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990-PF

Form
Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2009

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

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

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

Use the IRS label. Otherwise, print or type. See Specific Instructions	Name of foundation THE BALLOUN FAMILY FOUNDATION		A Employer identification number 58-6381081
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) (404) 238-0444
	1525 WEST WT HARRIS BLVD		
	City or town, state, and ZIP code CHARLOTTE, NC 28288-5709		
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) ▶ \$ 972,981.		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 ☒ if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	26,046.	25,253.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-239,865.			
b	Gross sales price for all assets on line 6a 592,387.				
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	807.			STMT 2
12	Total. Add lines 1 through 11	-213,012.	25,253.		
13	Compensation of officers, directors, trustees, etc.	14,000.	14,000.		
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	2,000.	NONE	NONE	2,000.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)	350.	350.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	Total operating and administrative expenses. Add lines 13 through 23	16,350.	14,350.	NONE	2,000.
25	Contributions, gifts, grants paid	49,750.			49,750.
26	Total expenses and disbursements. Add lines 24 and 25	66,100.	14,350.	NONE	51,750.
27	Subtract line 26 from line 12	-279,112.			
a	Excess of revenue over expenses and disbursements		10,903.		
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)				

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

JSA

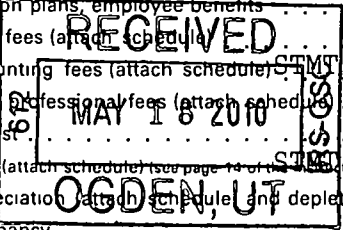
Form 990-PF (2009)

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P 19

ENVELOPE MAY 13 2010 Revenue
POSTMARK DATE
Operating and Administrative Expenses
SCANNED MAY 20 2010

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	NONE	NONE	
	2 Savings and temporary cash investments	18,688.	-3,133.	-3,133.
	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) ▶ *		* NONE	
	Less allowance for doubtful accounts ▶	NONE	NONE	NONE
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)	NONE	NONE	NONE
	b Investments - corporate stock (attach schedule)	NONE	NONE	NONE
	c Investments - corporate bonds (attach schedule)	NONE	NONE	NONE
	11 Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶	NONE	NONE	
	12 Investments - mortgage loans	NONE	NONE	
	13 Investments - other (attach schedule)	958,912.	701,406.	976,114.
14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)	NONE	NONE	NONE	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	977,600.	698,273.	972,981.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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	977,600.	698,273.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	NONE	NONE	
	30 Total net assets or fund balances (see page 17 of the instructions)	977,600.	698,273.	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	977,600.	698,273.		

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	977,600.
2 Enter amount from Part I, line 27a	2	-279,112.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	2.
4 Add lines 1, 2, and 3	4	698,490.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	217.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	698,273.

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) FMV 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	-239,865.	
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.

(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	59,231.	1,045,884.	0.05663247549
2007	57,137.	1,231,357.	0.04640165281
2006	52,076.	1,154,031.	0.04512530426
2005	51,050.	1,096,606.	0.04655272723
2004	47,056.	1,051,230.	0.04476280167
2 Total of line 1, column (d)			2 0.23947496146
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 0.04789499229
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 869,693.
5 Multiply line 4 by line 3			5 41,654.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 109.
7 Add lines 5 and 6			7 41,763.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 51,750.

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		1	109.
Date of ruling or determination letter _____ (attach copy of ruling 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			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
3 Add lines 1 and 2			
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	109.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		4	NONE
6 Credits/Payments		5	109.
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 624.	7	624.
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	624.
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	515.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ▶ 112. Refunded ▶		11	403.

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?		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)?		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?		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?		X
If "Yes," attach a detailed description of the activities		
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 7		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 ☐ WACHOVIA BANK Telephone no ☐ (404) 238-0444			
Located at ☐ 3280 PEACHTREE RD NE, G0141-041, ATLANTA, GA		ZIP + 4 ☐ 30305		
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		

1a During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? ☐		1b	☒
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	☒
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 ☐			
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	☒
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ☐			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐		4a	☒
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	☒

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

- 5a** During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b

6b

7b

X

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 8		14,000.	-0-	-0-

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		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
SEE STATEMENT 10		NONE

Total number of others receiving over \$50,000 for professional services **NONE****Part IX-A Summary of Direct Charitable Activities**

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

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

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

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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	883,691.
b	Average of monthly cash balances	1b	-754.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	882,937.
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	882,937.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	13,244.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	869,693.
6	Minimum investment return. Enter 5% of line 5	6	43,485.

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	43,485.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	109.
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	109.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	43,376.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	43,376.
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	43,376.

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	51,750.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	51,750.
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	109.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	51,641.

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				43,376.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			49,015.	
b Total for prior years 20 <u>07</u> , 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ <u>51,750.</u>				
a Applied to 2008, but not more than line 2a			49,015.	
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				2,735.
e Remaining amount distributed out of corpus . . .	NONE			
5 Excess distributions carryover applied to 2009 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010.				40,641.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2005	NONE			
b Excess from 2006	NONE			
c Excess from 2007	NONE			
d Excess from 2008	NONE			
e Excess from 2009	NONE			

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

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

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

4942(j)(3) or

4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i> SEE STATEMENT 20				
Total			▶ 3a	49,750.
b <i>Approved for future payment</i>				
Total			▶ 3b	

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

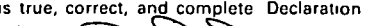
		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a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

[illegible]

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

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		15-10-10 Date	Trustee Title
Paid Preparer's Use Only	Preparer's signature  Brandi A. Dotson		Date 4-28-10	Check if self-employed ☐
	Firm's name (or yours if self-employed), address, and ZIP code WACHOVIA BANK 1525 W W.T. HARRIS BLVD. D1114-044 CHARLOTTE, NC 28288-1161			EIN  22-1147033 Phone no

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					735.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					627.	
139,759.00		11353.277 ARTIO TOTAL RETURN BOND FD-I PROPERTY TYPE: SECURITIES 154,064.00					01/25/2008	03/10/2009
		182.648 DELAWARE POOLED TR INTL EQUITY P PROPERTY TYPE: SECURITIES 2,000.00					12/19/2008	03/10/2009
1,540.00		3836.085 DELAWARE POOLED TR INTL EQUITY PROPERTY TYPE: SECURITIES 70,330.00					03/30/2005	03/10/2009
32,338.00		1712.655 DREYFUS THE BOSTON COMPANY SMAL PROPERTY TYPE: SECURITIES 90,000.00					01/25/2008	03/10/2009
50,078.00		18321.983 EVERGREEN EQUITY TR INTRINSIC PROPERTY TYPE: SECURITIES 131,918.00					12/19/2008	03/10/2009
107,184.00		1588.789 PIMCO FOREIGN BOND FUND-INST PROPERTY TYPE: SECURITIES 14,093.00					12/19/2008	03/10/2009
14,220.00		7720.383 ROWE T PRICE BLUE CHIP GROWTH F PROPERTY TYPE: SECURITIES 275,000.00					01/25/2008	03/10/2009
160,661.00		3783.101 ROYCE PREMIER FD CL W PROPERTY TYPE: SECURITIES 60,000.00					01/25/2008	03/10/2009
36,431.00		275.522 DODGE & COX INTERNATIONAL STOCK PROPERTY TYPE: SECURITIES 4,651.00					03/10/2009	06/08/2009
7,100.00		1724.424 EVERGREEN EQUITY TR INTRINSIC V PROPERTY TYPE: SECURITIES 12,416.00					12/19/2008	06/08/2009
13,778.00							1,362.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
6,292.00		414.214 SSGA EMERGING MARKETS FUND CL S PROPERTY TYPE: SECURITIES 4,271.00					03/10/2009 2,021.00	06/08/2009
3,209.00		375.284 ING INTERNATIONAL REAL ESTATE PROPERTY TYPE: SECURITIES 1,768.00					03/10/2009 1,441.00	09/08/2009
5,140.00		412.514 ARTIO INTERNATIONAL EQUITY II-I PROPERTY TYPE: SECURITIES 4,125.00					03/10/2009 1,015.00	12/07/2009
5,702.00		289.759 GOLDMAN SACHS GROWTH OPPORTUNIT PROPERTY TYPE: SECURITIES 3,381.00					03/10/2009 2,321.00	12/07/2009
7,593.00		570.022 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES 4,235.00					03/10/2009 3,358.00	12/07/2009
TOTAL GAIN(LOSS)							----- -239,865. =====	

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ARTIO TOTAL RETURN BOND FD-I	1,479.	1,479.
ARTIO INTERNATIONAL EQUITY II-I	2,537.	2,537.
DODGE & COX INTERNATIONAL STOCK FD	886.	886.
DODGE & COX INCOME FD COM	2,708.	2,708.
EVERGREEN INTL BOND FUND CL I (FD #460)	110.	110.
EVERGREEN SELECT MONEY MKT TR PRIME CASH	127.	127.
EVERGREEN EQUITY TR INTRINSIC VALUE FD C	323.	323.
GOLDEN LARGE CORE VALUE FD INS	1,042.	1,042.
GOLDMAN SACHS LARGE CAP VALUE FUND INST	483.	483.
ING INTERNATIONAL REAL ESTATE	1,628.	1,628.
JANUS MID CAP VALUE FUND CL I	411.	377.
PERKINS MID CAP VALUE FD CL I	164.	164.
JP MORGAN HIGH YIELD BOND-SEL	3,241.	3,241.
ARTIO TOTAL RETURN BOND FD CL I	1,031.	1,031.
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN	1,804.	1,804.
PIMCO FOREIGN BOND FUND-INST	527.	527.
PIMCO EMERGING MARKETS BOND FD INS CL	1,228.	1,227.
PIMCO COMMODITY REALRETURN STRATEGY FD I	2,235.	2,235.
ROWE T PRICE REAL ESTATE FD COM	1,821.	1,063.
SSGA EMERGING MARKETS FUND CL S	1,546.	1,546.
VANGUARD INFLATION-PROTECTED SECURITIES	454.	454.
WELLS FARGO ADVANTAGE ENDEAVOR SELECT FD	261.	261.
	-----	-----
TOTAL	26,046.	25,253.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
EXCISE TAX REFUND	807.

TOTALS	807.
	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	2,000.			2,000.
TOTALS	2,000.	NONE	NONE	2,000.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES ON QUALIFIED FOR	213.	213.
FOREIGN TAXES ON NONQUALIFIED	137.	137.
	-----	-----
TOTALS	350.	350.
	=====	=====

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

ROUNDING

2.

TOTAL

2.
=====

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

DESCRIPTION -----	AMOUNT -----
BOOK VALUE ADJUSTMENT	217.

TOTAL	217.
	=====

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

GA

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

=====

OFFICER NAME:

Wachovia Bank

ADDRESS:

1525 WEST W.T. HARRIS BLVD.

CHARLOTTE, NC 28288-1114

TITLE:

Agent

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 14,000.

OFFICER NAME:

JIM & CAROLLEE BALLOUN

ADDRESS:

1516 CHESTNUT STREET

WILMINGTON, NC 28401

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

TOTAL COMPENSATION:

14,000.

=====

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

=====

EMPLOYEE NAME:

NONE

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

=====

NAME:

NONE

RECIPIENT NAME:
AGAPE COMMUNITY CENTER
ADDRESS:
2353 BOLTON ROAD NE, STE 100
ATLANTA, GA 30318
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
BOYS & GIRLS CLUBS OF METRO
ATLANTA
ADDRESS:
100 EDGEWOOD AVE, STE 700
ALTANTA, GA 30303
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
FAMILIES FIRST
ADDRESS:
PO BOX 7948
ATLANTA, GA 30357
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
FRIENDS SCHOOL OF WILMINGTON
ADDRESS:
35 PEIFFER AVE
WILMINGTON, NC 28408
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORTQ
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
GERGIA CONSERVANCY
ADDRESS:
817 W PEACHTREE ST NW
ATLANTA, GA 30308
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
PROJECT GRAD
ADDRESS:
260 PEACHTREE ST NE, STE 402
ATLANTA, GA 30303
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
DREW CHARTER SCHOOL
ADDRESS:
455 LEXINGTON AVAE
NEW YORK, NY 10017
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
WESTMINSTER SCHOOLS
ADDRESS:
1424 W PACES FERRY RD
ATLANTA, GA 30327
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TEACHING FOR TOMORROW/ANNUAL FUND
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:
WHITEFORD COMMUNITY PROJECT
ADDRESS:
1353 GEORGE W BRUMLEY WAY
ALTANTA, GA 30317
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
WILMINGTON CHILDREN'S MUSEUM
ADDRESS:
1020 MARKET ST
WILMINGTON, NC 28401
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
ATLANTA CHILDREN'S SHELTER
ADDRESS:
PO BOX 54322
ATLANTA, GA 30308
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
YOUNG AUDIENCES
ADDRESS:
100 EDGEWOOD AVE NE, STE 1580
ATLANTA, GA 30303
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
SHELTERING ARMS
ADDRESS:
385 CENTENNIAL OLYMPIC PARK DR
ATLANTA, GA 30313
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
TEACH FOR AMERICA
ADDRESS:
315 WEST 36TH STREET
NEW YORK, NY 10018
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
TRINITY SCHOOL
ADDRESS:
4301 NORTHSIDE PKWY
ATLANTA, GA 30327
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT/SPOTLIGHT ON ART PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 3,750.

RECIPIENT NAME:
TREES ATLANTA
ADDRESS:
96 POPLAR ST NW
ATLANTA, GA 30303
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
ZOO ATLANTA
ADDRESS:
800 CHEROKEE AVE NE
ATLANTA, GA 30315
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
LAKE BURTON CIVIC ASSOCIATION
ADDRESS:
PO BOX 1988
CLAYTON, GA 30525
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
CHILDREN'S HEALTHCARE OF
ATLANTA
ADDRESS:
1584 TULLIE CIRCLE
ATLANTA, GA 30329
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
FRIENDS OF THE LOWER CAPE FEAR
ADDRESS:
1409 AUDUBON BLVD
WILMINGTON, NC 28403
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
BOY SCOUTS OF AMERICA, ATLANTA
AREA
ADDRESS:
1800 CIRCLE 75 PARKWAY
ATLANTA, GA 30339
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
FULL BELLY PROJECT
ADDRESS:
PO BOX 7874
WILMINGTON, NC 28406
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
SURFRIDER FOUNDATION
ADDRESS:
PO BOX 6010
SAN CLEMENTE, CA 92674
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
CITY OF WILMINGTON
ADDRESS:
PO BOX 1810
WILMINGTON, NC 28402
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
GOVERNMENT ENTITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
BOY SCOUTS OF AMERICA
WILMINGTON AREA
ADDRESS:
110 LONGSTREET DR
WILMINGTON, NC 28406
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
ATLANTA BOTANICAL GARDENS
ADDRESS:
1345 PIEDMONT AVE NE
ATLANTA, GA 30309
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
BOYS & GIRLS CLUB OF WILMINGTON,
NC
ADDRESS:
901 NIXON STREET
WILMINGTON, NC 28401
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
COOL GIRLS INC
ADDRESS:
100 EDGEWOOD AVE
ATLANTA, GA 30303
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
CUCALORUS FILM FOUNDATION
ADDRESS:
815 PRINCESS ST
WILMINGTON, NC 28401
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
DREAM CENTER FOR EDUCATION
ADDRESS:
PO BOX 363
WILMINGTON, NC 28402
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 1,000.

TOTAL GRANTS PAID: 49,750.
=====

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2009

Name of estate or trust

THE BALLOUN FAMILY FOUNDATION

Employer identification number

58-6381081

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			735.
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b -11,100.
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 -10,365.

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			627.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b -230,127.
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
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 -229,500.

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

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II**Caution:** Read the instructions *before* completing this part.

		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		-10,365.
14	Net long-term gain or (loss):			
a	Total for year	14a		-229,500.
b	Unrecaptured section 1250 gain (see line 18 of the wrkst)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		-239,865.

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? ☐ Yes. Skip lines 25 and 26; go to line 27 and check the "No" box ☐ No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (15)	30		
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2009

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

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

THE BALLOUN FAMILY FOUNDATION

Employer identification number

58-6381081

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

[illegible]

1b Total Combine the amounts in column (f) Enter here and on Schedule D, line 1b	-11,100.00
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D-1 (Form 1041) 2009

Employer identification number

58-6381081

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	-230,127.00
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JSA

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52 -

FEDERAL CAPITAL GAIN DIVIDENDS

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SHORT-TERM CAPITAL GAIN DIVIDENDS

PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD I 359.00

PIMCO FOREIGN BOND FUND-INST

PIMCO FOREIGN BOND FUND-INST 376.00

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

735.00

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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD I 100.00

PIMCO FOREIGN BOND FUND-INST 80.00

PIMCO COMMODITY REALRETURN STRATEGY FD I 447.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

627.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

627.00

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RUN APR 28 10
AT 7:27 AM

WELLS FARGO BANK, N.A.
INVEST AFC/AFP INTERFACE

PAGE 26
AS OF 04/28/10

DETAIL LIST
SELECTED ACCOUNTS 12/31/09 THROUGH 12/31/09
SETTLE DATE POSITION FOR ~~WELLS FARGO~~ BALLOUN FDN. AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS /	ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
PRINCIPAL							
=====							
MUTUAL FUNDS - FIXED TAXABLE							

04315J209	ARTIO TOTAL RETURN BOND FD-I	3,363.142		44,886.55	45,032.47	44,886.55	44,886.55
256210105	DODGE & COX INCOME FD	4,482.465		53,010.01	58,092.75	53,010.01	53,010.01
299908830	EVERGREEN INTERNATIONAL BOND FD CL I (FD #460)	1,003.33		9,571.77	11,317.56	9,571.77	9,571.77
4812C0803	JP MORGAN HIGH YIELD BOND-SEL	6,412.228		42,722.04	49,630.64	42,722.04	42,722.04
693390700	PIMCO TOTAL RETURN FD INST CL	4,131.207		41,216.89	44,617.04	41,216.89	41,216.89
693390882	PIMCO FOREIGN BOND FD U.S. DOLLAR - HEDGED INST CL	1,218.751		11,049.14	12,187.51	11,049.14	11,049.14
693391559	PIMCO EMERGING MARKETS BOND FD INS CL	2,821.136		23,724.97	29,114.12	23,724.97	23,724.97
922031869	VANGUARD INFLATION-PROTECTED SECURITIES FD IV CL	2,134.125		24,512.73	26,783.27	24,512.73	24,512.73
TOTAL	MUTUAL FUNDS - FIXED TAXABLE	25,566.384		250,694.10	276,775.36	250,694.10	250,694.10
MUTUAL FUNDS - OTHER							

44980Q518	ING INTERNATIONAL REAL ESTATE	2,334.347		10,994.77	19,071.61	10,994.77	10,994.77
722005667	PIMCO COMMODITY REALRETURN STRATEGY FD INSTL	4,509.67		25,524.73	37,340.07	25,524.73	25,524.73
779919109	T ROWE PRICE REAL ESTATE FD	2,865.339		21,289.47	39,627.64	21,289.47	21,289.47
TOTAL	MUTUAL FUNDS - OTHER	9,709.356		57,808.97	96,039.32	57,808.97	57,808.97
MUTUAL FUNDS - EQUITY							

30023D671	EVERGREEN EQUITY TR INTRINSIC VALUE FD CL I FUND #517	4,259.148		30,665.87	40,291.54	30,665.87	30,665.87

RUN APR 28 10
AT 7:27 AM

WELLS FARGO BANK, N.A.
INVEST AFC/AFP INTERFACE

PAGE 27
AS OF 04/28/10

DETAIL LIST
SELECTED ACCOUNTS 12/31/09 THROUGH 12/31/09
SETTLE DATE POSITION FOR ~~12/31/09~~ BALLOUN FDN. AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS / ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
34984T857	GOLDEN SMALL CORE VALUE FD INS CL	4,735.57	25,524.73	38,973.74	25,524.73	25,524.73
34984T881	GOLDEN LARGE CORE VALUE FD INS	8,330.622	55,725.54	78,224.54	55,725.54	55,725.54
38142Y401	GOLDMAN SACHS GROWTH OPPORTUNITIES FD INS CL	2,717.653	31,715.01	56,065.18	31,715.01	31,715.01
38142Y773	GOLDMAN SACHS LARGE CAP VALUE FD CL I	3,589.975	25,524.72	38,305.03	25,524.72	25,524.72
47103C241	PERKINS MID CAP VALUE FD CL I	2,745.969	35,096.50	54,370.19	35,096.50	35,096.50
780905212	ROYCE VALUE PLUS FUND-INV	3,861.533	25,524.73	43,673.94	25,524.73	25,524.73
949915565	WELLS FARGO ADVANTAGE ENDEAVOR SELECT FD CL I	9,724.998	55,863.53	81,981.73	55,863.53	55,863.53
TOTAL	MUTUAL FUNDS - EQUITY	39,965.468	285,640.63	431,885.89	285,640.63	285,640.63
04315J837	MUTUAL FUNDS - INTERNATIONAL EQUITY ARTIO INTERNATIONAL EQUITY II-I	4,280.235	42,799.69	50,421.17	42,799.69	42,799.69
256206103	DODGE & COX INTERNATIONAL STOCK FD	1,803.655	30,445.69	57,446.41	30,445.69	30,445.69
784924425	SSGA EMERGING MARKETS FUND CL S	3,299.374	34,016.54	63,545.94	34,016.54	34,016.54
TOTAL	MUTUAL FUNDS - INTERNATIONAL EQUITY	9,383.264	107,261.92	171,413.52	107,261.92	107,261.92
	PRINCIPAL CASH		6,025.15-	6,025.15-		
*****	PRINCIPAL TOTAL	84,624.472	695,380.47	970,088.94	701,405.62	701,405.62
	INCOME =====					
	TEMPORARY INVESTMENTS					
299920330	EVERGREEN PRIME CASH FD (FD #494)		2,892.54	2,892.54		
TOTAL	TEMPORARY INVESTMENTS		2,892.54	2,892.54		
	INCOME CASH		0.00	0.00		
*****	INCOME TOTAL		2,892.54	2,892.54	0.00	0.00
	ASSET FILE TOTAL	84,624.472	698,273.01	972,981.48	701,405.62	701,405.62