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: Coddon Family Foundation

Number and street (or P O box number if mail is not delivered to street address): 310 Peachtree Battle Avenue, NW — Room/suite:

City or town, state, and ZIP code: Atlanta GA 30305-4031

A Employer identification number: 58-6338736

B Telephone number (see page 10 of the instructions)

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) ▶ $ 1,583,199

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				
	4	Dividends and interest from securities	43,659	43,599		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-204,194			
	b	Gross sales price for all assets on line 6a 1,078,977				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns & allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	-160,535	43,599	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) Stmt 1	1,746			
	c	Other professional fees (attach schedule) Stmt 2	13,185	13,185		
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) Stmt 3	15	15		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	6,900			
	22	Printing and publications				
	23	Other expenses (att sch)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	21,846	13,200		0
	25	Contributions, gifts, grants paid	94,309			94,309
	26	**Total expenses and disbursements.** Add lines 24 and 25	116,155	13,200	0	94,309
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-276,690			
	b	**Net investment income** (if negative, enter -0-)		30,399		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	27,738	20,545	20,545
	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 4	1,746,344	1,476,847	1,562,654
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,774,082	1,497,392	1,583,199
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)	0	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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,774,082	1,497,392	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	1,774,082	1,497,392	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,774,082	1,497,392	

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	1,774,082
2	Enter amount from Part I, line 27a	2	-276,690
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,497,392
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	1,497,392

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	S-T losses - See attached statement	P	Various	Various
b	L-T losses - See attached statement	P	Various	Various
c	Reinvested dividends	P	Various	Various
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	521,744		526,254	-4,510
b	557,173		756,857	-199,684
c	60		60	
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				-4,510
b				-199,684
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	-204,194
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	111,000	1,892,184	0.058662
2007	101,590	2,250,298	0.045145
2006	100,375	2,138,461	0.046938
2005	14,800	1,961,389	0.007546
2004		777,926	

2	Total of line 1, column (d)	2	0.158291
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	0.039573
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,459,815
5	Multiply line 4 by line 3	5	57,769
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	304
7	Add lines 5 and 6	7	58,073
8	Enter qualifying distributions from Part XII, line 4	8	94,309

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 ▶ ☒ and enter 1% of Part I, line 27b		1	304
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	304
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	304
6	Credits/Payments			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 940		
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	940
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	636
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 636 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? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ 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 ▶ L.D. Coddon, II Telephone no. ▶ 404-676-4809
310 Peachtree Battle Ave, NW
Located at ▶ Atlanta, GA ZIP+4 ▶ 30305-4031

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)?	N/A	1b		
	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?	N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ 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		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
Louis D. Coddon, II 310 Peachtree Battle Ave, NW	Atlanta GA 30305	Trustee 1.00	0	0	0
Martha J. Coddon 2200 Golf Club Lane	Nashville TN 37215	Trustee 1.00	0	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	1,433,624
b	Average of monthly cash balances		1b	48,422
c	Fair market value of all other assets (see page 24 of the instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	1,482,046
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	1,482,046
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)		4	22,231
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	1,459,815
6	**Minimum investment return.** Enter 5% of line 5		6	72,991

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	72,991
2a	Tax on investment income for 2009 from Part VI, line 5	2a 304		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	304
3	Distributable amount before adjustments Subtract line 2c from line 1		3	72,687
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	72,687
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	72,687

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	94,309
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	94,309
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	304
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	94,005

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				72,687
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only			94,284	
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. ▶ $ 94,309				
a	Applied to 2008, but not more than line 2a			94,284	
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				25
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				72,662
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			(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))

N/A

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

N/A

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

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

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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 5				94,309
Total			▶ 3a	94,309
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 (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					43,659
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					-204,194
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		0	-160,535

13 **Total.** Add line 12, columns (b), (d), and (e) 13 -160,535

(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)
3	All income earned from the assets of the Trust are used
4	exclusively to fund religious, charitable, educational,
8	scientific, or literary purposes of various exempt
11b	organizations at the discretion of the Trustees.
11c	

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

Signature of officer or trustee: [signature] Date: 10-4-10 Title: Trustee

Paid Preparer's Use Only

Preparer's signature: Stephanie C Searles	Date 10-5-10	Check if self-employed ☐	Preparer's identifying number (see Signature on page 30 of the instructions) P00082558
Firm's name (or yours if self-employed), address, and ZIP code: Howard, Moore & McDuffie, P.C. P.O. Box 4547 Macon, GA 31208		EIN ▶ 58-1484212	Phone no 478-742-5317

DAA

Federal Statements

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Tax prep fees	$ 1,746	$	$	$
Total	$ 1,746	$ 0	$ 0	$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Regions Bank Trust Deptartment	$ 13,185	$ 13,185	$	$
Total	$ 13,185	$ 13,185	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
2009 Foreign tax	$ 15	$ 15	$	$
Total	$ 15	$ 15	$ 0	$ 0

Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Securities held at Regions Morgan Keegan Trust, FSB	$ 1,746,344	$ 1,476,847	Market	$ 1,562,654
Total	$ 1,746,344	$ 1,476,847		$ 1,562,654

Federal Statements

Statement 5 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
University of Wisconsin F Madison WI 53708	1848 University Avenue	public chari	Gift to University	2,500
National Transplant Assis Radnor PA 19087	150 N Radnor Chester Rd	501 (c) (3	assist with patient care	2,500
Congregation Micah Nashville TN 37205	2001 Old Hickory Blvd.	Synagogue	Rabbi's discretionary fund	3,850
Congregation Micah Nashville TN 37205	2001 Old Hickory Blvd.	Synagogue	Rabbi's discretionary fund	6,133
Jewish Federation Nashville TN 37205	801 Percy Warner Blvd	non profit o	assistance with indigent families	3,500
Habitat for Humanity Nashville TN 37205	1006 8th Ave S.	non profit o	assistance with operating expenses	150
Oasis Center Nashville TN 37205	1704 Charlotte Ave	non profit o	assistance with homeless shelter	700
Gilda's Club Nashville TN 37205	1707 Division Street	non profit o	assistance with operating expenses	350
Cleveland Clinic Cleveland OH 44195	9500 Euclid Ave	public chari	support teaching/research	9,000
University of Pennsylvani Philidelphia PA 19104	2451 Walnut Street	public chari	Gift to University	250
YMCA Nashville TN 37215	4041 Hillsboro Circle	non profit o	assistance with operating expenses	100
National Transplant Assis Radnor PA 19087	150 N Radnor Chester Rd	public chari	assist with patient care	2,500
Cleveland Clinic Cleveland OH 44195	9500 Euclid Ave	public chari	support teaching/research	9,000
William Breman Jewish Hom Atlanta GA 30329	3150 Howell Mill Road	public chari	support and assist with elderly care	400
Congregation Micah Nashville TN 37205	2001 Old Hickory Blvd.	Synagogue	assistance to build school	10,000
Oasis Center Nashville TN 37205	1704 Charlotte Ave	non profit o	provide food for homeless youth	15,000
Congregation Micah Nashville TN 37205	2001 Old Hickory Blvd.	Synagogue	Rabbi's discretionary fund	1,000
Jewish Federation of Nash Nashville TN 37205	801 Percy Warner Blvd	non profit o	assistance for indigent families	2,500

Statement 5 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
Jewish Federation of Grea Atlanta GA 30309	1440 Spring Street,NW	public chari	assistance for indigent families	1,000
The Temple Atlanta GA 30309	1589 Peachtree Street, NE	public chari	Support of community programs	1,000
Temple Beth Israel Macon GA 31201	892 Cherry Street	public chari	Support of community programs	1,000
High Museum Atlanta GA 30309	1280 Peachtree Street, NE	public chari	assistance with exhibits & education	8,500
William Breman Jewish Hom Atlanta GA 30309	3150 Howell Mill Road	public chari	support of pubic radio	500
WPLN Nashville TN 37205	630 Mainstream Drive	non profit o	assistance with operating expenses	1,500
International OCD Foundat Boston MA 2196	PO Box 961029	non profit o	assistance for persons with OCD	2,000
APBDR Foundation New York NY 10018	8 West 37th Street, R. 90	public chari	APBD research & education	4,000
The Literacy Volunteers o Decatur GA 30030	246 Sycamore St	public chari	assistance with adult literacy	300
Haystack Mountain School Deer Isle ME 4627	PO Box 518 Deer Isle Main	501 (c) (3	education support	500
Shepard Center Atlanta GA 30309	2020 Peachtree Rd, NW	non profit o	assist with patient care	1,100
Anti-Defamation League Washington DC 20090	PO Box 96226	501 (c) (3	various programs assistance	100
Kiwanis Foundation Atlanta GA 30308	PO Box 55613	public chari	assist with civic programs	1,000
Saddle Up Franklin TN 37069	1514 Old Hillsboro Road	non profit o	assistance with operating expenses	500
Oasis Center Nasville TN 37203	1704 Charlotte Ave	non profit o	provide food for homeless youth	1,876
Total				94,309

TRUST YEAR ENDING 12/31/2009

TAX PREPARER 6990
TRUST ADMINISTRATOR· 792
INVESTMENT OFFICER 406

LEGEND· F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
200 0000 AT&T INC - 00206R102 - MINOR = 50						
SOLD		05/07/2009	5199 86			
ACQ	7.5000	09/24/2003	194 99	164 32	30 67	LT15
	192 5000	09/24/2003	5004 87	3456 28	1548 59	LT15
200 0000 AT&T INC - 00206R102 - MINOR = 50						
SOLD		07/30/2009	5259 88			
ACQ	200 0000	09/24/2003	5259 88	3590 94	1668 94	LT15
21000 0000 ABBOTT LABS DTD 3/3/09 5 125% 04/01/2019 - 002824AU4 - MINOR = 45						
SOLD		04/06/2009	20868 75			
ACQ	21000.0000	02/27/2009	20868 75	20896 05	-27 30	ST
3000 0000 ALABAMA POWER CO SERIES 07-D DTD 12/12/ - 010392EY0 - MINOR = 45						
SOLD		05/27/2009	3164 55			
ACQ	3000 0000	04/06/2009	3164 55	3139 11	25 44	ST
1758 9610 AIP ALTERNATIVE STRAT FUNDS ALPHA HEDGED - 02146L104 - MINOR = 62						
SOLD		01/28/2009	15901 01			
ACQ	348.5210	06/15/2007	3150 63	4820 05	-1669 42	LT15
	706.2150	10/16/2007	6384 18	10000 01	-3615 83	LT15
	704 2250	11/01/2007	6366 20	9999 99	-3633 79	LT15
949 8220 AIP ALTERNATIVE STRAT FUNDS ALPHA HEDGED - 02146L104 - MINOR = 62						
SOLD		06/04/2009	9241 77			
ACQ	949.8220	06/15/2007	9241.77	13136 04	-3894 27	LT15
1192 4630 AIP ALTERNATIVE STRAT FUNDS ALPHA HEDGED - 02146L104 - MINOR = 62						
SOLD		09/29/2009	12616 26			
ACQ	509 3210	06/15/2007	5388 62	7043 91	-1655 29	LT15
	683 1420	06/22/2007	7227 64	9441 02	-2213 38	LT15
400 0000 AMERICAN EXPRESS CO - 025816109 - MINOR = 31001						
SOLD		04/22/2009	8012 59			
ACQ	300 0000	02/04/2005	6009 44	14694 54	-8685 10	LT15
	100 0000	01/28/2009	2003 15	1761 00	242 15	ST
1292 8360 THE ARBITRAGE FUND CL R - 03875R106 - MINOR = 62						
SOLD		05/26/2009	16018 24			
ACQ	625 0560	01/09/2009	7744 44	7438 17	306 27	ST
	667 7800	02/05/2009	8273 80	8000 00	273 80	ST
299 2870 THE ARBITRAGE FUND CL R - 03875R106 - MINOR = 62						
SOLD		09/29/2009	3833 87			
ACQ	299 2870	01/09/2009	3833 87	3561 51	272 36	ST
3338 5460 THE ARBITRAGE FUND CL R - 03875R106 - MINOR = 62						
SOLD		12/08/2009	43134 01			
ACQ	2838 5420	12/17/2008	36673 96	32700 00	3973 96	ST
	500 0040	01/09/2009	6460 05	5950 05	510 00	ST
1980 9830 ARTIO INTERNATIONAL EQUITY FUND - CLASS - 04315J506 - MINOR = 64						
SOLD		06/22/2009	48236 94			
ACQ	1980 9830	11/17/2004	48236 94	61871 53	-13634 59	LT15
500 0000 BANK AMER CORP - 060505104						
SOLD		01/28/2009	3739 97			
ACQ	500 0000	12/09/2005	3739 97	23145 00	-19405 03	LT15
1000 0000 BARCLAYS BANK SER 4 PERP/CALL PFD ISSUE - 06739H511 - MINOR = 51						
SOLD		03/25/2009	10972 93			
ACQ	1000 0000	12/03/2007	10972 93	25000 00	-14027 07	LT15
1426 1270 AMERICAN CAP WORLD BOND CL F - 140541400 - MINOR = 61						
SOLD		02/05/2009	25698 81			
ACQ	1426 1270	04/30/2008	25698 81	28978 90	-3280 09	ST
927 6800 CAPITAL WORLD GRTH & INC-F1 - 140543406 - MINOR = 64						
SOLD		01/09/2009	24258 83			
ACQ	927 6800	11/17/2004	24258 83	31438 58	-7179 75	LT15
1573 9790 CAPITAL WORLD GRTH & INC-F1 - 140543406 - MINOR = 64						
SOLD		02/05/2009	38294 91			
ACQ	1573 9790	11/17/2004	38294 91	53341 32	-15046 41	LT15
215 2110 CAPITAL WORLD GRTH & INC-F1 - 140543406 - MINOR = 64						
SOLD		05/07/2009	5808 54			
ACQ	215 2110	11/17/2004	5808 54	7293 39	-1484 85	LT15
2151 8990 CAPITAL WORLD GRTH & INC-F1 - 140543406 - MINOR = 64						
SOLD		06/04/2009	61845 58			
ACQ	2151 8990	11/17/2004	61845 58	72926 71	-11081 13	LT15
3000 0000 CISCO SYSTEMS INC CALLABLE 5 5% 02/22/20 - 17275RAC6 - MINOR = 45						
SOLD		09/11/2009	3321 00			
ACQ	3000 0000	04/06/2009	3321 00	3132 15	188 85	ST
100 0000 COCA COLA CO COM - 191216100 - MINOR = 31001						
SOLD		04/16/2009	4451 89			
ACQ	100 0000	09/24/2003	4451 89	4299 00	152 89	LT15
100 0000 CONOCOPHILLIPS COM - 20825C104 - MINOR = 50						
SOLD		02/05/2009	4552 97			
ACQ	100 0000	12/06/2004	4552 97	4308 50	244 47	LT15
4000 0000 CREDIT SUISSE FB USA 4 875% 08/15/2010 - 22541LBH5 - MINOR = 45						
SOLD		04/23/2009	4046 32			
ACQ	4000 0000	04/06/2009	4046 32	4019 68	26 64	ST
4115 9920 DIAMOND HILL LONG-SHORT FD CL A - 25264S403 - MINOR = 62						
SOLD		05/26/2009	58570 57			
ACQ	2400 0000	12/12/2006	34152 00	45000 00	-10848 00	LT15
	568 5440	12/26/2006	8090 38	10700 00	-2609 62	LT15
	1147 4480	01/22/2008	16328 19	20000 01	-3671 82	LT15
3000 0000 WALT DISNEY CO DTD 12/22/08 4 5% 12/15/2 - 254687AW6 - MINOR = 45						
SOLD		08/12/2009	3154 50			
ACQ	3000 0000	04/06/2009	3154 50	3060 00	94 50	ST

TRUST YEAR ENDING 12/31/2009

TAX PREPARER 6990
TRUST ADMINISTRATOR 792
INVESTMENT OFFICER 406

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
200 0000 DOMINION RES INC VA NEW COM - 25746U109 - MINOR = 50						
SOLD		05/22/2009	6173 84			
ACQ	200 0000	12/06/2004	6173 84	6561 00	-387 16	LT15
4000 0000 DOMINION RES INC VA NEW SERIES C 5 15% - 25746UAW9 - MINOR = 45						
SOLD		07/01/2009	4082 80			
ACQ	4000 0000	04/06/2009	4082 80	3829 20	253 60	ST
500 0000 DU PONT E I DE NEMOURS & CO - 263534109 - MINOR = 50						
SOLD		05/22/2009	13944 64			
ACQ	300.0000	04/29/2008	8366 78	14660 46	-6293 68	LT15
	200.0000	01/28/2009	5577 86	4728 00	849 86	ST
150 0000 EXXON MOBIL CORP - 30231G102						
SOLD		05/22/2009	10388 73			
ACQ	150 0000	12/17/2008	10388 73	12364 23	-1975 50	ST
451 3500 FEDERAL HOME LOAN MORTGAGE CORP POOL #G03432 DTD 10/01/07 5 5% 11/01/2037 - 3128M5ED8 - MINOR = 35						
SOLD		05/15/2009	451 35			
ACQ	451 3500	04/06/2009	451 35	468 28	-16 93	ST
438 8700 FEDERAL HOME LOAN MORTGAGE CORP POOL #G03432 DTD 10/01/07 5 5% 11/01/2037 - 3128M5ED8 - MINOR = 35						
SOLD		06/15/2009	438 87			
ACQ	438 8700	04/06/2009	438 87	455 33	-16 46	ST
473 9600 FEDERAL HOME LOAN MORTGAGE CORP POOL #G03432 DTD 10/01/07 5 5% 11/01/2037 - 3128M5ED8 - MINOR = 35						
SOLD		07/15/2009	473 96			
ACQ	473 9600	04/06/2009	473.96	491 73	-17 77	ST
360 8600 FEDERAL HOME LOAN MORTGAGE CORP POOL #G03432 DTD 10/01/07 5 5% 11/01/2037 - 3128M5ED8 - MINOR = 35						
SOLD		08/17/2009	360.86			
ACQ	360 8600	04/06/2009	360 86	374 39	-13 53	ST
218 4700 FEDERAL HOME LOAN MORTGAGE CORP POOL #G03432 DTD 10/01/07 5 5% 11/01/2037 - 3128M5ED8 - MINOR = 35						
SOLD		09/15/2009	218 47			
ACQ	218 4700	04/06/2009	218 47	226 66	-8 19	ST
189 1400 FEDERAL HOME LOAN MORTGAGE CORP POOL #G03432 DTD 10/01/07 5 5% 11/01/2037 - 3128M5ED8 - MINOR = 35						
SOLD		10/15/2009	189 14			
ACQ	189 1400	04/06/2009	189 14	196 23	-7 09	ST
216 8600 FEDERAL HOME LOAN MORTGAGE CORP POOL #G03432 DTD 10/01/07 5 5% 11/01/2037 - 3128M5ED8 - MINOR = 35						
SOLD		11/16/2009	216 86			
ACQ	216 8600	04/06/2009	216 86	224 99	-8 13	ST
10769 6400 FEDERAL HOME LOAN MORTGAGE CORP POOL #G03432 DTD 10/01/07 5 5% 11/01/2037 - 3128M5ED8 - MINOR = 35						
SOLD		12/14/2009	11434 33			
ACQ	10769 6400	04/06/2009	11434 33	11173 51	260 82	ST
245 9200 FEDERAL HOME LOAN MORTGAGE CORP POOL #G03432 DTD 10/01/07 5 5% 11/01/2037 - 3128M5ED8 - MINOR = 35						
SOLD		12/15/2009	245 92			
ACQ	245 9200	04/06/2009	245 92	255 14	-9 22	ST
275 9300 FEDERAL HOME LOAN MORTGAGE CORP POOL #G03508 DTD 10/01/07 6% 07/01/2037 - 3128M5GR5 - MINOR = 35						
SOLD		05/15/2009	275 93			
ACQ	275 9300	04/06/2009	275 93	290 20	-14 27	ST
294 3500 FEDERAL HOME LOAN MORTGAGE CORP POOL #G03508 DTD 10/01/07 6% 07/01/2037 - 3128M5GR5 - MINOR = 35						
SOLD		06/15/2009	294 35			
ACQ	294 3500	04/06/2009	294 35	309 57	-15 22	ST
327 6900 FEDERAL HOME LOAN MORTGAGE CORP POOL #G03508 DTD 10/01/07 6% 07/01/2037 - 3128M5GR5 - MINOR = 35						
SOLD		07/15/2009	327 69			
ACQ	327 6900	04/06/2009	327 69	344 64	-16 95	ST
213 6400 FEDERAL HOME LOAN MORTGAGE CORP POOL #G03508 DTD 10/01/07 6% 07/01/2037 - 3128M5GR5 - MINOR = 35						
SOLD		08/17/2009	213 64			
ACQ	213 6400	04/06/2009	213 64	224 69	-11 05	ST
141 7100 FEDERAL HOME LOAN MORTGAGE CORP POOL #G03508 DTD 10/01/07 6% 07/01/2037 - 3128M5GR5 - MINOR = 35						
SOLD		09/15/2009	141 71			
ACQ	141 7100	04/06/2009	141 71	149 04	-7 33	ST
148 8800 FEDERAL HOME LOAN MORTGAGE CORP POOL #G03508 DTD 10/01/07 6% 07/01/2037 - 3128M5GR5 - MINOR = 35						
SOLD		10/15/2009	148 88			
ACQ	148 8800	04/06/2009	148 88	156 58	-7 70	ST
144 1200 FEDERAL HOME LOAN MORTGAGE CORP POOL #G03508 DTD 10/01/07 6% 07/01/2037 - 3128M5GR5 - MINOR = 35						
SOLD		11/16/2009	144 12			
ACQ	144 1200	04/06/2009	144 12	151 57	-7 45	ST
159 7000 FEDERAL HOME LOAN MORTGAGE CORP POOL #G03508 DTD 10/01/07 6% 07/01/2037 - 3128M5GR5 - MINOR = 35						
SOLD		12/15/2009	159 70			
ACQ	159 7000	04/06/2009	159 70	167 96	-8 26	ST
931 3900 FEDERAL HOME LOAN MTG CORP POOL #G18048 - 3128MMBS1 - MINOR = 35						
SOLD		05/15/2009	931 39			
ACQ	931 3900	04/06/2009	931 39	969 66	-38 27	ST
952 7400 FEDERAL HOME LOAN MTG CORP POOL #G18048 - 3128MMBS1 - MINOR = 35						
SOLD		06/15/2009	952 74			
ACQ	952 7400	04/06/2009	952 74	991 89	-39 15	ST
1080 8900 FEDERAL HOME LOAN MTG CORP POOL #G18048 - 3128MMBS1 - MINOR = 35						
SOLD		07/15/2009	1080 89			
ACQ	1080 8900	04/06/2009	1080 89	1125 31	-44 42	ST
727 6600 FEDERAL HOME LOAN MTG CORP POOL #G18048 - 3128MMBS1 - MINOR = 35						
SOLD		08/17/2009	727 66			
ACQ	727 6600	04/06/2009	727 66	757 56	-29 90	ST
603 6300 FEDERAL HOME LOAN MTG CORP POOL #G18048 - 3128MMBS1 - MINOR = 35						
SOLD		09/15/2009	603 63			
ACQ	603 6300	04/06/2009	603 63	628 44	-24 81	ST
639 8800 FEDERAL HOME LOAN MTG CORP POOL #G18048 - 3128MMBS1 - MINOR = 35						
SOLD		10/15/2009	639 88			
ACQ	639 8800	04/06/2009	639 88	666 18	-26 30	ST
448 3400 FEDERAL HOME LOAN MTG CORP POOL #G18048 - 3128MMBS1 - MINOR = 35						
SOLD		11/16/2009	448 34			
ACQ	448 3400	04/06/2009	448 34	466 76	-18 42	ST

TRUST YEAR ENDING 12/31/2009

TAX PREPARER 6990
TRUST ADMINISTRATOR 792
INVESTMENT OFFICER 406

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
678 5500 FEDERAL HOME LOAN MTG CORP POOL #G18048 - 3128MMBS1 - MINOR = 35						
SOLD		12/15/2009	678 55			
ACQ	678.5500	04/06/2009	678 55	706 43	-27 88	ST
351 2400 FEDERAL NATIONAL MORTGAGE ASSN POOL #888 - 31410FZN8 - MINOR = 35						
SOLD		05/26/2009	351 24			
ACQ	351.2400	04/06/2009	351 24	366 06	-14 82	ST
329 4300 FEDERAL NATIONAL MORTGAGE ASSN POOL #888 - 31410FZN8 - MINOR = 35						
SOLD		06/25/2009	329 43			
ACQ	329 4300	04/06/2009	329 43	343 33	-13 90	ST
376 4700 FEDERAL NATIONAL MORTGAGE ASSN POOL #888 - 31410FZN8 - MINOR = 35						
SOLD		07/27/2009	376 47			
ACQ	376 4700	04/06/2009	376 47	392 35	-15 88	ST
333 1300 FEDERAL NATIONAL MORTGAGE ASSN POOL #888 - 31410FZN8 - MINOR = 35						
SOLD		08/25/2009	333 13			
ACQ	333 1300	04/06/2009	333 13	347 18	-14 05	ST
264 2000 FEDERAL NATIONAL MORTGAGE ASSN POOL #888 - 31410FZN8 - MINOR = 35						
SOLD		09/25/2009	264 20			
ACQ	264.2000	04/06/2009	264 20	275 35	-11 15	ST
263 0700 FEDERAL NATIONAL MORTGAGE ASSN POOL #888 - 31410FZN8 - MINOR = 35						
SOLD		10/26/2009	263 07			
ACQ	263.0700	04/06/2009	263 07	274 17	-11 10	ST
256 3200 FEDERAL NATIONAL MORTGAGE ASSN POOL #888 - 31410FZN8 - MINOR = 35						
SOLD		11/25/2009	256 32			
ACQ	256 3200	04/06/2009	256 32	267 13	-10 81	ST
284 9600 FEDERAL NATIONAL MORTGAGE ASSN POOL #888 - 31410FZN8 - MINOR = 35						
SOLD		12/28/2009	284 96			
ACQ	284 9600	04/06/2009	284 96	296 98	-12 02	ST
544 6600 FEDERAL NATIONAL MORTGAGE ASSN POOL #889036 DTD 12/01/07 5 5% 08/01/2037 - 31410GV59 - MINOR = 35						
SOLD		05/26/2009	544.66			
ACQ	544 6600	04/06/2009	544 66	567 04	-22 38	ST
638 2900 FEDERAL NATIONAL MORTGAGE ASSN POOL #889036 DTD 12/01/07 5 5% 08/01/2037 - 31410GV59 - MINOR = 35						
SOLD		06/25/2009	638 29			
ACQ	638 2900	04/06/2009	638 29	664 52	-26 23	ST
553 5400 FEDERAL NATIONAL MORTGAGE ASSN POOL #889036 DTD 12/01/07 5 5% 08/01/2037 - 31410GV59 - MINOR = 35						
SOLD		07/27/2009	553 54			
ACQ	553 5400	04/06/2009	553 54	576 29	-22 75	ST
442 7400 FEDERAL NATIONAL MORTGAGE ASSN POOL #889036 DTD 12/01/07 5 5% 08/01/2037 - 31410GV59 - MINOR = 35						
SOLD		08/25/2009	442 74			
ACQ	442 7400	04/06/2009	442 74	460 93	-18 19	ST
332 2100 FEDERAL NATIONAL MORTGAGE ASSN POOL #889036 DTD 12/01/07 5 5% 08/01/2037 - 31410GV59 - MINOR = 35						
SOLD		09/25/2009	332 21			
ACQ	332 2100	04/06/2009	332 21	345 86	-13 65	ST
299 7300 FEDERAL NATIONAL MORTGAGE ASSN POOL #889036 DTD 12/01/07 5 5% 08/01/2037 - 31410GV59 - MINOR = 35						
SOLD		10/26/2009	299 73			
ACQ	299 7300	04/06/2009	299 73	312 05	-12 32	ST
342 4500 FEDERAL NATIONAL MORTGAGE ASSN POOL #889036 DTD 12/01/07 5 5% 08/01/2037 - 31410GV59 - MINOR = 35						
SOLD		11/25/2009	342 45			
ACQ	342 4500	04/06/2009	342 45	356 52	-14 07	ST
318 9300 FEDERAL NATIONAL MORTGAGE ASSN POOL #889036 DTD 12/01/07 5 5% 08/01/2037 - 31410GV59 - MINOR = 35						
SOLD		12/28/2009	318 93			
ACQ	318 9300	04/06/2009	318 93	332 04	-13 11	ST
1476 3900 FEDERAL NATIONAL MORTGAGE ASSN POOL #889 - 31410KDT8 - MINOR = 35						
SOLD		05/26/2009	1476 39			
ACQ	1476 3900	04/06/2009	1476 39	1550 21	-73 82	ST
835 5800 FEDERAL NATIONAL MORTGAGE ASSN POOL #889 - 31410KDT8 - MINOR = 35						
SOLD		06/25/2009	835 58			
ACQ	835 5800	04/06/2009	835 58	877 36	-41 78	ST
930 1000 FEDERAL NATIONAL MORTGAGE ASSN POOL #889 - 31410KDT8 - MINOR = 35						
SOLD		07/27/2009	930 10			
ACQ	930 1000	04/06/2009	930 10	976 61	-46 51	ST
1212 7900 FEDERAL NATIONAL MORTGAGE ASSN POOL #889 - 31410KDT8 - MINOR = 35						
SOLD		08/25/2009	1212 79			
ACQ	1212 7900	04/06/2009	1212 79	1273 43	-60 64	ST
1025 3100 FEDERAL NATIONAL MORTGAGE ASSN POOL #889 - 31410KDT8 - MINOR = 35						
SOLD		09/25/2009	1025 31			
ACQ	1025 3100	04/06/2009	1025 31	1076 58	-51 27	ST
826 7600 FEDERAL NATIONAL MORTGAGE ASSN POOL #889 - 31410KDT8 - MINOR = 35						
SOLD		10/26/2009	826 76			
ACQ	826 7600	04/06/2009	826 76	868 10	-41 34	ST
1059 6000 FEDERAL NATIONAL MORTGAGE ASSN POOL #889 - 31410KDT8 - MINOR = 35						
SOLD		11/25/2009	1059 60			
ACQ	1059 6000	04/06/2009	1059 60	1112 58	-52 98	ST
532 9800 FEDERAL NATIONAL MORTGAGE ASSN POOL #889 - 31410KDT8 - MINOR = 35						
SOLD		12/28/2009	532 98			
ACQ	532 9800	04/06/2009	532 98	559 63	-26 65	ST
346 5600 FEDERAL NATIONAL MORTGAGE ASSN POOL #889 - 31410KN91 - MINOR = 35						
SOLD		05/26/2009	346 56			
ACQ	346 5600	04/06/2009	346 56	361 94	-15 38	ST
366 4400 FEDERAL NATIONAL MORTGAGE ASSN POOL #889 - 31410KN91 - MINOR = 35						
SOLD		06/25/2009	366 44			
ACQ	366 4400	04/06/2009	366 44	382 70	-16 26	ST
331 8700 FEDERAL NATIONAL MORTGAGE ASSN POOL #889 - 31410KN91 - MINOR = 35						
SOLD		07/27/2009	331 87			
ACQ	331 8700	04/06/2009	331 87	346 60	-14 73	ST

TRUST YEAR ENDING 12/31/2009

TAX PREPARER: 6990
TRUST ADMINISTRATOR· 792
INVESTMENT OFFICER. 406

LEGEND· F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
263 3600 FEDERAL NATIONAL MORTGAGE ASSN POOL #889 - 31410KN91 - MINOR = 35						
SOLD		08/25/2009	263 36			
ACQ	263.3600	04/06/2009	263 36	275 05	-11 69	ST
230.9000 FEDERAL NATIONAL MORTGAGE ASSN POOL #889 - 31410KN91 - MINOR = 35						
SOLD		09/25/2009	230 90			
ACQ	230.9000	04/06/2009	230 90	241 15	-10 25	ST
216.5400 FEDERAL NATIONAL MORTGAGE ASSN POOL #889 - 31410KN91 - MINOR = 35						
SOLD		10/26/2009	216 54			
ACQ	216 5400	04/06/2009	216 54	226 15	-9 61	ST
234 2200 FEDERAL NATIONAL MORTGAGE ASSN POOL #889 - 31410KN91 - MINOR = 35						
SOLD		11/25/2009	234 22			
ACQ	234 2200	04/06/2009	234 22	244 61	-10 39	ST
236 9600 FEDERAL NATIONAL MORTGAGE ASSN POOL #889 - 31410KN91 - MINOR = 35						
SOLD		12/28/2009	236 96			
ACQ	236 9600	04/06/2009	236 96	247 47	-10 51	ST
400 0000 GENERAL ELEC CO COM - 369604103						
SOLD		01/28/2009	5322 53			
ACQ	400 0000	11/08/2006	5322 53	14268 00	-8945 47	LT15
43000 0000 GENERAL ELECTRIC CO 5% 02/01/2013 - 369604AY9 - MINOR = 45						
SOLD		04/06/2009	43186 19			
ACQ	43000 0000	03/03/2009	43186 19	41311 21	1874 98	ST
CHANGED 08/17/09 MDL						
50000 0000 GOLDMAN SACHS GROUP INC MEDIUM TERM NOTE SER B - 38141GAD6 - MINOR = 45						
SOLD		04/06/2009	50825 00			
ACQ	50000 0000	11/18/2008	50825 00	50312 50	512 50	ST
100 0000 HALLIBURTON CO COM - 406216101 - MINOR = 50						
SOLD		05/22/2009	2146 21			
ACQ	100 0000	02/05/2009	2146 21	1829 00	317 21	ST
100 0000 HALLIBURTON CO COM - 406216101 - MINOR = 50						
SOLD		07/30/2009	2194 21			
ACQ	100 0000	02/05/2009	2194 21	1829 00	365 21	ST
200 0000 HEWLETT PACKARD CO - 428236103 - MINOR = 5010						
SOLD		05/22/2009	6843 82			
ACQ	200 0000	12/12/2006	6843 82	7984 00	-1140 18	LT15
4000 0000 HEWLETT-PACKARD CO DTD 03/03/08 4 5% 03/ - 428236AQ6 - MINOR = 45						
SOLD		09/11/2009	4254 68			
ACQ	4000 0000	04/06/2009	4254 68	4084 32	170 36	ST
300 0000 INTEL CORP COM - 458140100						
SOLD		07/30/2009	5798 88			
ACQ	300 0000	10/16/2007	5798 88	7770 00	-1971 12	LT15
300 0000 ISHARES BARCLAYS TRES - 464287176 - MINOR = 61						
SOLD		03/25/2009	30642 78			
ACQ	300 0000	02/05/2009	30642 78	29736 00	906 78	ST
100 0000 JP MORGAN CHASE & CO COM - 46625H100 - MINOR = 31001						
SOLD		09/29/2009	4468 15			
ACQ	100 0000	01/28/2009	4468 15	2730 00	1738 15	ST
1000 0000 J P MORGAN CHASE & CO DTD 04/23/09 6 3% - 46625HHL7 - MINOR = 45						
SOLD		12/14/2009	1118 25			
ACQ	1000 0000	04/27/2009	1118 25	993 71	124 54	ST
150 0000 JOHNSON & JOHNSON COM - 478160104 - MINOR = 31001						
SOLD		04/22/2009	7697 82			
ACQ	50 0000	08/04/2005	2565 94	3223 00	-657 06	LT15
	100 0000	05/06/2008	5131 88	6771 82	-1639 94	ST
50 0000 JOHNSON & JOHNSON COM - 478160104 - MINOR = 31001						
SOLD		04/28/2009	2546 43			
ACQ	50 0000	08/04/2005	2546 43	3223 00	-676 57	LT15
50 0000 JOHNSON & JOHNSON COM - 478160104 - MINOR = 31001						
SOLD		07/30/2009	3111 91			
ACQ	50 0000	08/04/2005	3111 91	3223 00	-111 09	LT15
162 8030 KEELEY SMALL CAP VAL FD-A - 487300501 - MINOR = 62						
SOLD		05/07/2009	2629 27			
ACQ	162 8030	04/11/2007	2629 27	4481 97	-1852 70	LT15
819 5520 KEELEY SMALL CAP VAL FD-A - 487300501 - MINOR = 62						
SOLD		07/02/2009	12842 38			
ACQ	612 4100	12/15/2004	9596 46	11642 82	-2046 36	LT15
	0530	12/27/2006	0 83	1 42	-0 59	LT15
	73 3030	04/11/2007	1148 66	2018 03	-869 37	LT15
	133 7860	12/27/2007	2096 43	3676 44	-1580 01	LT15
200 0000 LABORATORY CORP AMER HLDGS COM NEW - 50540R409 - MINOR = 50						
SOLD		01/28/2009	12197 93			
ACQ	200 0000	11/08/2006	12197 93	13658 00	-1460 07	LT15
6784 4590 LOOMIS SAYLES LOOMIS SAYLES STR INC FUND - 543487250 - MINOR = 61						
SOLD		03/25/2009	69744 24			
ACQ	5402 5390	08/04/2005	55538 10	76143 91	-20605 81	LT15
	1381 9200	11/01/2007	14206 14	21309 20	-7103 06	LT15
500 0000 LOWES COMPANIES INC - 548661107 - MINOR = 3101						
SOLD		01/28/2009	10148 44			
ACQ	500 0000	11/08/2006	10148 44	14769 55	-4621 11	LT15
200 0000 MCKESSON HBOC INC - 58155Q103 - MINOR = 50						
SOLD		02/05/2009	9005 94			
ACQ	200 0000	01/22/2008	9005 94	12970 00	-3964 06	LT15
500 0000 MICROSOFT CORP COM - 594918104 - MINOR = 31001						
SOLD		02/05/2009	9209 93			
ACQ	500 0000	02/04/2005	9209 93	13195 00	-3985 07	LT15

TAX PREPARER 6990
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LEGEND F - FEDERAL S - STATE I - INHERITED
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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
1825 2290 PIMCO ALL ASSET FD INSL CL - 722005626 - MINOR = 61						
SOLD		03/03/2009	16627 83			
ACQ	1825 2290	12/07/2004	16627 83	23705 25	-7077 42	LT15
1069 0500 PIMCO ALL ASSET FD INSL CL - 722005626 - MINOR = 61						
SOLD		03/25/2009	10412 55			
ACQ	1069 0500	12/07/2004	10412 55	13884 34	-3471 79	LT15
100 0000 PROCTER & GAMBLE CO COM - 742718109						
SOLD		01/28/2009	5718 96			
ACQ	100.0000	11/17/2004	5718 96	5473 00	245.96	LT15
50 0000 PROCTER & GAMBLE CO COM - 742718109						
SOLD		02/05/2009	2606 48			
ACQ	50 0000	11/17/2004	2606 48	2736 50	-130 02	LT15
3000 0000 PROCTER & GAMBLE CO MAKE WHOLE 4 6% 01/1 - 742718DL0 - MINOR = 45						
SOLD		05/15/2009	3176 52			
ACQ	3000.0000	04/06/2009	3176 52	3166 56	9 96	ST
6906 0780 PROF MANAGED STR I - 742935489 - MINOR = 61						
SOLD		03/25/2009	68439 23			
ACQ	6906 0780	09/12/2008	68439 23	75000 00	-6560 77	ST
300 0000 RAYTHEON CO COM - 755111507 - MINOR = 50						
SOLD		05/22/2009	13055 66			
ACQ	300 0000	12/17/2008	13055 66	15172 92	-2117 26	ST
150 0000 SCHLUMBERGER LTD COM - 806857108 - MINOR = 50						
SOLD		02/05/2009	6314 95			
ACQ	50 0000	12/02/2004	2104 98	1542 25	562 73	LT15
	100 0000	01/07/2005	4209 97	3189 00	1020 97	LT15
50 0000 SCHLUMBERGER LTD COM - 806857108 - MINOR = 50						
SOLD		07/02/2009	2600 43			
ACQ	50 0000	12/02/2004	2600 43	1542 25	1058 18	LT15
50 0000 SCHLUMBERGER LTD COM - 806857108 - MINOR = 50						
SOLD		09/29/2009	3011 42			
ACQ	50 0000	12/02/2004	3011 42	1542 25	1469 17	LT15
3000 0000 SHELL INTL FIN MAKE WHOLE 6 375% 12/15/2 - 822582AD4 - MINOR = 45						
SOLD		05/20/2009	3174 09			
ACQ	1000 0000	05/13/2009	1058 03	1060 20	-2 17	ST
	1000.0000	05/13/2009	1058 03	1055 58	2 45	ST
	1000 0000	05/18/2009	1058 03	1058 61	-0 58	ST
50000 0000 STATE STREET CORP 7 65% 06/15/2010 - 857477AB9 - MINOR = 45						
SOLD		04/06/2009	50000 00			
ACQ	50000 0000	11/14/2008	50000 00	51200 00	-1200 00	ST
50 0000 STRYKER CORP - 863667101 - MINOR = 50						
SOLD		09/29/2009	2271 94			
ACQ	50 0000	02/05/2009	2271 94	2090 50	181 44	ST
1000 0000 TALISMAN ENERGY INC DTD 6/1/09 7 75% 06/ - 87425EAL7 - MINOR = 45						
SOLD		10/06/2009	1177 66			
ACQ	1000 0000	09/28/2009	1177 66	1181 11	-3 45	ST
100 0000 TARGET CORP COM - 87612E106 - MINOR = 31000						
SOLD		07/30/2009	4390 96			
ACQ	100 0000	01/07/2005	4390 96	4917 00	-526 04	LT15
3000 0000 TARGET CORP CALLABLE 5 375% 05/01/2017 - 87612EAP1 - MINOR = 45						
SOLD		07/23/2009	3079 32			
ACQ	3000 0000	04/06/2009	3079 32	2938 14	141 18	ST
50 0000 TEVA PHARMACEUTICAL INDS SPONS ADR - 881624209 - MINOR = 55						
SOLD		07/30/2009	2654 43			
ACQ	50 0000	04/22/2009	2654 43	2157 32	497 11	ST
100 0000 3M CO COM - 88579Y101 - MINOR = SBW						
SOLD		04/16/2009	5440 86			
ACQ	100 0000	09/24/2003	5440 86	7057 50	-1616 64	LT15
150 0000 3M CO COM - 88579Y101 - MINOR = SBW						
SOLD		04/28/2009	8573 79			
ACQ	150 0000	09/24/2003	8573 79	10586 25	-2012 46	LT15
50 0000 3M CO COM - 88579Y101 - MINOR = SBW						
SOLD		06/04/2009	2970 92			
ACQ	50 0000	09/24/2003	2970 92	3528 75	-557 83	LT15
50 0000 3M CO COM - 88579Y101 - MINOR = SBW						
SOLD		07/30/2009	3512 40			
ACQ	50 0000	09/24/2003	3512 40	3528 75	-16 35	LT15
1000 0000 TRAVELERS COMPANIES, INC CALLABLE SERIES MTN 6 25% 06/15/2037 - 89417EAD1 - MINOR = 45						
SOLD		10/06/2009	1114 02			
ACQ	1000 0000	04/06/2009	1114 02	937 33	176 69	ST
2000 0000 UNITED STATES TREASURY 3 5% 02/15/2010 - 912828DL1 - MINOR = 30						
SOLD		06/10/2009	2041 09			
ACQ	2000 0000	04/06/2009	2041 09	2049 22	-8 13	ST
17000 0000 UNITED STATES TREASURY 3 5% 02/15/2010 - 912828DL1 - MINOR = 30						
SOLD		12/11/2009	17098 94			
ACQ	13000 0000	04/06/2009	13075 66	13319 92	-244 26	ST
	1000 0000	07/07/2009	1005 82	1018 99	-13 17	ST
	3000 0000	10/06/2009	3017 46	3035 86	-18 40	ST
11000 0000 UNITED STATES TREASURY 4 125% 05/15/20 - 912828DV9 - MINOR = 30						
SOLD		11/02/2009	11934 14			
ACQ	11000 0000	04/06/2009	11934 14	12277 03	-342 89	ST
3000 0000 UNITED STATES TREASURY 4 875% 05/15/20 - 912828FE5 - MINOR = 30						
SOLD		05/07/2009	3002 58			
ACQ	3000 0000	04/06/2009	3002 58	3014 17	-11 59	ST

TRUST YEAR ENDING 12/31/2009

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LEGEND: F - FEDERAL S - STATE I - INHERITED
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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
3000 0000 UNITED STATES TREASURY DTD 10/31/07 3.62 - 912828HF0 - MINOR = 30						
SOLD		10/05/2009	3007 15			
ACQ	3000.0000	05/07/2009	3007 15	3046 29	-39 14	ST
3000 0000 UNITED STATES TREASURY N/B DTD 05/15/08 - 912828HZ6 - MINOR = 30						
SOLD		10/27/2009	3107.46			
ACQ	3000 0000	04/06/2009	3107 46	3251 25	-143 79	ST
3000 0000 UNITED STATES TREASURY N/B DTD 05/15/08 - 912828HZ6 - MINOR = 30						
SOLD		11/09/2009	3118 12			
ACQ	3000.0000	04/06/2009	3118 12	3251 25	-133 13	ST
3000 0000 WAL MART STORES INC 5 875% 04/05/2027 - 931142CH4 - MINOR = 45						
SOLD		09/21/2009	3175 53			
ACQ	3000.0000	04/06/2009	3175 53	3045 03	130 50	ST
100 0000 YUM BRANDS INC - 988498101 - MINOR = 50						
SOLD		07/30/2009	3522 17			
ACQ	100 0000	01/22/2008	3522 17	3174 00	348 17	LT15
		TOTALS	1078917 74	1283110 63		

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
SUBTOTAL FROM ABOVE	-4509 19	0 00	-199683.70	0 00	0 00	0 00*
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIVIDENDS	0 00	0 00	0 00			0 00
	-4509 19	0 00	-199683 70	0 00	0 00	0 00
STATE						
SUBTOTAL FROM ABOVE	-4509 19	0 00	-199683 70	0 00	0 00	0 00*
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIVIDENDS	0 00	0 00	0 00			0 00
	-4509 19	0 00	-199683 70	0 00	0 00	0 00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0 00	0 00
GEORGIA	N/A	N/A

1494 05/17/2010 1 27 PM

Form **8868** (Rev April 2009)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- 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 Coddon Family Foundation	Employer identification number 58-6338736
	Number, street, and room or suite no. If a P.O. box, see instructions. 310 Peachtree Battle Avenue, NW	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Atlanta GA 30305-4031	

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 ▶ L.D. Coddon, II

Telephone No. ▶ 404-676-4809 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	$ 304
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	$ 940
c	**Balance Due.** Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ 0

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 4-2009)

DAA

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print. File by the extended due date for filing the return. See instructions.	Name of Exempt Organization: Coddon Family Foundation	Employer identification number: 58-6338736
	Number, street, and room or suite no. If a P.O. box, see instructions: 310 Peachtree Battle Avenue, NW	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions: Atlanta GA 30305-4031	

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

☐ Form 990	☒ Form 990-PF	☐ Form 1041-A	☐ Form 6069
☐ Form 990-BL	☐ Form 990-T (sec. 401(a) or 408(a) trust)	☐ Form 4720	☐ Form 8870
☐ Form 990-EZ	☐ Form 990-T (trust other than above)	☐ Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of L. D. Coddon, II
  Telephone No. 404-676-4809 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 is for.

4 I request an additional 3-month extension of time until 11/15/10.

5 For calendar year 2009, or other tax year beginning , and ending

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

7 State in detail why you need the extension
Additional time is requested to gather information to prepare a complete and accurate return.

8a	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.	8a	$ 304
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 940
c	**Balance Due.** Subtract line 8b from line 8a. 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	8c	$ 0

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Stephen C Sliles Title CPA Date 8-13-10

DAA