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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

2009

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

Name of foundation

TR MARGARET PITTS UA W PITTS C/O SUNTRUST
BANK, PCS TAX SERVICES 52-1125290

A Employer identification number

58-6374907

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

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

P.O. BOX 1908

City or town, state, and ZIP code

ORLANDO, FL 32802-1908

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 foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 30,948,543. 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)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		551,463.	541,465.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-5,093,476.			
b Gross sales price for all assets on line 6a	22,371,683.				
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications					
10 a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)			15.		STMT 2
12 Total Add lines 1 through 11	-4,542,013.	541,480.			
13 Compensation of officers, directors, trustees, etc	103,487.	51,744.			51,743.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)	STMT 3.	2,956.	NONE	NONE	2,956.
b Accounting fees (attach schedule)	STMT 4.	250.	NONE	NONE	250.
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see page 14 of the instructions)	STMT 5.	102,800.	10,051.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)	STMT 6.		22.		
24 Total operating and administrative expenses					
Add lines 13 through 23	209,493.	61,817.	NONE		54,949.
25 Contributions, gifts, grants paid	1,986,216.				1,986,216.
26 Total expenses and disbursements Add lines 24 and 25	2,195,709.	61,817.	NONE		2,041,165.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-6,737,722.				
b Net investment income (if negative, enter -0-)		479,663.			
c Adjusted net income (if negative, enter -0-)					

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

JSA

Form 990-PF (2009)

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P 8

ESTATE DATE
MAY 17 2010

Revenue

Operating and Administrative Expenses

SCANNED MAY 21 2010

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	7,263.	23,158.	23,158.
	2 Savings and temporary cash investments	814,918.	75,294.	75,294.
	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)			
Liabilities	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 7.	36,109,796.	29,885,079.	30,850,091.
	14 Land, buildings, and equipment basis ►			
Net Assets or Fund Balances	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)	36,931,977.	29,983,531.	30,948,543.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Liabilities	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)			
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	36,931,977.	29,983,531.		
28 Paid-in or capital surplus, or land, bldg, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see page 17 of the instructions)	36,931,977.	29,983,531.		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	36,931,977.	29,983,531.		

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	36,931,977.
2 Enter amount from Part I, line 27a	2	-6,737,722.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	30,194,255.
5 Decreases not included in line 2 (itemize) ► SEE STATEMENT 8	5	210,724.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	29,983,531.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE 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)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	-5,145,793.	
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	2,281,930.	37,805,406.	0.06035988610
2007			
2006			
2005			
2004			
2 Total of line 1, column (d)			2 0.06035988610
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 0.06035988610
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 27,746,848.
5 Multiply line 4 by line 3			5 1,674,797.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,797.
7 Add lines 5 and 6			7 1,679,594.
8 Enter qualifying distributions from Part XII, line 4			8 2,041,165.
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 ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)	1	4,797.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
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-)	4,797.	NONE	
3	Add lines 1 and 2			
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	8,178.	
b	Exempt foreign organizations-tax withheld at source	6b	NONE	
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	8,178.	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	3,381.	
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax ► <input type="checkbox"/> Refunded ► <input type="checkbox"/> 3,381. 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
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b	X
<i>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</i>			
1c	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?	2	X
<i>If "Yes," attach a detailed description of the activities</i>			
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	X
<i>If "Yes," attach the statement required by General Instruction T</i>			
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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► STMT 9		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14 The books are in care of ► SUNTRUST BANK Located at ► P.O. BOX 4655, ATLANTA, GA	Telephone no ► (404) 588-7385 ZIP + 4 ► 30302		
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			N/A

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/>	Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b		X
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? If "Yes," list the years ►	2a		
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?	3a	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	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

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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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		5b	N/A
c	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	N/A
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?				

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 10	.	103,487.	-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 ► NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		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		-----
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	1a	27,891,060.
a Average monthly fair market value of securities	1b	278,329.
b Average of monthly cash balances	1c	NONE
c Fair market value of all other assets (see page 24 of the instructions)	1d	28,169,389.
d Total (add lines 1a, b, and c)		
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	28,169,389.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	422,541.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,746,848.
6 Minimum investment return. Enter 5% of line 5	6	1,387,342.

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	1,387,342.
2a Tax on investment income for 2009 from Part VI, line 5	2a	4,797.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	4,797.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,382,545.
4 Recoveries of amounts treated as qualifying distributions	4	NONE
5 Add lines 3 and 4	5	1,382,545.
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	1,382,545.

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

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	2,041,165.
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	
b Program-related investments - total from Part IX-B	2	NONE
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	NONE
3 Amounts set aside for specific charitable projects that satisfy the:	3b	NONE
a Suitability test (prior IRS approval required)	4	2,041,165.
b Cash distribution test (attach the required schedule)	5	4,797.
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	2,036,368.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)		
6 Adjusted qualifying distributions. Subtract line 5 from line 4		

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,382,545.
2 Undistributed income, if any, as of the end of 2009			NONE	
a Enter amount for 2008 only			NONE	
b Total for prior years 20 07,20 20				
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	525,138.			
f Total of lines 3a through e	525,138.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 2,041,165.			NONE	
a Applied to 2008, but not more than line 2a			NONE	
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			1,382,545.	
e Remaining amount distributed out of corpus	658,620.			
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	1,183,758.			
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				NONE
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	1,183,758.			
10 Analysis of line 9				
a Excess from 2005	NONE			
b Excess from 2006	NONE			
c Excess from 2007	NONE			
d Excess from 2008	525,138.			
e Excess from 2009	658,620.			

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

Question 2a to indicate whether the foundation is a private operating foundation described in section 4942(j)(3)(C) or 4942(j)(3)(D)					
	Tax year	Prior 3 years			(e) Total
		(a) 2009	(b) 2008	(c) 2007	
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

N/A

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

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

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

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
a Paid during the year				
SEE STATEMENT 11				
Total				► 3a 1,986,216.
b Approved for future payment				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	551,463.	
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			18	-5,093,476.	
8 Gain or (loss) from sales of assets other than inventory					
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)				-4,542,013.	
13 Total. Add line 12, columns (b), (d), and (e).			13		-4,542,013.

(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.)

NOT APPLICABLE

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

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
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.		

N/1

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

b If "Yes," complete the following schedule

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

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

Sign Here

Signature of officer or trustee

E. W. WOHLFORD

04/22/2010 TRUSTEE

—> **Title**

Sign here Signature of officer or trustee		D.W. WORLEY		Date	File
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed	Preparer's identifying number (See Signature on page 30 of the instructions)	
	04/22/2010	<input type="checkbox"/>	P00353001		
Firm's name (or yours if self-employed), address, and ZIP code		KPMG LLP PO BOX 6768 PROVIDENCE, RI	EIN	13-5565207	
		02940-6768	Phone no	888-942-3272	

Form 990-PF (2009)

JSA
9E1493 1000

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			
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					20,261.	
1364291.00		182880.852 RIDGEWORTH FD-AGGRESSIVE GRWT PROPERTY TYPE: SECURITIES 1842530.00				07/19/2006	01/21/2009	
1070618.00		172125.088 RIDGEWORTH FD-EMERGING GROWTH PROPERTY TYPE: SECURITIES 1695563.00				07/19/2006	01/21/2009	
359,288.00		40689.52 RIDGEWORTH FD-SMALLCAP GROWTH # PROPERTY TYPE: SECURITIES 500,888.00				10/02/2008	01/30/2009	
332,633.00		37670.725 RIDGEWORTH FD-SMALLCAP GROWTH PROPERTY TYPE: SECURITIES 857,009.00				09/24/2007	01/30/2009	
3587605.00		98859.316 DWS INVESTMENT TRUST CAP GROWTH PROPERTY TYPE: SECURITIES 5200000.00				07/21/2008	02/02/2009	
545,261.00		15048. ISHARES TR RUSSELL 2000 VALUE IND PROPERTY TYPE: SECURITIES 963,212.00				10/02/2008	03/13/2009	
1022563.00		242540. SUNTRUST QUANTITATIVE INTL EQUIT PROPERTY TYPE: SECURITIES 2426063.00				08/31/2007	03/15/2009	
14,262.00		812.65 ALLIANZ FDS NFJ SMALLCAP VALUE FD PROPERTY TYPE: SECURITIES 13,100.00				03/13/2009	03/27/2009	
11,530.00		837.936 FEDERATED EQUITY FDS FED CAP APP PROPERTY TYPE: SECURITIES 11,832.00				01/21/2009	03/27/2009	
42,376.00		757. ISHARES TR RUSSELL MIDCAP INDEX FD PROPERTY TYPE: SECURITIES 72,356.00				09/02/2008	03/27/2009	
							-29,980.00	

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)	
9,242.00			745.924 MFS SER TR I CORE GROWTH I PROPERTY TYPE: SECURITIES 9,242.00			02/02/2009	03/27/2009	
7,740.00			1230.524 PIMCO COMMODITY REALRTN STRATEG PROPERTY TYPE: SECURITIES 24,807.00			06/23/2008	03/27/2009	
8,112.00			999.015 RIDGEWORTH FD-LARGE CAP VAL EQTY# PROPERTY TYPE: SECURITIES 14,656.00			10/09/2006	03/27/2009	
126,000.00			14093.96 RIDGEWORTH FD-INTL EQ INDEX #53 PROPERTY TYPE: SECURITIES 223,248.00			09/02/2008	03/27/2009	
121,000.00			13534.676 RIDGEWORTH FD-INTL EQ INDEX #5 PROPERTY TYPE: SECURITIES 214,389.00			09/02/2008	03/27/2009	
19,395.00			2169.463 RIDGEWORTH FD-INTL EQ INDEX #53 PROPERTY TYPE: SECURITIES 34,364.00			09/02/2008	03/27/2009	
6,675.00			927.083 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES 17,336.00			06/23/2008	03/27/2009	
5,878.00			347.605 ALLIANZ FDS NFJ SMALLCAP VALUE F PROPERTY TYPE: SECURITIES 5,603.00			03/13/2009	03/30/2009	
7,142.00			219.551 DREYFUS/THE BOSTON CO SMALLCAP G PROPERTY TYPE: SECURITIES 7,355.00			01/30/2009	03/30/2009	
23,535.00			1772.214 FEDERATED EQUITY FDS FED CAP AP PROPERTY TYPE: SECURITIES 25,024.00			01/21/2009	03/30/2009	
19,584.00			368. ISHARES TR RUSSELL MIDCAP INDEX FD PROPERTY TYPE: SECURITIES 35,174.00			09/02/2008	03/30/2009	
							-15,590.00	

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)	
36,431.00		3010.826 MFS SER TR I CORE GROWTH I PROPERTY TYPE: SECURITIES 37,304.00				02/02/2009	03/30/2009	
19,468.00		1923.715 PACIFIC INVESTMENT MANAGEMENT I PROPERTY TYPE: SECURITIES 19,834.00				10/02/2008	03/30/2009	
4,662.00		760.522 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES 15,332.00				06/23/2008	03/30/2009	
32,761.00		4168.066 RIDGEWORTH FD-LARGE CAP VAL EQTY PROPERTY TYPE: SECURITIES 61,146.00				10/09/2006	03/30/2009	
21,204.00		2474.212 RIDGEWORTH FD-INTL EQ INDEX #53 PROPERTY TYPE: SECURITIES 39,192.00				09/02/2008	03/30/2009	
30,529.00		2981.348 RIDGEWORTH FD-TOTAL RETURN BD # PROPERTY TYPE: SECURITIES 30,499.00				03/27/2009	03/30/2009	
3,844.00		567.799 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES 10,618.00				06/23/2008	03/30/2009	
789,077.00		57345.712 MFS SER TR I CORE GROWTH I PROPERTY TYPE: SECURITIES 710,513.00				02/02/2009	06/03/2009	
351,910.00		37758.546 RIDGEWORTH FD-LARGE CAP VAL EQT PROPERTY TYPE: SECURITIES 464,808.00				09/02/2008	06/03/2009	
211,717.00		22716.454 RIDGEWORTH FD-LARGE CAP VAL EQT PROPERTY TYPE: SECURITIES 333,250.00				10/09/2006	06/03/2009	
1920367.00		172075.921 RIDGEWORTH FD-INTL EQ INDEX # PROPERTY TYPE: SECURITIES 2725683.00				09/02/2008	06/03/2009	

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)	
660,267.00			59163.737 RIDGEWORTH FD-INTL EQ INDEX #5 PROPERTY TYPE: SECURITIES 669,734.00			01/28/2004	06/03/2009 -9,467.00	
422,720.00			40763.742 RIDGEWORTH FD-TOTAL RETURN BD PROPERTY TYPE: SECURITIES 410,929.00			03/27/2009	06/03/2009 11,791.00	
248,000.00			23732.057 RIDGEWORTH FD-TOTAL RETURN BD PROPERTY TYPE: SECURITIES 238,744.00			09/16/2008	06/26/2009 9,256.00	
7,050.00			348.32 ALLIANZ FDS NFJ SMALLCAP VALUE FD PROPERTY TYPE: SECURITIES 5,615.00			03/13/2009	06/29/2009 1,435.00	
8,399.00			224.392 DREYFUS/THE BOSTON CO SMALLCAP G PROPERTY TYPE: SECURITIES 7,517.00			01/30/2009	06/29/2009 882.00	
38,384.00			2547.047 FEDERATED EQUITY FDS FED CAP AP PROPERTY TYPE: SECURITIES 37,467.00			05/20/2009	06/29/2009 917.00	
29,746.00			452. ISHARES TR RUSSELL MIDCAP INDEX FD PROPERTY TYPE: SECURITIES 43,203.00			09/02/2008	06/29/2009 -13,457.00	
41,350.00			3442.964 MFS SER TR I RESH INTL-I PROPERTY TYPE: SECURITIES 41,591.00			06/03/2009	06/29/2009 -241.00	
33,335.00			2443.915 MFS SER TR I CORE GROWTH I PROPERTY TYPE: SECURITIES 30,280.00			02/02/2009	06/29/2009 3,055.00	
21,073.00			2012.703 PACIFIC INVESTMENT MANAGEMENT I PROPERTY TYPE: SECURITIES 20,751.00			10/02/2008	06/29/2009 322.00	
5,579.00			769.517 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES 15,513.00			06/23/2008	06/29/2009 -9,934.00	

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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)	
32,669.00			3535.606 RIDGEWORTH FD-LARGECAP VAL EQTY PROPERTY TYPE: SECURITIES 43,523.00			09/02/2008	06/29/2009	
26,094.00			2499.425 RIDGEWORTH FD-TOTAL RETURN BD # PROPERTY TYPE: SECURITIES 25,144.00			09/16/2008	06/29/2009	
5,347.00			555.821 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES 10,271.00			06/23/2008	06/29/2009	
737,468.00			32316.734 ALLIANZ FDS NFJ SMALLCAP VALUE PROPERTY TYPE: SECURITIES 520,946.00			03/13/2009	09/09/2009	
248,277.00			23290.525 RIDGEWORTH FD-TOTAL RETURN BD PROPERTY TYPE: SECURITIES 234,303.00			09/16/2008	09/23/2009	
75,000.00			7009.345 RIDGEWORTH FD-TOTAL RETURN BD # PROPERTY TYPE: SECURITIES 70,514.00			09/16/2008	09/28/2009	
939,114.00			20795.271 DREYFUS/THE BOSTON CO SMALLCAP PROPERTY TYPE: SECURITIES 696,405.00			03/27/2009	10/15/2009	
367,320.00			21670.796 FEDERATED EQUITY FDS FED CAP A PROPERTY TYPE: SECURITIES 318,777.00			05/20/2009	10/15/2009	
231,612.00			2871. ISHARES TR RUSSELL MIDCAP INDEX FD PROPERTY TYPE: SECURITIES 274,416.00			09/02/2008	10/15/2009	
11,635.00			567.284 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES 10,966.00			09/09/2009	10/15/2009	
927,649.00			62891.458 MFS SER TR I RESH INTL-I PROPERTY TYPE: SECURITIES 759,729.00			06/03/2009	10/15/2009	
							167,920.00	

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)	
75,271.00		6905.573 PACIFIC INVESTMENT MANAGEMENT I PROPERTY TYPE: SECURITIES 70,023.00				10/29/2008	10/15/2009	5,248.00
96,672.00		8869.014 PACIFIC INVESTMENT MANAGEMENT I PROPERTY TYPE: SECURITIES 91,440.00				10/02/2008	10/15/2009	5,232.00
822,845.00		77407.808 RIDGEWORTH FD-TOTAL RETURN BD PROPERTY TYPE: SECURITIES 778,723.00				09/16/2008	10/15/2009	44,122.00
203,675.00		15813.276 ROWE T PRICE REAL ESTATE FD CO PROPERTY TYPE: SECURITIES 292,225.00				06/23/2008	10/15/2009	-88,550.00
3752692.00		235278.522 MFS SER TR I CORE GROWTH I PROPERTY TYPE: SECURITIES 2944007.00				10/15/2009	12/04/2009	808,685.00
4,784.00		199.167 AIM GROWTH SER SMALL CAP GROWTH PROPERTY TYPE: SECURITIES 4,708.00				10/15/2009	12/28/2009	76.00
957.00		39.842 AIM GROWTH SER SMALL CAP GROWTH F PROPERTY TYPE: SECURITIES 942.00				10/15/2009	12/28/2009	15.00
19,248.00		1121.678 FEDERATED EQUITY FDS FED CAP AP PROPERTY TYPE: SECURITIES 16,500.00				05/20/2009	12/28/2009	2,748.00
3,850.00		224.359 FEDERATED EQUITY FDS FED CAP APP PROPERTY TYPE: SECURITIES 3,300.00				05/20/2009	12/28/2009	550.00
16,280.00		194. ISHARES TR RUSSELL MIDCAP INDEX FD PROPERTY TYPE: SECURITIES 18,543.00				09/02/2008	12/28/2009	-2,263.00
3,266.00		39. ISHARES TR RUSSELL MIDCAP INDEX FD PROPERTY TYPE: SECURITIES 3,728.00				09/02/2008	12/28/2009	-462.00

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)	
19,419.00			386. ISHARES TR RUSSELL 1000 GROWTH INDE PROPERTY TYPE: SECURITIES 19,016.00			12/04/2009	12/28/2009	
3,867.00			77. ISHARES TR RUSSELL 1000 GROWTH INDEX PROPERTY TYPE: SECURITIES 3,793.00			12/04/2009	12/28/2009	
4,048.00			191.304 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES 3,698.00			09/09/2009	12/28/2009	
810.00			38.28 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES 740.00			09/09/2009	12/28/2009	
4,736.00			228.682 LEGG MASON GLOBAL TR INC EMRG MK PROPERTY TYPE: SECURITIES 4,665.00			10/15/2009	12/28/2009	
947.00			45.727 LEGG MASON GLOBAL TR INC EMRG MKT PROPERTY TYPE: SECURITIES 933.00			10/15/2009	12/28/2009	
18,768.00			1303.333 MFS SER TR I RESH INTL-I PROPERTY TYPE: SECURITIES 15,744.00			06/03/2009	12/28/2009	
3,754.00			260.694 MFS SER TR I RESH INTL-I PROPERTY TYPE: SECURITIES 3,149.00			06/03/2009	12/28/2009	
9,312.00			862.222 PACIFIC INVESTMENT MANAGEMENT IN PROPERTY TYPE: SECURITIES 8,743.00			10/29/2008	12/28/2009	
1,862.00			172.407 PACIFIC INVESTMENT MANAGEMENT IN PROPERTY TYPE: SECURITIES 1,748.00			10/29/2008	12/28/2009	
4,928.00			577.726 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES 11,647.00			06/23/2008	12/28/2009	
							-6,719.00	

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)	
986.00			115.592 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES 2,330.00			06/23/2008	12/28/2009	
19,088.00			1722.744 RIDGEWORTH FD-LARGE CAP VAL EQTY PROPERTY TYPE: SECURITIES 21,207.00			09/02/2008	12/28/2009	
3,818.00			344.585 RIDGEWORTH FD-LARGE CAP VAL EQTY# PROPERTY TYPE: SECURITIES 4,242.00			09/02/2008	12/28/2009	
6,160.00			588.348 RIDGEWORTH FD-TOTAL RETURN BD #8 PROPERTY TYPE: SECURITIES 5,919.00			09/16/2008	12/28/2009	
1,232.00			117.67 RIDGEWORTH FD-TOTAL RETURN BD #80 PROPERTY TYPE: SECURITIES 1,184.00			09/16/2008	12/28/2009	
2,576.00			180.266 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES 3,331.00			06/23/2008	12/28/2009	
515.00			36.039 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES 666.00			06/23/2008	12/28/2009	
			. COMPASS DIVERSIFIED HOLDINGS PROPERTY TYPE: SECURITIES				12/31/2009	
			. UBS SECURITIES PITTS 130/30 PROPERTY TYPE: SECURITIES				12/31/2009	
							-52,307.00	

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)	
						-5145793. =====	
TOTAL GAIN(LOSS)							

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST	551,463.	541,465.
TOTAL	551,463.	541,465.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME	15.	15.
TOTALS		

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
JONES DAY	2,956.		2,956.	
TOTALS	2,956.	NONE	NONE	2,956.

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREP FEE	250.		250.	
TOTALS	250.	NONE	NONE	250.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX PRIOR YEAR BAL DUE FEDERAL EXCISE TAX	26. 94,596. 8,178. ----- TOTALS	10,051. =====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PARTNERSHIP DEDUCTION -----	22.	22.
TOTALS =====	=====	=====

TR MARGARET PITTS UA W PITTS C/O SUNTRUST

58-6374907

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION COST/
FMV C OR F

SEE ATTACHED STATEMENT

29, 885, 079. - - - - - 30, 850, 091.
29, 885, 079. - - - - - 30, 850, 091.

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

DESCRIPTION	AMOUNT
BV ADJ MARGARET PITTS 130/30	199,273.
BV ADJ ROWE T PRICE	11,451.
TOTAL	210,724.

STATE(S) WHERE THE FOUNDATION IS REGISTERED

=====

GA

STATEMENT 9

TR MARGARET PITTS UA W PITTS C/O SUNTRUST

58-6374907

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

=====

OFFICER NAME:

SUNTRUST BANK, ATLANTA

ADDRESS:

P.O. BOX 4655

ATLANTA, GA 30302

TITLE:

TRUSTEE, AS REQ'D

COMPENSATION 103,487.

TOTAL COMPENSATION: 103,487.

=====

STATEMENT 10

TR MARGARET PITTS UA W PITTS C/O SUNTRUST
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

58-6374907

RECIPIENT NAME:
YOUNG HARRIS COLLEGE

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:
N/A

AMOUNT OF GRANT PAID 993,108.

RECIPIENT NAME:
THE METHODIST HOME OF THE S GA CON

ADDRESS:
P.O. BOX 2600
MACON, GA 31203

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:
N/A

AMOUNT OF GRANT PAID 993,108.

TOTAL GRANTS PAID: 1,986,216.
=====

Capital Gains and Losses

2009

Name of estate or trust

TR MARGARET PITTS UA W PITTS C/O SUNTRUST

Employer identification number

58-6374907

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

Part I Short Term Capital Gains and Losses - Assets

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	-1,877,670.
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	-1,877,670.

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				20,261.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-3,288,652.
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	268.
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	-3,268,123.

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
13	Net short-term gain or (loss)	13		-1,877,670.
14	Net long-term gain or (loss):			
a	Total for year	14a		-3,268,123.
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		-5,145,793.

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	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	16	(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.	25	
	<input type="checkbox"/> No. Enter the amount from line 23	26	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same?	27	
	<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31	28	
	<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	29	
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	

Continuation Sheet for Schedule D
(Form 1041)

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

2009

Name of estate or trust

TR MARGARET PITTS UA W PITTS C/O SUNTRUST

Employer identification number
58-6374907

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 40689.52 RIDGEWORTH FD-SMALLCAP GROWTH #614	10/02/2008	01/30/2009	359,288.00	500,888.00	-141,600.00
98859.316 DWS INVESTMENT TRUST CAP GROWTH FD	07/21/2008	02/02/2009	3,587,605.00	5,200,000.00	-1,612,395.00
15048. ISHARES TR RUSSELL 2000 VALUE INDEX FD	10/02/2008	03/13/2009	545,261.00	963,212.00	-417,951.00
812.65 ALLIANZ FDS NFJ SMALLCAP VALUE FD	03/13/2009	03/27/2009	14,262.00	13,100.00	1,162.00
837.936 FEDERATED EQUITY FDS FED CAP APP FD	01/21/2009	03/27/2009	11,530.00	11,832.00	-302.00
757. ISHARES TR RUSSELL MIDCAP INDEX FD	09/02/2008	03/27/2009	42,376.00	72,356.00	-29,980.00
745.924 MFS SER TR I CORE GROWTH I	02/02/2009	03/27/2009	9,242.00	9,242.00	
1230.524 PIMCO COMMODITY REALRTN STRATEGY USA	06/23/2008	03/27/2009	7,740.00	24,807.00	-17,067.00
14093.96 RIDGEWORTH FD-INTL EQ INDEX #530	09/02/2008	03/27/2009	126,000.00	223,248.00	-97,248.00
13534.676 RIDGEWORTH FD-INTL EQ INDEX #530	09/02/2008	03/27/2009	121,000.00	214,389.00	-93,389.00
2169.463 RIDGEWORTH FD-INTL EQ INDEX #530	09/02/2008	03/27/2009	19,395.00	34,364.00	-14,969.00
927.083 ROWE T PRICE REAL ESTATE FD COM	06/23/2008	03/27/2009	6,675.00	17,336.00	-10,661.00
347.605 ALLIANZ FDS NFJ SMALLCAP VALUE FD	03/13/2009	03/30/2009	5,878.00	5,603.00	275.00
219.551 DREYFUS/THE BOSTON CO SMALLCAP GRWTH	01/30/2009	03/30/2009	7,142.00	7,355.00	-213.00
1772.214 FEDERATED EQUITY FDS FED CAP APP FD	01/21/2009	03/30/2009	23,535.00	25,024.00	-1,489.00
368. ISHARES TR RUSSELL MIDCAP INDEX FD	09/02/2008	03/30/2009	19,584.00	35,174.00	-15,590.00
3010.826 MFS SER TR I CORE GROWTH I	02/02/2009	03/30/2009	36,431.00	37,304.00	-873.00
1923.715 PACIFIC INVESTMENT MANAGEMENT INSTI	10/02/2008	03/30/2009	19,468.00	19,834.00	-366.00
760.522 PIMCO COMMODITY REALRTN STRATEGY USA	06/23/2008	03/30/2009	4,662.00	15,332.00	-10,670.00
2474.212 RIDGEWORTH FD-INTL EQ INDEX #530	09/02/2008	03/30/2009	21,204.00	39,192.00	-17,988.00
2981.348 RIDGEWORTH FD-TOTAL RETURN BD #800	03/27/2009	03/30/2009	30,529.00	30,499.00	30.00
567.799 ROWE T PRICE REAL ESTATE FD COM	06/23/2008	03/30/2009	3,844.00	10,618.00	-6,774.00
57345.712 MFS SER TR I CORE GROWTH I	02/02/2009	06/03/2009	789,077.00	710,513.00	78,564.00
37758.546 RIDGEWORTH FD-LARGE CAP VAL EQTY#512	09/02/2008	06/03/2009	351,910.00	464,808.00	-112,898.00

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

Continuation Sheet for Schedule D
(Form 1041)

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

2009

Name of estate or trust TR MARGARET PITTS UA W PITTS C/O SUNTRUST	Employer identification number 58-6374907
--	--

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 172075.921 RIDGEWORTH FD-INTL EQ INDEX #530	09/02/2008	06/03/2009	1,920,367.00	2,725,683.00	-805,316.00
40763.742 RIDGEWORTH FD-TOTAL RETURN BD #800	03/27/2009	06/03/2009	422,720.00	410,929.00	11,791.00
23732.057 RIDGEWORTH FD-TOTAL RETURN BD #800	09/16/2008	06/26/2009	248,000.00	238,744.00	9,256.00
348.32 ALLIANZ FDS NFJ SMALLCAP VALUE FD	03/13/2009	06/29/2009	7,050.00	5,615.00	1,435.00
224.392 DREYFUS/THE BOSTON CO SMALLCAP GRWTH	01/30/2009	06/29/2009	8,399.00	7,517.00	882.00
2547.047 FEDERATED EQUITY FDS FED CAP APP FD	05/20/2009	06/29/2009	38,384.00	37,467.00	917.00
452. ISHARES TR RUSSELL MIDCAP INDEX FD	09/02/2008	06/29/2009	29,746.00	43,203.00	-13,457.00
3442.964 MFS SER TR I RESH INTL-I	06/03/2009	06/29/2009	41,350.00	41,591.00	-241.00
2443.915 MFS SER TR I CORE GROWTH I	02/02/2009	06/29/2009	33,335.00	30,280.00	3,055.00
2012.703 PACIFIC INVESTMENT MANAGEMENT INSTI	10/02/2008	06/29/2009	21,073.00	20,751.00	322.00
3535.606 RIDGEWORTH FD-LARGECAP VAL EQTY#512	09/02/2008	06/29/2009	32,669.00	43,523.00	-10,854.00
2499.425 RIDGEWORTH FD-TOTAL RETURN BD #800	09/16/2008	06/29/2009	26,094.00	25,144.00	950.00
32316.734 ALLIANZ FDS NFJ SMALLCAP VALUE FD	03/13/2009	09/09/2009	737,468.00	520,946.00	216,522.00
20795.271 DREYFUS/THE BOSTON CO SMALLCAP GRWTH	03/27/2009	10/15/2009	939,114.00	696,405.00	242,709.00
21670.796 FEDERATED EQUITY FDS FED CAP APP FD	05/20/2009	10/15/2009	367,320.00	318,777.00	48,543.00
567.284 JANUS PERKINS SMALL CAP VALUE-I	09/09/2009	10/15/2009	11,635.00	10,966.00	669.00
62891.458 MFS SER TR I RESH INTL-I	06/03/2009	10/15/2009	927,649.00	759,729.00	167,920.00
6905.573 PACIFIC INVESTMENT MANAGEMENT INSTI	10/29/2008	10/15/2009	75,271.00	70,023.00	5,248.00
235278.522 MFS SER TR I CORE GROWTH I	10/15/2009	12/04/2009	3,752,692.00	2,944,007.00	808,685.00
199.167 AIM GROWTH SER SMALL CAP GROWTH FD-I	10/15/2009	12/28/2009	4,784.00	4,708.00	76.00
39.842 AIM GROWTH SER SMALL CAP GROWTH FD-I	10/15/2009	12/28/2009	957.00	942.00	15.00
1121.678 FEDERATED EQUITY FDS FED CAP APP FD	05/20/2009	12/28/2009	19,248.00	16,500.00	2,748.00
224.359 FEDERATED EQUITY FDS FED CAP APP FD	05/20/2009	12/28/2009	3,850.00	3,300.00	550.00
386. ISHARES TR RUSSELL 1000 GROWTH INDEX	12/04/2009	12/28/2009	19,419.00	19,016.00	403.00

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

2009

► 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

Employer identification number
58-6374907

TR MARGARET PITTS UA W PITTS C/O SUNTRUST

58-6374907

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

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b -1,877,670.00

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

Employer identification number

TR MARGARET PITTS UA W PITTS C/O SUNTRUST

58-6374907

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 182880.852 RIDGEWORTH FD-AGGRESSIVE GRWTH #558	07/19/2006	01/21/2009	1,364,291.00	1,842,530.00	-478,239.00
172125.088 RIDGEWORTH FD-EMERGING GROWTH #593	07/19/2006	01/21/2009	1,070,618.00	1,695,563.00	-624,945.00
37670.725 RIDGEWORTH FD-SMALLCAP GROWTH #614	09/24/2007	01/30/2009	332,633.00	857,009.00	-524,376.00
242540. SUNTRUST QUANTITATIVE INTL EQUITY FD	08/31/2007	03/15/2009	1,022,563.00	2,426,063.00	-1,403,500.00
999.015 RIDGEWORTH FD-LARGE CAP VAL EQTY#512	10/09/2006	03/27/2009	8,112.00	14,656.00	-6,544.00
4168.066 RIDGEWORTH FD-LARGE CAP VAL EQTY#512	10/09/2006	03/30/2009	32,761.00	61,146.00	-28,385.00
22716.454 RIDGEWORTH FD-LARGE CAP VAL EQTY#512	10/09/2006	06/03/2009	211,717.00	333,250.00	-121,533.00
59163.737 RIDGEWORTH FD-INTL EQ INDEX #530	01/28/2004	06/03/2009	660,267.00	669,734.00	-9,467.00
769.517 PIMCO COMMODITY REALRTN STRATEGY USA	06/23/2008	06/29/2009	5,579.00	15,513.00	-9,934.00
555.821 ROWE T PRICE REAL ESTATE FD COM	06/23/2008	06/29/2009	5,347.00	10,271.00	-4,924.00
23290.525 RIDGEWORTH FD-TOTAL RETURN BD #800	09/16/2008	09/23/2009	248,277.00	234,303.00	13,974.00
7009.345 RIDGEWORTH FD-TOTAL RETURN BD #800	09/16/2008	09/28/2009	75,000.00	70,514.00	4,486.00
2871. ISHARES TR RUSSELL MIDCAP INDEX FD	09/02/2008	10/15/2009	231,612.00	274,416.00	-42,804.00
8869.014 PACIFIC INVESTMENT MANAGEMENT INSTI	10/02/2008	10/15/2009	96,672.00	91,440.00	5,232.00
77407.808 RIDGEWORTH FD-TOTAL RETURN BD #800	09/16/2008	10/15/2009	822,845.00	778,723.00	44,122.00
15813.276 ROWE T PRICE REAL ESTATE FD COM	06/23/2008	10/15/2009	203,675.00	292,225.00	-88,550.00
194. ISHARES TR RUSSELL MIDCAP INDEX FD	09/02/2008	12/28/2009	16,280.00	18,543.00	-2,263.00
39. ISHARES TR RUSSELL MIDCAP INDEX FD	09/02/2008	12/28/2009	3,266.00	3,728.00	-462.00
862.222 PACIFIC INVESTMENT MANAGEMENT INSTITUTIONAL TR	10/29/2008	12/28/2009	9,312.00	8,743.00	569.00
172.407 PACIFIC INVESTMENT MANAGEMENT INSTITUTIONAL TR	10/29/2008	12/28/2009	1,862.00	1,748.00	114.00
577.726 PIMCO COMMODITY REALRTN STRATEGY USA	06/23/2008	12/28/2009	4,928.00	11,647.00	-6,719.00
115.592 PIMCO COMMODITY REALRTN STRATEGY USA	06/23/2008	12/28/2009	986.00	2,330.00	-1,344.00
1722.744 RIDGEWORTH FD-LARGE CAP VAL EQTY#512	09/02/2008	12/28/2009	19,088.00	21,207.00	-2,119.00
344.585 RIDGEWORTH FD-LARGE CAP VAL EQTY#512	09/02/2008	12/28/2009	3,818.00	4,242.00	-424.00
588.348 RIDGEWORTH FD-TOTAL RETURN BD #800	09/16/2008	12/28/2009	6,160.00	5,919.00	241.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

Employer identification number

TR MARGARET PITTS UA W PITTS C/O SUNTRUST

58-6374907

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 117.67 RIDGEWORTH FD-TOTAL	09/16/2008	12/28/2009	1,232.00	1,184.00	48.00
RETURN BD #800					
180.266 ROWE T PRICE REAL	06/23/2008	12/28/2009	2,576.00	3,331.00	-755.00
ESTATE FD COM					
36.039 ROWE T PRICE REAL	06/23/2008	12/28/2009	515.00	666.00	-151.00
ESTATE FD COM					

6b Total Combine the amounts in column (f) Enter here and on Schedule D, line 6b 3,288,652.00

Schedule D-1 (Form 1041) 2009

FEDERAL CAPITAL GAIN DIVIDENDS

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

PACIFIC INVESTMENT MANAGEMENT INSTITUTIONAL T	4,110.00
PIMCO COMMODITY REALRTN STRATEGY USA	11,445.00
RIDGEWORTH FD-TOTAL RETURN BD #800	4,706.00
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	20,261.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	20,261.00

STATEMENT 1

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 (23
Items)**
**- as of 02/04/2010 (Settle Date
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Click on an investment class to show investment information or select a date from the drop-down listbox to view historical investment inform, 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-1125290 / SUB-1130050

	P/I	Units	Market Value	% Mkt Value	Accrued Income	Tax Cost	Est Annual Income	Yield at Mkt
CASH EQUIVALENTS			\$23,157.50	0.075%	\$0.00	\$23,157.50	\$0.00	0.000%
COINS AND CURRENCY			\$23,157.50	0.075%	\$0.00	\$23,157.50	\$0.00	0.000%
+ 999999998 UNINVESTED CASH		23,157.5000	\$23,157.50	0.075%	\$0.00	\$23,157.50	\$0.00	0.000%
STIF & MONEY MARKET FUNDS			\$75,294.31	0.243%	\$28.42	\$75,294.31	\$49.84	0.066%
 STI TAXABLE			\$75,294.31	0.243%	\$28.42	\$75,294.31	\$49.84	0.066%
+ 76628T389 RIDGEWORTH FD-PRIME QUALITY MMKT I SHS #500		75,294.3100	\$75,294.31	0.243%	\$28.42	\$75,294.31	\$49.84	0.066%
EQUITY SECURITIES			\$6,913,564.79	22.339%	\$0.00	\$6,788,887.40	\$122,116.21	1.766%
 EXCHANGE TRADED FDS EQUITY			\$6,913,564.79	22.339%	\$0.00	\$6,788,887.40	\$122,116.21	1.766%
+ 464287614 ISHARES TR RUSSELL 1000 GROWTH INDEX FD		75,801.0000	\$3,778,679.85	12.210%	\$0.00	\$3,734,245.30	\$60,185.99	1.593%
+ 464287499 ISHARES TR RUSSELL MIDCAP INDEX FD		37,994.0000	\$3,134,884.94	10.129%	\$0.00	\$3,054,642.10	\$61,930.22	1.976%
MUTUAL FUNDS			\$19,015,687.82	61.443%	\$453.45	\$18,093,615.56	\$288,480.85	1.517%
 COMMODITY			\$950,743.94	3.072%	\$0.00	\$1,784,865.77	\$56,952.78	5.990%
+ 722005667 PIMCO COMMODITY REALRETURN STRATEGY FD USA-INS Rating N/A		114,824.1470	\$950,743.94	3.072%	\$0.00	\$1,784,865.77	\$56,952.78	5.990%
 FIXED INCOME			\$1,825,261.96	5.898%	\$453.45	\$1,698,017.35	\$102,755.49	5.630%
+ 693390700 PIMCO FDS PAC INV MGMT SER TOTAL RETURN FD INSTL CL Rating N/A		169,005.7370	\$1,825,261.96	5.898%	\$453.45	\$1,698,017.35	\$102,755.49	5.630%
 HEDGED FDS FOREIGN			\$5,720,186.96	18.483%	\$0.00	\$5,207,118.28	\$0.00	0.000%
+ 532LHP115 LIGHTHOUSE DIVERSIFIED FD LTD OFFSHORE CL A		3,692.9711	\$5,720,186.96	18.483%	\$0.00	\$5,207,118.28	\$0.00	0.000%
 INTL EMERGING			\$937,870.56	3.030%	\$0.00	\$922,051.06	\$14,056.76	1.499%
+ 52465U607 LEGG MASON GLOBAL TR INC EMERGING MKTS TR-INSTL Rating N/A		45,198.5810	\$937,870.56	3.030%	\$0.00	\$922,051.06	\$14,056.76	1.499%
 OTHER DOMESTIC EQUITY			\$3,706,636.88	11.977%	\$0.00	\$3,079,624.01	\$36,476.63	0.984%
+ 314172396 FEDERATED EQUITY FDS CAP APPRECIATION FD IS SHS Rating N/A		218,422.9160	\$3,706,636.88	11.977%	\$0.00	\$3,079,624.01	\$36,476.63	0.984%
 OTHER INTL EQUITY			\$3,675,149.44	11.875%	\$0.00	\$3,100,265.74	\$58,771.59	1.599%
+ 552983470 MFS SER TR I RESH INTL FD I Rating N/A		256,644.5140	\$3,675,149.44	11.875%	\$0.00	\$3,100,265.74	\$58,771.59	1.599%
 REIT FDS			\$489,521.87	1.582%	\$0.00	\$654,101.09	\$19,467.61	3.977%
+ 779919109		35,395.6520	\$489,521.87	1.582%	\$0.00	\$654,101.09	\$19,467.61	3.977%

T ROWE PRICE REAL ESTATE FD SHS Rating N/A							
☒ SMALL CAP GROWTH	\$923,558.88	2.984%	\$0.00	\$921,998.83	\$0.00	0 000%	
⊕ 00141M622 AIM GROWTH SER SMALL CAP GROWTH FD CL INSTL Rating N/A	39,001 6420 \$923,558.88	2 984%	\$0.00	\$921,998.83	\$0.00	0 000%	
☒ SMALL CAP VALUE	\$786,757.33	2.542%	\$0.00	\$725,573.43	\$0.00	0.000%	
⊕ 47103C183 JANUS INV'T FD PERKINS SMALL CO VALUE FD I SHS Rating N/A	37,536 1320 \$786,757.33	2 542%	\$0.00	\$725,573.43	\$0.00	0 000%	
PROPRIETARY FUNDS	\$4,920,838.05	15.900%	\$2,837.08	\$5,002,573.96	\$125,412.05	2.549%	
☒ FIXED INCOME	\$1,210,104.34	3.910%	\$2,837.08	\$1,161,607.79	\$52,076.05	4.303%	
⊕ 76628T512 RIDGEWORTH FD-TOTAL RETURN BD I SHS #800 Rating N/A	115,467 9710 \$1,210,104.34	3 910%	\$2,837.08	\$1,161,607.79	\$52,076.05	4 303%	
☒ LARGE CAP VALUE	\$3,710,733.71	11.990%	\$0.00	\$3,840,966.17	\$73,335.99	1.976%	
⊕ 76628R672 RIDGEWORTH FD-LARGE CAP VALUE EQUITY I SHS #512 Rating N/A	337,953 8900 \$3,710,733.71	11 990%	\$0.00	\$3,840,966.17	\$73,335.99	1 976%	
MISCELLANEOUS ASSETS	\$0.00	0.000%	\$0.00	\$2.00	\$0.00	0.000%	
☒ ACCOUNT RECEIVABLES	\$0.00	0.000%	\$0.00	\$2 00	\$0.00	0.000%	
⊕ 997001FA5 CLASS ACTION PENDING AMERICAN INT'L GROUP ON RCPT OF FINAL PMT	1 0000	\$0.00	0 000%	\$0.00	\$0.00	\$0.00	0 000%
⊕ 997000PJ7 CLASS ACTION PENDING BELL SOUTH ON RCPT OF FINAL PMT	1 0000	\$0.00	0 000%	\$0.00	\$0.00	\$0.00	0 000%
⊕ 997000SS4 CLASS ACTION PENDING FANNIE MAE ON RCPT OF FINAL PMT	1 0000	\$0.00	0 000%	\$0.00	\$0.00	\$0.00	0 000%
⊕ 997000NN0 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%
⊕ 997000BE3 CLASS ACTION PENDING HALLIBURTON ON RECEIPT OF FINAL PMT	1 0000	\$0.00	0 000%	\$0.00	\$1 00	\$0.00	0 000%
⊕ 997000MM3 CLASS ACTION PENDING STOCK OPTIONS PUTS/CALLS 1990-2005 ON RCPT OF FINAL PMT	1 0000	\$0.00	0 000%	\$0.00	\$1 00	\$0.00	0 000%
⊕ 997000TT1 CLASS ACTION PENDING XEROX CORP ON RCPT OF FINAL PMT	1 0000	\$0.00	0 000%	\$0.00	\$0.00	\$0.00	0 000%
TOTAL:	\$30,948,542.46	100%	\$3,318.95	\$29,983,530.73	\$536,058.96	1.732%	

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