/08/09	141	HESS CORP COM	7,058.26	9,138.80-	2,080.54-
7/08/09	64	HESS CORP COM	3,201.09	3,925.83-	724.74-
		TOTAL HESS CORP COM	21,350.21	24,546.89-	3,196.68-
5/13/09	340	HEWLETT-PACKARD CO COM	11,865.38	12,307.36-	441.98-
5/13/09	590	HOME DEPOT INC COM	14,430.84	12,861.38-	1,569.46
5/13/09	360	HONEYWELL INTL INC COM	11,836.78	9,647.03-	2,189.75
5/13/09	275	ILLINOIS TOOL WKS INC COM	9,213.72	9,102.20-	111.52
5/13/09	950	INTEL CORP COM	14,290.77	19,983.25-	5,692.48-
5/19/09	631	INTEL CORP COM	9,748.51	13,110.79-	3,362.28-
0/01/09	535	INTEL CORP COM	10,585.18	8,786.63-	1,798.55
		TOTAL INTEL CORP COM	34,624.46	41,880.67-	7,256.21-
1/21/09	140	INTERNATIONAL BUSINESS MACHS COM	11,744.85	17,924.68-	6,179.83-
1/22/09	150	INTERNATIONAL BUSINESS MACHS COM	12,741.74	17,003.72-	4,261.98-
4/23/09	90	INTERNATIONAL BUSINESS MACHS COM	9,011.29	9,658.24-	646.95-
5/13/09	170	INTERNATIONAL BUSINESS MACHS COM	17,431.01	13,621.66-	3,809.35
7/07/09	117	INTERNATIONAL BUSINESS MACHS COM	12,354.34	9,374.91-	2,979.43
		TOTAL INTERNATIONAL BUSINESS MACHS COM	63,283.23	67,583.21-	4,299.98-
5/13/09	390	JOHNSON & JOHNSON COM	21,362.87	26,261.28-	4,898.41-
0/14/09	65	JOHNSON & JOHNSON COM	3,968.31	4,331.67-	363.36-
		TOTAL JOHNSON & JOHNSON COM	25,331.18	30,592.95-	5,261.77-

SunTrust

SCHEDULE OF INVESTMENTS SOLD / MATURED / DISTRIBUTED

\ ROBERT & POLLY DUNN FDN/EQ
:COUNT NO.

01/01/09 THROUGH 12/31/09

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
;/14/09	580	JUNIPER NETWORKS INC COM	9,744.68	8,572.23-	1,172.45
;/13/09	590	JUNIPER NETWORKS INC COM	12,565.96	8,720.02-	3,845.94
		TOTAL JUNIPER NETWORKS INC COM	22,310.64	17,292.25-	5,018.39
;/13/09	340	KOHLS CORP COM	14,784.14	13,553.94-	1,230.20
;/07/09	55	KOHLS CORP COM	2,719.37	1,943.23-	776.14
		TOTAL KOHLS CORP COM	17,503.51	15,497.17-	2,006.34
;/13/09	240	LABORATORY CORP AMER HLDGS NEW COM	15,471.92	14,871.71-	600.21
;/22/09	215	LABORATORY CORP AMER HLDGS NEW COM	13,808.61	13,266.45-	542.16
		TOTAL LABORATORY CORP AMER HLDGS NEW COM	29,280.53	28,138.16-	1,142.37
;/11/09	340	MCDONALDS CORP COM	18,226.32	17,733.31-	493.01
;/14/09	650	MERCK & CO INC COM	17,139.02	32,826.24-	15,687.22-
;/13/09	1,025	MICROSOFT CORP COM	20,200.17	26,017.78-	5,817.61-
)/26/09	275	MICROSOFT CORP COM	7,308.65	6,980.38-	328.27
)/28/09	625	MICROSOFT CORP COM	17,882.22	13,376.09-	4,506.13
		TOTAL MICROSOFT CORP COM	45,391.04	46,374.25-	983.21-
;/13/09	200	MONSANTO CO NEW COM	17,776.14	19,380.78-	1,604.64-
;/19/09	40	MONSANTO CO NEW COM	3,582.89	3,876.15-	293.26-
		TOTAL MONSANTO CO NEW COM	21,359.03	23,256.93-	1,897.90-
3/16/09	220	MORGAN STANLEY COM NEW	4,976.44	4,208.49-	767.95

SUNTRUST

SCHEDULE OF INVESTMENTS SOLD / MATURED / DISTRIBUTED

\ ROBERT & POLLY DUNN FDN/EQ
:COUNT NO.

01/01/09 THROUGH 12/31/09

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
3/23/09	700	MORGAN STANLEY COM NEW	15,600.46	13,390.65-	2,209.81
5/14/09	365	MORGAN STANLEY COM NEW	9,367.58	9,968.92-	601.34-
		TOTAL MORGAN STANLEY COM NEW	29,944.48	27,568.06-	2,376.42
0/01/09	140	MOSAIC CO COM	6,921.20	6,814.21-	106.99
2/17/09	495	NIKE INC CL B COM	21,946.45	31,065.75-	9,119.30-
5/13/09	215	NORTHERN TR CORP COM	11,342.67	11,264.11-	78.56
7/07/09	150	NORTHERN TR CORP COM	7,956.19	7,845.29-	110.90
		TOTAL NORTHERN TR CORP COM	19,298.86	19,109.40-	189.46
5/13/09	335	O'REILLY AUTOMOTIVE INC COM	11,992.02	11,968.61-	23.41
8/07/09	85	O'REILLY AUTOMOTIVE INC COM	3,305.67	2,939.31-	366.36
9/15/09	225	O'REILLY AUTOMOTIVE INC COM	8,393.13	8,251.70-	141.43
		TOTAL O'REILLY AUTOMOTIVE INC COM	23,690.82	23,159.62-	531.20
5/13/09	375	OCCIDENTAL PETE CORP COM	23,334.89	25,456.49-	2,121.60-
5/13/09	1,575	ORACLE CORP COM	28,604.10	28,701.32-	97.22-
8/17/09	330	ORACLE CORP COM	7,069.87	3,658.54-	3,411.33
0/14/09	240	ORACLE CORP COM	4,991.99	2,660.76-	2,331.23
		TOTAL ORACLE CORP COM	40,665.96	35,020.62-	5,645.34
5/13/09	605	PEABODY ENERGY CORP COM	18,884.40	19,348.26-	463.86-
0/01/09	105	PEABODY ENERGY CORP COM	3,971.55	3,357.96-	613.59
		TOTAL PEABODY ENERGY CORP COM	22,855.95	22,706.22-	149.73

SUNTRUST

SCHEDULE OF INVESTMENTS SOLD / MATURED / DISTRIBUTED

\ ROBERT & POLLY DUNN FDN/EQ
:COUNT NO.

01/01/09 THROUGH 12/31/09

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
5/13/09	350	PENNEY J C INC COM	9,655.55	12,679.41-	3,023.86-
5/01/09	110	PENNEY J C INC COM	2,912.39	3,984.96-	1,072.57-
5/01/09	130	PENNEY J C INC COM	3,418.26	4,709.50-	1,291.24-
		TOTAL PENNEY J C INC COM	15,986.20	21,373.87-	5,387.67-
5/13/09	225	PEPSICO INC COM	11,072.50	14,410.53-	3,338.03-
5/19/09	155	PEPSICO INC COM	7,791.60	9,927.25-	2,135.65-
		TOTAL PEPSICO INC COM	18,864.10	24,337.78-	5,473.68-
5/13/09	80	PNC FINL SVCS GROUP INC COM	3,495.75	4,180.58-	684.83-
3/04/09	182	PNC FINL SVCS GROUP INC COM	6,519.01	7,809.54-	1,290.53-
		TOTAL PNC FINL SVCS GROUP INC COM	10,014.76	11,990.12-	1,975.36-
5/13/09	260	PRAXAIR INC COM	18,698.32	15,008.94-	3,689.38
3/04/09	55	PRAXAIR INC COM	4,083.46	3,174.97-	908.49
		TOTAL PRAXAIR INC COM	22,781.78	18,183.91-	4,597.37
5/13/09	465	PRICE T ROWE GROUP INC COM	17,782.49	23,721.61-	5,939.12-
3/04/09	29	PRICE T ROWE GROUP INC COM	1,379.62	1,430.20-	50.58-
3/04/09	19	PRICE T ROWE GROUP INC COM	893.44	937.03-	43.59-
3/04/09	38	PRICE T ROWE GROUP INC COM	1,796.97	1,874.05-	77.08-
3/04/09	11	PRICE T ROWE GROUP INC COM	520.96	542.49-	21.53-
3/04/09	8	PRICE T ROWE GROUP INC COM	379.59	394.54-	14.95-
9/15/09	9	PRICE T ROWE GROUP INC COM	403.10	443.85-	40.75-
9/15/09	196	PRICE T ROWE GROUP INC COM	8,766.91	9,666.17-	899.26-
		TOTAL PRICE T ROWE GROUP INC COM	31,923.08	39,009.94-	7,086.86-

SUNTRUST

SCHEDULE OF INVESTMENTS SOLD / MATURED / DISTRIBUTED

\ ROBERT & POLLY DUNN FDN/EQ
:COUNT NO.

01/01/09 THROUGH 12/31/09

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
2/06/09	220	PROCTER & GAMBLE CO COM	11,843.72	13,668.05-	1,824.33-
5/11/09	690	PROCTER & GAMBLE CO COM	34,664.71	39,343.91-	4,679.20-
		TOTAL PROCTER & GAMBLE CO COM	46,508.43	53,011.96-	6,503.53-
5/13/09	240	QUALCOMM CORP COM	9,748.06	9,518.64-	229.42
9/15/09	265	QUALCOMM CORP COM	12,281.11	10,928.23-	1,352.88
		TOTAL QUALCOMM CORP COM	22,029.17	20,446.87-	1,582.30
3/18/09	588	RAYTHEON CO NEW COM	20,093.90	20,682.90-	589.00-
5/14/09	5,675.369	RIDGEWORTH FD-AGGRESSIVE GRWTH #558	50,000.00	69,182.75-	19,182.75-
6/16/09	2,347.046	RIDGEWORTH FD-AGGRESSIVE GRWTH #558	22,250.00	28,610.49-	6,360.49-
		TOTAL RIDGEWORTH FD-AGGRESSIVE GRWTH #558	72,250.00	97,793.24-	25,543.24-
4/01/09	58,422.589	RIDGEWORTH FD-INTER BD #850	600,000.00	593,573.51-	6,426.49
4/13/09	978.474	RIDGEWORTH FD-INTER BD #850	10,000.00	9,941.30-	58.70
5/13/09	2,906.977	RIDGEWORTH FD-INTER BD #850	30,000.00	29,534.89-	465.11
5/13/09	5,813.954	RIDGEWORTH FD-INTER BD #850	60,000.00	59,069.77-	930.23
8/07/09	1,919.386	RIDGEWORTH FD-INTER BD #850	20,000.00	19,500.96-	499.04
8/12/09	2,392.345	RIDGEWORTH FD-INTER BD #850	25,000.00	24,306.22-	693.78
		TOTAL RIDGEWORTH FD-INTER BD #850	745,000.00	735,926.65-	9,073.35
4/06/09	10,593.221	RIDGEWORTH FD-INTL EQ INDEX #530	100,000.00	149,722.64-	49,722.64-
6/16/09	2,046.918	RIDGEWORTH FD-INTL EQ INDEX #530	22,250.00	26,261.96-	4,011.96-
2/29/09	60,652.319	RIDGEWORTH FD-INTL EQ INDEX #530	776,349.68	728,071.80-	48,277.88
		TOTAL RIDGEWORTH FD-INTL EQ INDEX #530	898,599.68	904,056.40-	5,456.72-

SUNTRUST

SCHEDULE OF INVESTMENTS SOLD / MATURED / DISTRIBUTED

\ ROBERT & POLLY DUNN FDN/EQ
:COUNT NO.

01/01/09 THROUGH 12/31/09

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
;/16/09	2,139.423	RIDGEWORTH FD-LARGECAP CORE EQTY#983	22,250.00	38,060.33-	15,810.33-
1/07/09	22,361.36	RIDGEWORTH FD-LARGECAP CORE EQTY#983	250,000.00	374,606.81-	124,606.81-
)/08/09	4,344.049	RIDGEWORTH FD-LARGECAP CORE EQTY#983	50,000.00	58,280.68-	8,280.68-
		TOTAL RIDGEWORTH FD-LARGECAP CORE EQTY#983	322,250.00	470,947.82-	148,697.82-
;/16/09	2,392.473	RIDGEWORTH FD-LARGECAP VAL EQTY#512	22,250.00	29,953.76-	7,703.76-
)/08/09	4,935.833	RIDGEWORTH FD-LARGECAP VAL EQTY#512	50,000.00	61,796.63-	11,796.63-
		TOTAL RIDGEWORTH FD-LARGECAP VAL EQTY#512	72,250.00	91,750.39-	19,500.39-
;/16/09	3,014.906	RIDGEWORTH FD-MIDCAP CORE EQ #520	22,250.00	39,097.75-	16,847.75-
;/16/09	2,867.268	RIDGEWORTH FD-MIDCAP VAL EQ #412	22,250.00	36,353.50-	14,103.50-
/ARIOUS	4,628,518.41	RIDGEWORTH FD-PRIME QLTY MMKT #500	4,628,518.41	4,628,518.41-	0.00
3/18/09	2,850.627	RIDGEWORTH FD-SEIX HIGH YIELD #855	25,000.00	25,285.06-	285.06-
;/14/09	10,277.247	RIDGEWORTH FD-SEL L/C GRWTH STK #622	215,000.00	320,349.02-	105,349.02-
;/18/09	2,390.057	RIDGEWORTH FD-SEL L/C GRWTH STK #622	50,000.00	69,144.35-	19,144.35-
;/16/09	1,001.35	RIDGEWORTH FD-SEL L/C GRWTH STK #622	22,250.00	28,969.05-	6,719.05-
		TOTAL RIDGEWORTH FD-SEL L/C GRWTH STK #622	287,250.00	418,462.42-	131,212.42-
;/16/09	2,213.93	RIDGEWORTH FD-SMALLCAP GROWTH #614	22,250.00	48,258.98-	26,008.98-
;/16/09	2,557.471	RIDGEWORTH FD-SMALLCAP VAL EQTY #588	22,250.00	21,528.03-	721.97
1/14/09	162	SCHLUMBERGER LTD COM	7,066.81	11,567.45-	4,500.64-
1/14/09	312	SCHLUMBERGER LTD COM	13,709.20	21,279.06-	7,569.36-
		TOTAL SCHLUMBERGER LTD COM	20,776.01	32,846.51-	12,070.30-

SunTrust

SCHEDULE OF INVESTMENTS SOLD / MATURED / DISTRIBUTED

ROBERT & POLLY DUNN FDN/EQ
:COUNT NO.

01/01/09 THROUGH 12/31/09

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
5/13/09	870	SCHWAB CHARLES CORP COM NEW	15,527.88	12,685.99-	2,841.89
)/26/09	590	SCHWAB CHARLES CORP COM NEW	10,913.89	7,893.39-	3,020.50
		TOTAL SCHWAB CHARLES CORP COM NEW	26,441.77	20,579.38-	5,862.39
3/07/09	44	SIGMA-ALDRICH CORP COM	2,309.94	1,998.71-	311.23
3/07/09	106	SIGMA-ALDRICH CORP COM	5,543.38	4,815.07-	728.31
		TOTAL SIGMA-ALDRICH CORP COM	7,853.32	6,813.78-	1,039.54
5/13/09	350	SOUTHWESTERN ENERGY CO COM	13,966.95	9,817.50-	4,149.45
9/18/09	115	SOUTHWESTERN ENERGY CO COM	4,892.16	3,225.75-	1,666.41
		TOTAL SOUTHWESTERN ENERGY CO COM	18,859.11	13,043.25-	5,815.86
3/09/09	460	TARGET CORP COM	12,081.69	16,615.80-	4,534.11-
5/13/09	305	TARGET CORP COM	12,730.37	12,318.90-	411.47
8/17/09	60	TARGET CORP COM	2,542.51	2,399.17-	143.34
2/08/09	260	TARGET CORP COM	12,062.39	10,355.90-	1,706.49
		TOTAL TARGET CORP COM	39,416.96	41,689.77-	2,272.81-
4/28/09	288	THERMO FISHER SCIENTIFIC INC COM	9,152.40	15,441.97-	6,289.57-
4/28/09	92	THERMO FISHER SCIENTIFIC INC COM	2,930.58	4,802.66-	1,872.08-
5/13/09	265	THERMO FISHER SCIENTIFIC INC COM	9,629.32	13,833.74-	4,204.42-
		TOTAL THERMO FISHER SCIENTIFIC INC COM	21,712.30	34,078.37-	12,366.07-
5/13/09	180	TRANSOCEAN LTD CHF15 SHS	13,117.70	24,079.22-	10,961.52-
1/17/09	140	TRANSOCEAN LTD CHF15 SHS	12,348.95	17,678.53-	5,329.58-
		TOTAL TRANSOCEAN LTD CHF15 SHS	25,466.65	41,757.75-	16,291.10-

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SCHEDULE OF INVESTMENTS SOLD / MATURED / DISTRIBUTED

\ ROBERT & POLLY DUNN FDN/EQ
:COUNT NO.

01/01/09 THROUGH 12/31/09

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
5/13/09	565	TRAVELERS COS INC/THE COM	21,645.95	29,759.74-	8,113.79-
1/17/09	50	TRAVELERS COS INC/THE COM	2,312.57	2,608.76-	296.19-
		TOTAL TRAVELERS COS INC/THE COM	23,958.52	32,368.50-	8,409.98-
5/13/09	290	UNION PACIFIC CORP COM	13,874.57	18,561.95-	4,687.38-
5/19/09	190	UNION PACIFIC CORP COM	8,781.97	12,161.27-	3,379.30-
		TOTAL UNION PACIFIC CORP COM	22,656.54	30,723.22-	8,066.68-
5/13/09	245	UNITED PARCEL SVC INC CL B COM	13,311.01	11,858.39-	1,452.62
5/29/09	165	UNITED PARCEL SVC INC CL B COM	7,981.18	7,986.27-	5.09-
		TOTAL UNITED PARCEL SVC INC CL B COM	21,292.19	19,844.66-	1,447.53
)/26/09	180	UNITED STS STL CORP NEW COM	7,682.47	7,309.53-	372.94
5/13/09	190	UNITED TECHNOLOGIES CORP COM	9,902.16	13,792.77-	3,890.61-
5/13/09	200	VISA INC CL A COM	13,300.25	11,223.88-	2,076.37
4/23/09	190	WAL-MART STORES INC COM	9,493.68	10,739.18-	1,245.50-
5/13/09	385	WAL-MART STORES INC COM	19,572.12	21,161.71-	1,589.59-
5/29/09	265	WAL-MART STORES INC COM	12,836.34	14,466.06-	1,629.72-
		TOTAL WAL-MART STORES INC COM	41,902.14	46,366.95-	4,464.81-
5/13/09	525	WASTE MANAGEMENT INC COM	14,031.83	15,027.81-	995.98-
)/26/09	355	WASTE MANAGEMENT INC COM	11,083.52	10,161.66-	921.86
		TOTAL WASTE MANAGEMENT INC COM	25,115.35	25,189.47-	74.12-

SUNTRUST

SCHEDULE OF INVESTMENTS SOLD / MATURED / DISTRIBUTED

A ROBERT & POLLY DUNN FDN/EQ
CCOUNT NO.

01/01/09 THROUGH 12/31/09

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
1/28/09	560	WELLS FARGO & CO NEW COM	8,579.93	17,061.46-	8,481.53-
		TOTAL SALES	9,132,121.70	9,744,226.79-	612,105.09-

8683A

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization

(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2009

Attachment Sequence No **67**

Name(s) shown on return: ROBERT & POLLY DUNN FOUNDATION INC

Identifying number: 58-1671255

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	250,000
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	800,000
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	316
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 ▶ ☐		

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	
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	316
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.

DAA

THERE ARE NO AMOUNTS FOR PAGE 2

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
OTHER INVESTMENT INCOME	$ 12,782	$ 12,782	$ 12,782
TAX REFUNDS	25,026		25,026
TOTAL	$ 37,808	$ 12,782	$ 37,808

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	$ 4,828	$ 2,414	$	$ 2,414
TOTAL	$ 4,828	$ 2,414	$ 0	$ 2,414

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
MANAGEMENT FEES	$ 17,560	$ 17,560	$	$
EXECUTIVE DIRECTOR FEE	269	269		
TOTAL	$ 17,829	$ 17,829	$ 0	$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TAXES AND LICENSES	$ 30	$	$	$ 30
PAYROLL TAXES	3,672			2,754
PROPERTY TAXES	41,865	41,865		
990-PF TAXES	848			
TOTAL	$ 46,415	$ 41,865	$ 0	$ 2,784

Federal Statements

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

Description: Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
FURNITURE							
7/31/03	$ 1,356	$ 1,266	200DB	7	$ 60	$ 60	$
COMPUTERS/SOFTWARE							
4/30/99	4,508	4,508	200DB	5			
COMPUTER							
9/09/00	997	997	200DB	5			
PRINTER							
3/04/02	189	189	200DB	5			
DELL LAPTOP COMPUTER							
5/20/02	1,218	1,218	200DB	5			
DELL LAPTOP COMPUTER							
7/09/05	2,221	1,837	200DB	5	256	256	
LAND							
1/01/00	1,762,444			0			
TOTAL	$ 1,772,933	$ 10,015			$ 316	$ 316	$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
OFFICE EXPENSE	2,395			2,395
INSURANCE	961			961
REPAIRS AND MAINTENANCE	175			175
TELEPHONE	1,578			1,578
POSTAGE	349			349
UTILITIES	600			600
MISCELLANEOUS	476			476
TOTAL	$ 6,534	$ 0	$ 0	$ 6,534

Federal Statements

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SUNTRUST	$ 2,225,481	$ 995,669	COST	$ 2,292,853
TOTAL	$ 2,225,481	$ 995,669		$ 2,292,853

Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SUNTRUST	$ 7,016,314	$ 7,173,107	COST	$ 7,573,814
TOTAL	$ 7,016,314	$ 7,173,107		$ 7,573,814

Federal Statements

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

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
EQUIPMENT	$ 474	$ 10,489	$ 10,331	$
LAND	1,762,444	1,762,444		3,101,808
TOTAL	$ 1,762,918	$ 1,772,933	$ 10,331	$ 3,101,808

Federal Statements

Statement 10 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
1.8% INTEREST - WILLIAMSBURG VILLAGE	$ 21,305	$ 22,306	$ 22,306
TOTAL	$ 21,305	$ 22,306	$ 22,306

Federal Statements

Statement 11 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
LETTER OF REQUEST AND COPY OF IRS DETERMINATION LETTER OF TAX EXEMPT STATUS.

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

Description
NONE

Statement 12 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
RESTRICTED TO THE SOUTHEASTERN UNITED STATES WITH AN EMPHASIS ON METROPOLITAN ATLANTA, GA

Federal Statements

Statement 13 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
A FUTURE NOT A PAST		501(C)(3)	OPERATIONS	25,000
ADVOCATES FOR CHILDREN		501(C)(3)	OPERATIONS	5,000
ALICE'S HOUSE		501(C)(3)	OPERATIONS	10,000
AMERICAN DIABETES ASSOC		501(C)(3)	OPERATIONS	250
ATLANTA AIDS PARTNERSHIP	FUND	501(C)(3)	OPERATIONS	2,500
ATLANTA METRO RESPITE		501(C)(3)	OPERATIONS	10,000
BASCOM FINE ARTS CENTER		501(C)(3)	OPERATIONS	200
BEN FRANKLIN ACADEMY		501(C)(3)	OPERATIONS	2,500
BEREA COLLEGE		501(C)(3)	OPERATIONS	10,000
CALVARY CHILDRENS HOME		501(C)(3)	OPERATIONS	50,000
CAMP HORIZON		501(C)(3)	OPERATIONS	5,000
CAMP SUNSHINE		501(C)(3)	OPERATIONS	5,000
CANINE ASSISTANTS		501(C)(3)	OPERATIONS	12,000
CATALYST FOR CARE		501(C)(3)	OPERATIONS	15,000
CHILDRENS HEALTHCARE OF	ATLANTA	501(C)(3)	OPERATIONS	1,000
CHILDRENS RESTORATION	NETWORK	501(C)(3)	OPERATIONS	15,000
CHRIS KIDS		501(C)(3)	OPERATIONS	60,700
COBB COUNTY SCHOOLS FDN		501(C)(3)	OPERATIONS	25,000

Federal Statements

Statement 13 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
COMMUNITIES IN SCHOOLS OF	ATLANTA	501(C)(3)	OPERATIONS	72,000
CORNERSTONE FAMILY SVCS		501(C)(3)	OPERATIONS	5,000
CREATE YOUR DREAMS		501(C)(3)	OPERATIONS	25,000
EAGLE RANCH		501(C)(3)	OPERATIONS	35,000
FDN FOR HOSPITAL ART		501(C)(3)	OPERATIONS	30,000
FEED THE HUNGRY FDN		501(C)(3)	OPERATIONS	5,000
GA CAMPAIGN - ADOLESCENT	PREGNANCY PREVENTION	501(C)(3)	OPERATIONS	5,000
GEORGIA BREAST CANCER		501(C)(3)	OPERATIONS	2,000
GEORGIA CENTER FOR CHILD	ADVOCACY	501(C)(3)	OPERATIONS	7,000
GEORGIA JUSTICE PROJECT		501(C)(3)	OPERATIONS	10,000
GOOD MEWS FOUNDATION		501(C)(3)	OPERATIONS	100
GOOD SAMARITAN HEALTH CTR		501(C)(3)	OPERATIONS	10,000
GPAN		501(C)(3)	OPERATIONS	290
HAPPY TAILS		501(C)(3)	OPERATIONS	2,500
HILLGROVE DUGOUT ASSN		501(C)(3)	OPERATIONS	500
INGLESIDE BAPTIST CHURCH		501(C)(3)	OPERATIONS	5,700
JOEL CHANDLER HARRIS	ASSOCIATION	501(C)(3)	OPERATIONS	1,000
JUVENILE DIABETES		501(C)(3)	OPERATIONS	100

Federal Statements

Statement 13 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name Address	Address Relationship	Status	Purpose	Amount
JUVENILE JUSTICE FUND		501(C)(3)	OPERATIONS	5,000
KIDS PLACE		501(C)(3)	OPERATIONS	5,000
LEBANON METHODIST CHURCH		501(C)(3)	OPERATIONS	8,000
MAKE A WISH FOUNDATION		501(C)(3)	OPERATIONS	2,250
MOUNTAIN TOP BOYS HOME		501(C)(3)	OPERATIONS	50,000
MOVING IN THE SPIRIT		501(C)(3)	OPERATIONS	5,000
MUST MINISTRIES		501(C)(3)	OPERATIONS	10,000
NORTH METRO CHURCH		501(C)(3)	OPERATIONS	10,000
NW PRESBYTERIAN CHUCH		501(C)(3)	OPERATIONS	19,250
OPEN HAND		501(C)(3)	OPERATIONS	5,000
OPERATION HOMEFRONT		501(C)(3)	OPERATIONS	25,000
PAUL ANDERSON YOUTH HOME		501(C)(3)	OPERATIONS	60,000
PRESBYTERIAN HOMES OF GA		501(C)(3)	OPERATIONS	2,000
PRINCESS GRACE FOUNDATION		501(C)(3)	OPERATIONS	7,200
PROJECT HEALTHY	GRANDPARENTS	501(C)(3)	OPERATIONS	10,000
SMILES FOR LIFE		501(C)(3)	OPERATIONS	1,500
SOUTHEASTERN COUNCIL	OF FOUNDATIONS	501(C)(3)	OPERATIONS	1,500
STUDENTS WITHOUT MOTHERS		501(C)(3)	OPERATIONS	10,000

Federal Statements

Statement 13 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
SUSAN G KOMEN FOUNDATION		501(C)(3)	OPERATIONS	100
SWEETWATER VALLEY MISSION	PROGRAM	501(C)(3)	OPERATIONS	10,000
TOMMY NOBIS FOUNDATION		501(C)(3)	OPERATIONS	50,000
UNIVERSITY OF VIRGINIA	LAW SCHOOL FOUNDATION	501(C)(3)	OPERATIONS	3,000
VASSAR COLLEGE		501(C)(3)	OPERATIONS	2,000
VOICES FOR GEORGIAS	CHILDREN	501(C)(3)	OPERATIONS	1,000
TOTAL				773,140