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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

For calendar year **2009**, or tax year beginning **2009**, and ending **20**

G Check all that apply: Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

ENVELOPE DATE MAY 10 2010

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: **FLIPPEN, T/F ST. JUDE 59-7906334**

Room/suite: _____

Number and street (or P O box number if mail is not delivered to street address): **P.O. BOX 1908**

City or town, state, and ZIP code: **ORLANDO, FL 32802-1908**

A Employer identification number: **58-1951769**

B Telephone number (see page 10 of the instructions): **(901) 415-6409**

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

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

J Accounting method: Cash Accrual
 Other (specify) _____

Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ **3,042,740.** (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) if the foundation is not required to attach Sch. B. <input checked="" type="checkbox"/>				
	2 Check <input checked="" type="checkbox"/>				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	87,131.	84,140.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-123,925.			
	b Gross sales price for all assets on line 6a 720,195.				
	7 Capital gain net income (from Part IV, line 2)		NONE		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	8,866.			STMT 2	
12 Total Add lines 1 through 11	-27,928.	84,140.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	30,020.	15,010.		15,010.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)		499.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 4	6.	6.		
	24 Total operating and administrative expenses. Add lines 13 through 23	30,026.	15,515.		15,010.
	25 Contributions, gifts, grants paid	137,364.			137,364.
26 Total expenses and disbursements Add lines 24 and 25	167,390.	15,515.		152,374.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-195,318.				
b Net investment income (if negative, enter -0-)		68,625.			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	224,208.	77,314.	77,314.	
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) STMT 5	2,850,818.	2,801,878.	2,965,426.		
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶ (attach schedule)					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,075,026.	2,879,192.	3,042,740.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	3,072,800.	2,879,192.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	2,226.			
30	Total net assets or fund balances (see page 17 of the instructions)	3,075,026.	2,879,192.			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,075,026.	2,879,192.			

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	3,075,026.
2	Enter amount from Part I, line 27a	2	-195,318.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	214.
4	Add lines 1, 2, and 3	4	2,879,922.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	730.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,879,192.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)				(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a SEE PART IV DETAIL						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a						
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))			
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any				
a						
b						
c						
d						
e						
2 Capital gain net income or (net capital loss)				2	-123,924.	
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.						

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	200,847.	3,233,941.	0.06210595679		
2007	170,913.	3,625,628.	0.04714024715		
2006	164,378.	3,483,052.	0.04719366808		
2005	157,086.	3,337,557.	0.04706616247		
2004	177,857.	3,319,589.	0.05357801824		
2 Total of line 1, column (d)				2	0.25708405273
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	0.05141681055
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5				4	2,780,016.
5 Multiply line 4 by line 3				5	142,940.
6 Enter 1% of net investment income (1% of Part I, line 27b)				6	686.
7 Add lines 5 and 6				7	143,626.
8 Enter qualifying distributions from Part XII, line 4 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				8	152,374.

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

Table with 11 rows for excise tax calculations. Includes sub-sections 6a-6d for credits and payments. Total tax due is 230, refunded 230.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns for Yes/No. Includes questions about political activities, unrelated business income, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) 11 X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of SUNTRUST BANK Telephone no (888) 942-3272
Located at PO BOX 1908, ORLANDO, FL ZIP + 4 32802-1908
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X
(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 X
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 X
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions) 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009) 3b N/A
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)? Yes No
Organizations relying on a current notice regarding disaster assistance check here
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A
- 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? Yes No
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? Yes No

5b	N/A
6b	X
7b	N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		30,020.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

Total number of other employees paid over \$50,000 Yes No NONE

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

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

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

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,643,669.
b	Average of monthly cash balances	1b	178,682.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,822,351.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,822,351.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	42,335.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,780,016.
6	Minimum investment return. Enter 5% of line 5	6	139,001.

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	139,001.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	686.
b	Income tax for 2009. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	686.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	138,315.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	138,315.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	138,315.

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	152,374.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	152,374.
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	686.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	151,688.

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				138,315.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			111,404.	
b Total for prior years 20 07, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2009				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 152,374.				
a Applied to 2008, but not more than line 2a			111,404.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				40,970.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010.				97,345.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2005	NONE			
b Excess from 2006	NONE			
c Excess from 2007	NONE			
d Excess from 2008	NONE			
e Excess from 2009	NONE			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

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

--

b Check box to indicate whether the foundation is a private operating foundation described in section

--	--

 4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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))

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a <i>Paid during the year</i></p> <p>SEE STATEMENT 10</p>				
Total				▶ 3a 137,364.
<p>b <i>Approved for future payment</i></p>				
Total				▶ 3b

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					730.	
45,000.00		45000. GTE CALIFORNIA DEBENTURES PROPERTY TYPE: SECURITIES 48,083.00					03/03/2004 -3,083.00	01/15/2009
1,578.00		276. BANK OF AMERICA CORP COM PROPERTY TYPE: SECURITIES 6,503.00					11/03/2008 -4,925.00	01/21/2009
2,367.00		414. BANK OF AMERICA CORP COM PROPERTY TYPE: SECURITIES 20,358.00					11/07/2007 -17,991.00	01/21/2009
4,364.00		158. BERKLEY W R CORP COM PROPERTY TYPE: SECURITIES 5,003.00					10/15/2007 -639.00	01/28/2009
3,308.00		56. NORTHERN TR CORP COM PROPERTY TYPE: SECURITIES 3,926.00					11/07/2007 -618.00	01/28/2009
1,931.00		40. ACE LTD CHF 33.74 SHS PROPERTY TYPE: SECURITIES 2,507.00					06/12/2007 -576.00	01/28/2009
1,143.00		50.642 DREYFUS BOSTON CO SMALLCAP EQTY T PROPERTY TYPE: SECURITIES 2,073.00					04/17/2007 -930.00	02/02/2009
2,861.00		434.143 RIDGEWORTH FD-MIDCAP VAL EQTY #4 PROPERTY TYPE: SECURITIES 5,848.00					04/17/2007 -2,987.00	02/02/2009
2,156.00		236.404 T ROWE PRICE REAL ESTATE SHS PROPERTY TYPE: SECURITIES 6,243.00					12/01/2006 -4,087.00	02/02/2009
38,582.00		1816. VANGUARD INTL EQTY INDX EMRG MKTS PROPERTY TYPE: SECURITIES 39,854.00					11/24/2008 -1,272.00	02/02/2009

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
9,508.00		180. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 11,812.00					11/07/2007	02/04/2009
							-2,304.00	
4,888.00		251. AFLAC INC COM PROPERTY TYPE: SECURITIES 15,337.00					11/20/2007	02/26/2009
							-10,449.00	
11,688.00		280. NIKE INC CL B PROPERTY TYPE: SECURITIES 15,532.00					11/07/2007	02/27/2009
							-3,844.00	
2,621.00		197. NORDSTROM INC COM PROPERTY TYPE: SECURITIES 6,890.00					09/10/2008	02/27/2009
							-4,269.00	
4,518.00		115. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES 8,576.00					11/07/2007	03/02/2009
							-4,058.00	
12,350.00		130. GENENTECH INC COM PROPERTY TYPE: SECURITIES 10,722.00					11/17/2008	03/25/2009
							1,628.00	
5,503.00		110. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 5,624.00					05/22/2007	04/22/2009
							-121.00	
9,900.00		96. INTERNATIONAL BUSINESS MACHS COR C PROPERTY TYPE: SECURITIES 10,823.00					11/07/2007	05/11/2009
							-923.00	
4,150.00		242. ALTRIA GROUP INC COM PROPERTY TYPE: SECURITIES 5,788.00					01/16/2008	05/13/2009
							-1,638.00	
1,545.00		65.162 DREYFUS BOSTON CO SMALLCAP EQTY T PROPERTY TYPE: SECURITIES 2,667.00					04/17/2007	05/18/2009
							-1,122.00	
4,798.00		502.935 FORUM FDS ABSOLUTE STRATEGIES IN PROPERTY TYPE: SECURITIES 5,517.00					10/29/2007	05/18/2009
							-719.00	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
6,612.00		943.224 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES 5,810.00					02/02/2009	05/18/2009 802.00
3,657.00		478.039 RIDGEWORTH FD-EMERGING GROWTH #5 PROPERTY TYPE: SECURITIES 6,483.00					11/09/2007	05/18/2009 -2,826.00
18,253.00		1718.738 RIDGEWORTH FD-INTL EQ INDEX #53 PROPERTY TYPE: SECURITIES 17,291.00					12/15/2008	05/18/2009 962.00
7,036.00		1330.057 RIDGEWORTH FD-INTL 130/30 #242 PROPERTY TYPE: SECURITIES 12,120.00					04/21/2008	05/18/2009 -5,084.00
1,747.00		176.109 T ROWE PRICE REAL ESTATE SHS PROPERTY TYPE: SECURITIES 4,632.00					12/08/2006	05/18/2009 -2,885.00
7,041.00		212. CUMMINS ENGINE INC COM PROPERTY TYPE: SECURITIES 3,962.00					03/02/2009	05/20/2009 3,079.00
10,011.00		686. CORNING INC PROPERTY TYPE: SECURITIES 16,408.00					10/26/2007	05/26/2009 -6,397.00
5,364.00		74. BARD C R INC COM PROPERTY TYPE: SECURITIES 6,182.00					07/11/2007	06/01/2009 -818.00
268.00		48. HARRIS STRATEX NETWORKS INC COM PROPERTY TYPE: SECURITIES 258.00					05/28/2009	06/03/2009 10.00
5.00		.9383 HARRIS STRATEX NETWORKS INC COM PROPERTY TYPE: SECURITIES 5.00					05/28/2009	06/05/2009
13,291.00		203. LABORATORY CORP OF AMERICA HLDGS CO PROPERTY TYPE: SECURITIES 15,538.00					05/20/2008	06/22/2009 -2,247.00

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
60,000.00		5813.954 RIDGEWORTH FD-INTERMEDIATE BD # PROPERTY TYPE: SECURITIES 59,961.00					02/26/2008	06/24/2009
						39.00		
60,000.00		5405.405 RIDGEWORTH FD-INVNT GRADE BD #50 PROPERTY TYPE: SECURITIES 51,910.00					12/31/1999	06/24/2009
						8,090.00		
3,291.00		128.315 DREYFUS BOSTON CO SMALLCAP EQTY PROPERTY TYPE: SECURITIES 2,864.00					11/24/2008	07/20/2009
						427.00		
16,750.00		653.035 DREYFUS BOSTON CO SMALLCAP EQTY PROPERTY TYPE: SECURITIES 26,129.00					04/21/2008	07/20/2009
						-9,379.00		
970.00		113.85 RIDGEWORTH FD-EMERGING GROWTH #59 PROPERTY TYPE: SECURITIES 1,543.00					04/17/2007	07/20/2009
						-573.00		
1,335.00		117.829 RIDGEWORTH FD-INTL EQ INDEX #530 PROPERTY TYPE: SECURITIES 1,185.00					12/15/2008	07/20/2009
						150.00		
1,038.00		178.045 RIDGEWORTH FD-INTL 130/30 #242 PROPERTY TYPE: SECURITIES 1,622.00					04/21/2008	07/20/2009
						-584.00		
3,783.00		145. DIRECTV GROUP INC COM PROPERTY TYPE: SECURITIES 3,636.00					06/30/2009	08/04/2009
						147.00		
13,539.00		519. DIRECTV GROUP INC COM PROPERTY TYPE: SECURITIES 13,948.00					07/17/2008	08/04/2009
						-409.00		
2,939.00		61. ACE LTD CHF 33.74 SHS PROPERTY TYPE: SECURITIES 2,670.00					06/30/2009	08/17/2009
						269.00		
10,502.00		218. ACE LTD CHF 33.74 SHS PROPERTY TYPE: SECURITIES 13,472.00					11/07/2007	08/17/2009
						-2,970.00		

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
50,000.00		50000. FED HOME LN BK PROPERTY TYPE: SECURITIES 50,073.00		3.750%	8/18		09/09/2004	08/18/2009 -73.00
2,787.00		49. NORTHERN TR CORP COM PROPERTY TYPE: SECURITIES 2,657.00					06/30/2009	09/01/2009 130.00
10,012.00		176. NORTHERN TR CORP COM PROPERTY TYPE: SECURITIES 11,524.00					08/09/2007	09/01/2009 -1,512.00
8,280.00		302. AT & T INC COM PROPERTY TYPE: SECURITIES 12,267.00					05/22/2007	09/28/2009 -3,987.00
7,414.00		443. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES 17,394.00					11/07/2007	09/28/2009 -9,980.00
7,761.00		256. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES 10,928.00					11/07/2007	09/28/2009 -3,167.00
4,248.00		86. WALMART STORES INC COM PROPERTY TYPE: SECURITIES 4,209.00					06/30/2009	09/28/2009 39.00
3,309.00		67. WALMART STORES INC COM PROPERTY TYPE: SECURITIES 3,608.00					08/30/2002	09/28/2009 -299.00
3,532.00		78. CONOCOPHILLIPS COM PROPERTY TYPE: SECURITIES 3,316.00					06/30/2009	09/29/2009 216.00
12,634.00		279. CONOCOPHILLIPS COM PROPERTY TYPE: SECURITIES 21,296.00					05/22/2007	09/29/2009 -8,662.00
8,721.00		126. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 8,928.00					06/30/2009	09/29/2009 -207.00

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
8,985.00		276. EDISON INTERNATIONAL COM PROPERTY TYPE: SECURITIES 16,554.00					05/22/2007	10/02/2009
							-7,569.00	
4,398.00		135. EDISON INTERNATIONAL COM PROPERTY TYPE: SECURITIES 4,288.00					06/30/2009	10/05/2009
							110.00	
6,712.00		206. EDISON INTERNATIONAL COM PROPERTY TYPE: SECURITIES 12,218.00					11/07/2007	10/05/2009
							-5,506.00	
2,502.00		33. BARD C R INC COM PROPERTY TYPE: SECURITIES 2,455.00					06/30/2009	10/28/2009
							47.00	
8,948.00		118. BARD C R INC COM PROPERTY TYPE: SECURITIES 9,805.00					11/07/2007	10/28/2009
							-857.00	
967.00		95.223 RIDGEWORTH FD-EMERGING GROWTH #59 PROPERTY TYPE: SECURITIES 598.00					02/02/2009	11/11/2009
							369.00	
18,545.00		1827.114 RIDGEWORTH FD-EMERGING GROWTH # PROPERTY TYPE: SECURITIES 24,049.00					02/11/2008	11/11/2009
							-5,504.00	
2,213.00		31. DANAHER CORP COM PROPERTY TYPE: SECURITIES 1,951.00					06/30/2009	11/20/2009
							262.00	
8,067.00		113. DANAHER CORP COM PROPERTY TYPE: SECURITIES 8,122.00					05/22/2007	11/20/2009
							-55.00	
50,000.00		50000. FED FARM CR BK PROPERTY TYPE: SECURITIES 50,000.00		5.375% 11/20			11/08/2006	11/20/2009
2,859.00		105. KRAFT FOODS INC-A COM PROPERTY TYPE: SECURITIES 2,690.00					06/30/2009	11/20/2009
							169.00	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold	
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)		
10,210.00		375. KRAFT FOODS INC-A COM PROPERTY TYPE: SECURITIES 10,749.00					10/13/2008	11/20/2009	
							-539.00		
16,371.00		706. CONAGRA INC COM PROPERTY TYPE: SECURITIES 12,720.00					06/30/2009	12/23/2009	
							3,651.00		
4,422.00		85. RAYTHEON CO COM NEW PROPERTY TYPE: SECURITIES 3,824.00					06/30/2009	12/23/2009	
							598.00		
15,765.00		303. RAYTHEON CO COM NEW PROPERTY TYPE: SECURITIES 16,869.00					11/07/2007	12/23/2009	
							-1,104.00		
3,367.00		91. TJX CO INC NEW PROPERTY TYPE: SECURITIES 2,879.00					06/30/2009	12/23/2009	
							488.00		
12,098.00		327. TJX CO INC NEW PROPERTY TYPE: SECURITIES 10,833.00					02/26/2008	12/23/2009	
							1,265.00		
TOTAL GAIN(LOSS)							-123,924.	=====	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
DIVIDENDS & INTEREST	87,131.	84,140.
	-----	-----
TOTAL	87,131.	84,140.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
2008 FED TAX REFUND	8,866.
TOTALS	----- 8,866. =====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES		499.
TOTALS		499.

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ADR FOREIGN FEES	6.	6.
TOTALS	6.	6.

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	C	2,850,818.	2,801,878.	2,965,426.
TOTALS		2,850,818.	2,801,878.	2,965,426.

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

=====

DESCRIPTION

AMOUNT

ADJUSTMENTS COST BASIS HARRIS STRATEX NE

214.

TOTAL

214.

=====

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

DESCRIPTION -----	AMOUNT -----
PURCHASE ACCRUED INTEREST	57.
ADJUSTMENTS COST BASIS T ROWE PRICE	673.

TOTAL	730.
	=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

TN

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

=====

OFFICER NAME:

SUNTRUST BANK

ADDRESS:

PO BOX 1908

ORLANDO, FL 32802-1908

TITLE:

TRUSTEE, AS REQ'D

COMPENSATION 30,020.

TOTAL COMPENSATION: 30,020.

=====

=====

RECIPIENT NAME:

ALSAC/ST.JUDE ENDOWMENT

ADDRESS:

ESTATE COORDINATOR

MEMPHIS, TN 38105

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 137,364.

TOTAL GRANTS PAID:

137,364.

=====

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2009

Name of estate or trust **FLIPPEN, T/F ST. JUDE 59-7906334** Employer identification number **58-1951769**

Note: Form 5227 filers need to complete **only Parts I and II.**

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	2,880.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	2,880.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			730.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-129,681.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	2,147.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	-126,804.

For Paperwork Reduction Act Notice, see the instructions for Form 1041 Schedule D (Form 1041) 2009

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		2,880.
14	Net long-term gain or (loss):			
a	Total for year	14a		-126,804.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		-123,924.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV If line 15, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary.

Part IV Capital Loss Limitation		16
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000	(3,000)

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet on page 7 of the instructions to figure your capital loss carryover

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

**SCHEDULE D-1
(Form 1041)**

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2009

Department of the Treasury
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

FLIPPEN, T/F ST. JUDE 59-7906334

Employer identification number

58-1951769

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 276. BANK OF AMERICA CORP COM	11/03/2008	01/21/2009	1,578.00	6,503.00	-4,925.00
1816. VANGUARD INTL EQTY INDX EMRG MKTS	11/24/2008	02/02/2009	38,582.00	39,854.00	-1,272.00
197. NORDSTROM INC COM	09/10/2008	02/27/2009	2,621.00	6,890.00	-4,269.00
130. GENENTECH INC COM	11/17/2008	03/25/2009	12,350.00	10,722.00	1,628.00
943.224 PIMCO COMMODITY REALRTN STRATEGY USA	02/02/2009	05/18/2009	6,612.00	5,810.00	802.00
1718.738 RIDGEWORTH FD-INTL EQ INDEX #530	12/15/2008	05/18/2009	18,253.00	17,291.00	962.00
212. CUMMINS ENGINE INC COM	03/02/2009	05/20/2009	7,041.00	3,962.00	3,079.00
48. HARRIS STRATEX NETWORKS INC COM	05/28/2009	06/03/2009	268.00	258.00	10.00
.9383 HARRIS STRATEX NETWORKS INC COM	05/28/2009	06/05/2009	5.00	5.00	
128.315 DREYFUS BOSTON CO SMALLCAP EQTY TE	11/24/2008	07/20/2009	3,291.00	2,864.00	427.00
117.829 RIDGEWORTH FD-INTL EQ INDEX #530	12/15/2008	07/20/2009	1,335.00	1,185.00	150.00
145. DIRECTV GROUP INC COM	06/30/2009	08/04/2009	3,783.00	3,636.00	147.00
61. ACE LTD CHF 33.74 SHS	06/30/2009	08/17/2009	2,939.00	2,670.00	269.00
49. NORTHERN TR CORP COM	06/30/2009	09/01/2009	2,787.00	2,657.00	130.00
86. WALMART STORES INC COM	06/30/2009	09/28/2009	4,248.00	4,209.00	39.00
78. CONOCOPHILLIPS COM	06/30/2009	09/29/2009	3,532.00	3,316.00	216.00
126. EXXON MOBIL CORP	06/30/2009	09/29/2009	8,721.00	8,928.00	-207.00
135. EDISON INTERNATIONAL COM	06/30/2009	10/05/2009	4,398.00	4,288.00	110.00
33. BARD C R INC COM	06/30/2009	10/28/2009	2,502.00	2,455.00	47.00
95.223 RIDGEWORTH FD-EMERGING GROWTH #593	02/02/2009	11/11/2009	967.00	598.00	369.00
31. DANAHER CORP COM	06/30/2009	11/20/2009	2,213.00	1,951.00	262.00
105. KRAFT FOODS INC-A COM	06/30/2009	11/20/2009	2,859.00	2,690.00	169.00
706. CONAGRA INC COM	06/30/2009	12/23/2009	16,371.00	12,720.00	3,651.00
85. RAYTHEON CO COM NEW	06/30/2009	12/23/2009	4,422.00	3,824.00	598.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D-1 (Form 1041) 2009

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side
FLIPPEN, T/F ST. JUDE 59-7906334 Employer identification number
58-1951769

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 45000. GTE CALIFORNIA DEBENTURES	03/03/2004	01/15/2009	45,000.00	48,083.00	-3,083.00
414. BANK OF AMERICA CORP COM	11/07/2007	01/21/2009	2,367.00	20,358.00	-17,991.00
158. BERKLEY W R CORP COM	10/15/2007	01/28/2009	4,364.00	5,003.00	-639.00
56. NORTHERN TR CORP COM	11/07/2007	01/28/2009	3,308.00	3,926.00	-618.00
40. ACE LTD CHF 33.74 SHS	06/12/2007	01/28/2009	1,931.00	2,507.00	-576.00
50.642 DREYFUS BOSTON CO SMALLCAP EQTY TE	04/17/2007	02/02/2009	1,143.00	2,073.00	-930.00
434.143 RIDGEWORTH FD-MIDCAP VAL EQTY #412	04/17/2007	02/02/2009	2,861.00	5,848.00	-2,987.00
236.404 T ROWE PRICE REAL ESTATE SHS	12/01/2006	02/02/2009	2,156.00	6,243.00	-4,087.00
180. PROCTER & GAMBLE CO COM	11/07/2007	02/04/2009	9,508.00	11,812.00	-2,304.00
251. AFLAC INC COM	11/20/2007	02/26/2009	4,888.00	15,337.00	-10,449.00
280. NIKE INC CL B	11/07/2007	02/27/2009	11,688.00	15,532.00	-3,844.00
115. UNITED TECHNOLOGIES CORP COM	11/07/2007	03/02/2009	4,518.00	8,576.00	-4,058.00
110. PROCTER & GAMBLE CO COM	05/22/2007	04/22/2009	5,503.00	5,624.00	-121.00
96. INTERNATIONAL BUSINESS MACHS COR COM	11/07/2007	05/11/2009	9,900.00	10,823.00	-923.00
242. ALTRIA GROUP INC COM	01/16/2008	05/13/2009	4,150.00	5,788.00	-1,638.00
65.162 DREYFUS BOSTON CO SMALLCAP EQTY TE	04/17/2007	05/18/2009	1,545.00	2,667.00	-1,122.00
502.935 FORUM FDS ABSOLUTE STRATEGIES INSTL	10/29/2007	05/18/2009	4,798.00	5,517.00	-719.00
478.039 RIDGEWORTH FD-EMERGING GROWTH #593	11/09/2007	05/18/2009	3,657.00	6,483.00	-2,826.00
1330.057 RIDGEWORTH FD-INTL 130/30 #242	04/21/2008	05/18/2009	7,036.00	12,120.00	-5,084.00
176.109 T ROWE PRICE REAL ESTATE SHS	12/08/2006	05/18/2009	1,747.00	4,632.00	-2,885.00
686. CORNING INC	10/26/2007	05/26/2009	10,011.00	16,408.00	-6,397.00
74. BARD C R INC COM	07/11/2007	06/01/2009	5,364.00	6,182.00	-818.00
203. LABORATORY CORP OF AMERICA HLDGS COM	05/20/2008	06/22/2009	13,291.00	15,538.00	-2,247.00
5813.954 RIDGEWORTH FD-INTERMEDIATE BD #850	02/26/2008	06/24/2009	60,000.00	59,961.00	39.00
5405.405 RIDGEWORTH FD-INVNT GRADE BD #506	12/31/1999	06/24/2009	60,000.00	51,910.00	8,090.00
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					

FEDERAL CAPITAL GAIN DIVIDENDS
=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

PIMCO FOREIGN BD US\$ HEDGED-I	113.00
PIMCO COMMODITY REALRTN STRATEGY USA	540.00
RIDGEWORTH FD-INTERMEDIATE BD #850	77.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	-----	730.00
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TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	-----	730.00
		=====

990PF, PART VII-B LINE 2B – SECTION 4942a2 EXPLANATION STATEMENT

This question does not apply. The foundation does not have any undistributed income from prior years.

Investment Review (91 Items) - as of 05/04/2010 (Settle Date View)

print | expand | contract | save | ticker | accounts | trade date
 Click on an investment class to show investment information or select a date from the drop-down listbox to view historical investment information (if available) **Disclaimer Pricing changes made since the last statement may not be reflected in Investment Review values

Assets as of: 12/31/2009

Account: All Accounts

MAIN-7906334 SUB-7921134										
	P/I	Units	Market Value	% Mkt Value	Accrued Income	Tax Cost	Est Annual Income	Yield at Mkt	Market Price	
CASH EQUIVALENTS										
<input type="checkbox"/> COINS AND CURRENCY			\$1,099.27	0.036%	\$0.00	\$1,099.27	\$0.00	0.000%	\$1.00	
<input checked="" type="checkbox"/> 999999998 UNINVESTED CASH		1,099.2700	\$1,099.27	0.036%	\$0.00	\$1,099.27	\$0.00	0.000%	\$1.00	
STIF & MONEY MARKET FUNDS										
<input type="checkbox"/> STI GOVERNMENT			\$76,214.47	2.505%	\$1.66	\$76,214.47	\$35.67	0.047%		
<input checked="" type="checkbox"/> 766287330 RIDGEWORTH FD-US GOVT SECS MM / SHS #502		76,214.4700	\$76,214.47	2.505%	\$1.66	\$76,214.47	\$35.67	0.047%	\$1.00	
US GOVERNMENT & AGENCY BONDS										
<input type="checkbox"/> OTHER US GOVT AGENCIES			\$649,795.85	21.356%	\$9,857.32	\$637,646.39	\$29,160.00	4.488%		
<input checked="" type="checkbox"/> 31331G3J6 FEDERAL FARM CREDIT BANK BDS DTD 11/18/09 2 550% DUE 11/18/13 CALLABLE Rating: AAA		50,000.0000	\$49,687.50	1.633%	\$152.29	\$50,437.50	\$1,275.00	2.566%	\$99.38	
BONDS										
<input checked="" type="checkbox"/> 31331XYD8 FEDERAL FARM CREDIT BANK BONDS DTD 05/07/07 5.300% DUE 05/07/14 CALLABLE Rating: AAA		50,000.0000	\$50,875.00	1.672%	\$397.50	\$50,000.00	\$2,650.00	5.209%	\$101.75	
FEDERAL HOME LOAN BANK										
<input checked="" type="checkbox"/> 3133XPJZ8 FEDERAL HOME LOAN BANK BD DTD 02/11/08 3 500% DUE 02/11/13 CALLABLE Rating: AAA		50,000.0000	\$51,375.00	1.688%	\$680.56	\$51,530.00	\$1,750.00	3.406%	\$102.75	
FEDERAL HOME LOAN BANK										
<input checked="" type="checkbox"/> 3133XGW91 FEDERAL HOME LOAN BANK BD DTD 09/15/06 5 500% DUE 09/15/14 CALLABLE Rating: AAA		25,000.0000	\$25,890.75	0.851%	\$404.86	\$25,000.00	\$1,375.00	5.311%	\$103.56	

OCCIDENTAL PETE CORP COM									
Rating: A-									
<input type="checkbox"/>	INTEGRATED TELECOM SVCS								
	<input type="checkbox"/>	00206R102	\$34,540.10	1.135%	\$0.00	\$41,906.02	\$2,022.04	5.854%	\$28.03
		AT & T INC COM Rating: B+	\$15,921.04	0.523%	\$0.00	\$20,041.06	\$954.24	5.994%	
<input type="checkbox"/>	92343V104	VERIZON COMMUNICATIONS COM Rating: B	\$18,619.06	0.612%	\$0.00	\$21,864.96	\$1,067.80	5.735%	\$33.13
<input type="checkbox"/>	INTERNET SOFTWARE & SERVICES								
	<input type="checkbox"/>	38259P508	\$40,298.70	1.324%	\$0.00	\$31,258.84	\$0.00	0.000%	\$619.98
		GOOGLE INC CL A COM	\$40,298.70	1.324%	\$0.00	\$31,258.84	\$0.00	0.000%	
<input type="checkbox"/>	INVESTMENT BANKING & BROKERAGE								
	<input type="checkbox"/>	38141G104	\$59,726.68	1.963%	\$0.00	\$54,963.94	\$535.84	0.897%	\$168.84
		GOLDMAN SACHS GROUP INC COM Rating: B+	\$21,780.36	0.716%	\$0.00	\$21,591.48	\$180.60	0.829%	
<input type="checkbox"/>	617446448	MORGAN STANLEY COM NEW Rating: B	\$21,460.00	0.705%	\$0.00	\$19,171.66	\$145.00	0.676%	\$29.60
<input type="checkbox"/>	808513105	SCHWAB CHARLES CORP COM NEW Rating: B+	\$16,486.32	0.542%	\$0.00	\$14,200.80	\$210.24	1.275%	\$18.82
<input type="checkbox"/>	OIL & GAS DRILLING								
	<input type="checkbox"/>	H8817H100	\$16,808.40	0.552%	\$0.00	\$19,659.29	\$0.00	0.000%	\$82.80
		TRANSOCEAN LTD CHF15 SHS	\$16,808.40	0.552%	\$0.00	\$19,659.29	\$0.00	0.000%	
<input type="checkbox"/>	OIL & GAS EQUIPMENT & SERVICES								
	<input type="checkbox"/>	406216101	\$36,889.06	1.212%	\$52.71	\$44,711.99	\$456.72	1.238%	\$30.09
		HALLIBURTON CO COM Rating: B	\$20,551.47	0.675%	\$0.00	\$23,921.14	\$245.88	1.196%	
<input type="checkbox"/>	806857108	SCHLUMBERGER LTD COM	\$16,337.59	0.537%	\$52.71	\$20,790.85	\$210.84	1.291%	\$65.09
<input type="checkbox"/>	PHARMACEUTICALS								
	<input type="checkbox"/>	002824100	\$89,481.89	2.941%	\$241.68	\$88,201.20	\$2,959.52	3.307%	\$53.99
		ABBOTT LABS COM Rating: A-	\$28,884.65	0.949%	\$0.00	\$28,266.35	\$856.00	2.964%	

☐ 478160104 JOHNSON & JOHNSON COM Rating: A+	580 0000	\$37,357.80	1 228%	\$0 00	\$35,348.84	\$1,136.80	3 043%	\$64.41
☐ 58933Y705 MERCCK & CO INC NEW COM Rating: B+	636.0000	\$23,239.44	0 764%	\$241.68	\$24,586.01	\$966.72	4 160%	\$36.54
☐ PROPERTY & CASUALTY INSURANCE								
☐ 084423102 BERKLEY W R CORP COM Rating: B	461 0000	\$11,359.04	0 373%	\$27.66	\$13,404.38	\$110.64	0 974%	\$24.64
☐ 89417E109 TRAVELERS COS INC/THE COM	370 0000	\$18,448.20	0 606%	\$0 00	\$15,706.76	\$488.40	2 647%	\$49.86
☐ RAILROADS								
☐ 907818108 UNION PACIFIC CORP COM Rating: A	368 0000	\$23,515.20	0 773%	\$99.36	\$23,109.98	\$397.44	1 690%	\$63.90
☐ RESTAURANTS								
☐ 580135101 MCDONALDS CORP COM Rating: A-	409 0000	\$25,537.96	0 839%	\$0 00	\$21,984.30	\$899.80	3 523%	\$62.44
☐ SEMICONDUCTORS								
☐ 458140100 INTEL CORP COM Rating: B+	1,299 0000	\$26,499.60	0 871%	\$0 00	\$28,428.99	\$727.44	2 745%	\$20.40
☐ 882508104 TEXAS INSTRS INC COM Rating: B	623 0000	\$16,235.38	0 534%	\$0 00	\$16,362.02	\$299.04	1 842%	\$26.06
☐ SOFT DRINKS								
☐ 713448108 PEPSICO INC COM Rating: A+	456 0000	\$27,724.80	0 911%	\$205.20	\$30,097.77	\$820.80	2 961%	\$60.80
☐ STEEL								
☐ 670346105 NUCOR CORP COM Rating: B	504 0000	\$23,511.60	0 773%	\$181.44	\$22,149.74	\$725.76	3 087%	\$46.65
☐ SYSTEMS SOFTWARE								
		\$24,260.17	0 797%	\$0 00	\$20,317.98	\$197.80	0 815%	

<input checked="" type="checkbox"/>	68389X105 ORACLE CORP COM Rating: B+	989 0000	\$24,260.17	0.797%	\$0.00	\$20,317.98	\$197.80	0.815%	\$24.53
<input checked="" type="checkbox"/>	TOBACCO								
<input checked="" type="checkbox"/>	718172109 PHILIP MORRIS INTL COM	390 0000	\$18,794.10	0.618%	\$179.22	\$20,034.93	\$904.80	4.814%	\$48.19
<input checked="" type="checkbox"/>	TRUCKING								
<input checked="" type="checkbox"/>	445658107 HUNT J B TRANS SVCS INC COM Rating: B+	306 0000	\$9,874.62	0.325%	\$0.00	\$9,929.38	\$134.64	1.363%	
	MUTUAL FUNDS								
<input checked="" type="checkbox"/>	COMMODITY								
<input checked="" type="checkbox"/>	722005667 PIMCO COMMODITY REALRETURN STRATEGY FD USA-INS Rating: N/A	5,450 6320	\$45,131.23	1.483%	\$0.00	\$33,787.74	\$2,703.51	5.990%	\$8.28
<input checked="" type="checkbox"/>	OTHER DOMESTIC EQUITY								
<input checked="" type="checkbox"/>	34984T600 FORUM FDS ABSOLUTE STRATEGIES FD INSTL SHS Rating: N/A	3,608 2330	\$37,706.03	1.239%	\$0.00	\$38,483.32	\$447.42	1.187%	\$10.45
<input checked="" type="checkbox"/>	OTHER INTL FIXED INCOME								
<input checked="" type="checkbox"/>	693390882 PIMCO FDS FOREIGN BD US\$ HEDGED FD INSTL CL Rating: N/A	1,711 2120	\$17,112.12	0.562%	\$1.83	\$18,000.00	\$667.37	3.900%	\$10.00
<input checked="" type="checkbox"/>	REIT FDS								
<input checked="" type="checkbox"/>	779919109 T ROWE PRICE REAL ESTATE FD SHS Rating: N/A	2,750 5020	\$38,039.44	1.250%	\$0.00	\$48,163.16	\$1,512.78	3.977%	\$13.83
<input checked="" type="checkbox"/>	SMALL CAP GROWTH								
<input checked="" type="checkbox"/>	81728825 SENTINEL FDS SMALL CO FD-I Rating: N/A	3,533 8240	\$22,510.46	0.740%	\$0.00	\$19,224.00	\$0.00	0.000%	\$6.37
<input checked="" type="checkbox"/>	SMALL CAP VALUE								
<input checked="" type="checkbox"/>	018918698 ALLIANZ FDS NFJ SMALL-CAP VALUE FD INSTL CL Rating: N/A	2,885 4760	\$69,943.94	2.299%	\$0.00	\$79,790.00	\$1,500.45	2.145%	\$24.24
	PROPRIETARY FUNDS								
<input checked="" type="checkbox"/>	FIXED INCOME								
			\$528,195.15	17.359%	\$820.39	\$469,034.43	\$20,228.05	3.830%	
			\$312,571.25	10.273%	\$820.39	\$278,003.60	\$12,450.12	3.983%	

<input checked="" type="checkbox"/>	76628T702 RIDGEWORTH FD-INTERMEDIATE BD / SHS #850 Rating: N/A	11,510,2720	\$120,167.24	3.949%	\$275.41	\$115,039.22	\$4,373.90	3.640%	\$10.44
<input checked="" type="checkbox"/>	76628T876 RIDGEWORTH FD-INVT GRADE BD / SHS #506 Rating: N/A	16,966,8440	\$192,404.01	6.323%	\$544.98	\$162,964.38	\$8,076.22	4.198%	\$11.34
<input type="checkbox"/>	INTL DIVERSIFIED	8,962,4370	\$115,436.19	3.794%	\$0.00	\$89,783.14	\$5,879.36	5.093%	\$12.88
<input checked="" type="checkbox"/>	76628R813 RIDGEWORTH FD-INTL EQUITY INDEX / SHS #530 Rating: N/A	7,476,1130	\$74,387.32	2.445%	\$0.00	\$67,571.97	\$934.51	1.256%	\$9.95
<input type="checkbox"/>	MID CAP VALUE	3,951,0540	\$25,800.38	0.848%	\$0.00	\$33,675.72	\$964.06	3.737%	\$6.53
<input checked="" type="checkbox"/>	76628R870 RIDGEWORTH FD-MIDCAP VAL EQUITY / SHS #412 Rating: N/A	3,951,0540	\$25,800.38	0.848%	\$0.00	\$33,675.72	\$964.06	3.737%	\$6.53
<input type="checkbox"/>	OTHER INTL EQUITY	1,0000	\$0.00	0.000%	\$0.00	\$0.00	\$0.00	0.000%	\$0.00
<input type="checkbox"/>	MISCELLANEOUS ASSETS	1,0000	\$0.00	0.000%	\$0.00	\$0.00	\$0.00	0.000%	\$0.00
<input type="checkbox"/>	ACCOUNT RECEIVABLES	1,0000	\$0.00	0.000%	\$0.00	\$0.00	\$0.00	0.000%	\$0.00
<input checked="" type="checkbox"/>	997001FA5- CLASS ACTION PENDING AMERICAN INTL GROUP ON RCPT OF FINAL PMT	1,0000	\$0.00	0.000%	\$0.00	\$0.00	\$0.00	0.000%	\$0.00
<input checked="" type="checkbox"/>	997000NNO CLASS ACTION PENDING FEDERAL HOME LOAN MTG CORP ON RCPT OF FINAL PMT	1,0000	\$0.00	0.000%	\$0.00	\$0.00	\$0.00	0.000%	\$0.00
TOTAL:			\$3,042,739.72	100%	\$12,517.32	\$2,879,191.31	\$82,165.54	2.700%	

Please note: Market values and transactions reflect beginning of current business day's pricing and activities. Month end values may differ from your month end Statement of Account due to retroactive pricing.

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