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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

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

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

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

Name of foundation
10/1 FOUNDATION, INC

Number and street (or P O box number if mail is not delivered to street address): 1440 DUTCH VALLEY PLACE — Room/suite: 100

City or town, state, and ZIP code: ATLANTA GA 30324

A Employer identification number: 59-3789335

B Telephone number (see page 10 of the instructions): 404-607-1168

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 6,889,745

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))

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	5,800			
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	61,591	61,591		
	4	Dividends and interest from securities	81,239	81,239		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 Stmt 1	27,570			
	b	Gross sales price for all assets on line 6a 2,054,175				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns & allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) Stmt 2	9,265	-3,086		
	12	**Total.** Add lines 1 through 11	185,465	139,744	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) See Stmt 3	228	228		
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) Stmt 4	25,621	25,621		
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) Stmt 5	2,677	2,677		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) Stmt 6	3,804	3,804		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	32,330	32,330		0
	25	Contributions, gifts, grants paid	544,586			544,586
	26	**Total expenses and disbursements.** Add lines 24 and 25	576,916	32,330	0	544,586
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-391,451			
	b	**Net investment income** (if negative, enter -0-)		107,414		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions))	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash—non-interest-bearing			
2 Savings and temporary cash investments	1,943,551	1,898,886	1,898,886
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7 Other notes and loans receivable (att schedule) ▶			
Less allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges	9,423	8,942	8,942
10a Investments—U S and state government obligations (attach schedule) Stmt 7	658,483		
b Investments—corporate stock (attach schedule) See Stmt 8	2,853,673	2,522,429	2,588,197
c Investments—corporate bonds (attach schedule) See Stmt 9		638,653	638,781
11 Investments—land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach sch) ▶			
12 Investments—mortgage loans			
13 Investments—other (attach schedule) See Statement 10	540,092	539,939	539,939
14 Land, buildings, and equipment basis ▶ 1,236,480			
Less accumulated depreciation (attach sch) ▶ Stmt 11	1,231,558	1,236,480	1,215,000
15 Other assets (describe ▶)			
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	7,236,780	6,845,329	6,889,745
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted	7,236,780	6,845,329	
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see page 17 of the instructions)	7,236,780	6,845,329	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,236,780	6,845,329	

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	7,236,780
2 Enter amount from Part I, line 27a	2	-391,451
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	6,845,329
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,845,329

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

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	1,482,651	7,823,176	0.189520
2007	1,613,711	9,744,293	0.165606
2006	889,308	7,842,427	0.113397
2005	2,202,200	8,426,886	0.261330
2004			

2 Total of line 1, column (d)	2	0.729853
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	0.182463
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	6,568,609
5 Multiply line 4 by line 3	5	1,198,528
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,074
7 Add lines 5 and 6	7	1,199,602
8 Enter qualifying distributions from Part XII, line 4	8	544,586

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	2,148
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	2,148
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	2,148
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 8,589		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d: 353		
7	Total credits and payments Add lines 6a through 6d	7	8,942
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	6,794
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 6,794 Refunded ▶	11	

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

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

Website address ▶ N/A

14 The books are in care of ▶ DAVID LEFFARD Telephone no ▶ 404-607-1168

1440 DUTCH VALLEY PLACE

Located at ▶ ATLANTA, GA ZIP+4 ▶ 30324

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

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

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X (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?	N/A	7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
T COLE FORSYTH 1440 DUTCH VALLEY PLACE STE 100 ATLANTA GA 30324	CFO/SEC 5.00	0	0	0
MICHAEL A GRIMSLEY 1440 DUTCH VALLEY PLACE STE 100 ATLANTA GA 30324	CEO 5.00	0	0	0

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

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

Total number of other employees paid over $50,000 ▶

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	3,763,137
b	Average of monthly cash balances	1b	1,690,502
c	Fair market value of all other assets (see page 24 of the instructions)	1c	1,215,000
d	**Total** (add lines 1a, b, and c)	1d	6,668,639
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	6,668,639
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	100,030
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,568,609
6	**Minimum investment return.** Enter 5% of line 5	6	328,430

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	328,430
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,148		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,148
3	Distributable amount before adjustments Subtract line 2c from line 1			3	326,282
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	326,282
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	326,282

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	544,586
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	544,586
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	544,586

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					326,282
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only					
b Total for prior years 20____ , 20____ , 20____					
3 Excess distributions carryover, if any, to 2009					
a From 2004					
b From 2005	1,746,382				
c From 2006	504,092				
d From 2007	1,137,866				
e From 2008	1,093,164				
f **Total** of lines 3a through e		4,481,504			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 544,586					
a Applied to 2008, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)					
d Applied to 2009 distributable amount					326,282
e Remaining amount distributed out of corpus		218,304			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		4,699,808			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions					
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions					
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)					
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		4,699,808			
10 Analysis of line 9					
a Excess from 2005	1,746,382				
b Excess from 2006	504,092				
c Excess from 2007	1,137,866				
d Excess from 2008	1,093,164				
e Excess from 2009	218,304				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

Check here ▶ ☐ 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

DAVID LEFFARD
1440 DUTCH VALLEY SUITE 100 ATLANTA GA 30324

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED SCHEDULE				544,586
Total			▶ 3a	544,586
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					61,591
4 Dividends and interest from securities					81,239
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					27,570
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b MS STRATEGIC ALT. LP, K-1					-22,279
c TORREY INTL OFFSHORE FUND					19,193
d NON-DIVIDEND DISTRIBUTIONS					12,351
e					
12 Subtotal Add columns (b), (d), and (e)		0		0	179,665

13 Total. Add line 12, columns (b), (d), and (e) 13 179,665

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
3	THE MONEY CONTRIBUTED TO THE 10/1 FOUNDATION HAS BEEN
4	INVESTED IN INTEREST BEARING ACCOUNTS,OR PUBLICLY TRADED
8	SECURITIES. THE PHILOSOPHY IS THAT ADDITIONAL FUNDS WILL
11b	BE EARNED EITHER THROUGH APPRRECIATION OF STOCK, INTEREST
11c	EARNED OR DIVIDENDS BEING REINVESTED. THIS WILL PROVIDE
11d	ADDITIONAL MONEY FOR THE 10/1 FOUNDATION TO CONTRIBUTE
	TO WORTHY NON PROFIT CAUSES.

10F Pg 18

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee — Date: 11/08/2010 — Title: VICE PRESIDENT

Paid Preparer's Use Only

Preparer's signature: [signature] CPA	Date: 10/27/10	Check if self-employed ☐	Preparer's identifying number (see Signature on page 30 of the instructions): P00141559
Firm's name (or yours if self-employed), address, and ZIP code	Grimsley and Company, CPA's, PA 1708 Metropolitan Boulevard Tallahassee, FL 32308	EIN Phone no 850-385-1120

DAA

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
STRATEGIC ALTERNATIVES LP	Various	Various	Purchase $ 2,621	$	$	$	$ 2,621
STRATEGIC ALTERNATIVES LP	Various	Various	Purchase 312				312
SEE ATTACHED SCHEDULE	Various	Various	Purchase 2,051,242	2,026,605			24,637
Total			$ 2,054,175	$ 2,026,605	$ 0	$ 0	$ 27,570

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
MS STRATEGIC ALT. LP, K-1	$ -22,279	$ -22,279	$
TORREY INTL OFFSHORE FUND	19,193	19,193	
NON-DIVIDEND DISTRIBUTIONS	12,351		
Total	$ 9,265	$ -3,086	$ 0

Statement 3 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	$ 228	$ 228	$	$
Total	$ 228	$ 228	$ 0	$ 0

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT FEES	$ 25,621	$ 25,621	$	$
Total	$ 25,621	$ 25,621	$ 0	$ 0

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES	$ 1,813	$ 1,813	$	$
EXCISE TAX ON NET INVESTMENT INC	834	834		
LICENSES	30	30		
Total	$ 2,677	$ 2,677	$ 0	$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
CONSULTING	3,804	3,804		
Total	$ 3,804	$ 3,804	$ 0	$ 0

Statement 7 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MORGAN STANLEY	$ 658,483	$	Cost	$
Total	$ 658,483	$ 0		$ 0

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MORGAN STANLEY	$ 2,853,673	$ 2,522,429	Cost	$ 2,588,197
Total	$ 2,853,673	$ 2,522,429		$ 2,588,197

Statement 9 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MORGAN STANLEY	$	$ 638,653	Cost	$ 638,781
Total	$ 0	$ 638,653		$ 638,781

Statement 10 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MORGAN STANLEY	$ 540,092	$ 539,939	Cost	$ 539,939
Total	$ 540,092	$ 539,939		$ 539,939

Statement 11 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
JUBILATION LOT 9	$ 1,231,558	$ 1,236,480	$	$ 1,215,000
Total	$ 1,231,558	$ 1,236,480	$ 0	$ 1,215,000

☐ CORRECTED (if checked)

PAYER'S name, street address, city, state, ZIP code, and telephone number

FIRST CITIZENS BANK
3300 CUMBERLAND BLVD
ATLANTA, GA 30339

(770) 999-8046

1OZ 2510511 4571

Calendar year 2009

7 Foreign country or U.S. possession

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

Statement for Recipients of Interest Income
Copy B For Recipient
2009
Form 1099-INT

5 Investment expenses	0.00
8 Tax-exempt interest	0.00
9 Specified private activity bond interest	0.00

Recipient's identification number	6 Foreign tax paid
59-3789335	0.00
PAYER'S Federal identification number	**3 Interest on U.S. Savings Bonds and Treas. obligations**
58-2585783	0.00

Recipient's name, street address, city, state, and ZIP code

101 FOUNDATION
1440 DUTCH VALLEY ROAD SUITE 100
ATLANTA, GA 30324-5367

All account(s) shown below are for the Recipient identification number shown at left

Account Number (see instructions)	1 Interest Income	2 Early Withdrawal Penalty	4 Federal Income tax withheld
DDA - 02008738	4,822.79	0.00	353.13
TOTALS	4,822.79	0.00	353.13

Form 1099-INT (Keep for your records) Department of the Treasury - Internal Revenue Service

10-1 Foundation, Inc.
FEI 59-3789335
Charitable Contributions
Calendar 2009

Page 11, Part XV, Attached Schedule

Date	Donee	Amount
1/19/2009	Ebenzr Brzln Chrch God	15,600 00
2/24/2009	Ebenzr Brzln Chrch God	15,600 00
5/13/2009	Ebenzr Brzln Chrch God	4,000 00
5/13/2009	Ebenzr Brzln Chrch God	3,000 00
8/25/2009	L2L	250 00
11/4/2009	Lighthouse Family Rtrt	11,000 00
12/7/2009	Cup Of Joy Womn's Mins	860 00
1/6/2009	Community Supprt Fndtn	2,500 00
3/30/2009	Cyprss Vally Bbl Chrch	5,000 00
4/28/2009	L2L	2,210 00
5/21/2009	Ministry Ventures	15,000 00
6/4/2009	Young Leaders Intrntnl	10,000 00
8/21/2009	Ebenzr Brzln Chrch God	56,000 00
9/1/2009	Ebenzr Brzln Chrch God	2,500 00
12/22/2009	Ebenzr Brzln Chrch God	80,000 00
		223,520.00

Date	Donee	Amount
1/6/2009	Prsbytrn Frntr Fellwsh	5,000 00
1/6/2009	Campus Crusd for Chrst	500 00
1/6/2009	Prsbytrn Frntr Fellwsh	5,000 00
1/6/2009	Prsbytrn Frntr Fellwsh	20,000 00
1/6/2009	Prsbytrn Frntr Fellwsh	10,500 00
1/6/2009	Prsbytrn Frntr Fellwsh	7,000 00
1/6/2009	Prsbytrn Frntr Fellwsh	5,000 00
1/6/2009	The Ministerial Allnce	250 00
1/6/2009	Community Supprt Fndtn	2,500 00
1/19/2009	First Presbytern Chrch	20,000 00
1/19/2009	An Open Door	500 00
2/3/2009	Campus Crusd for Chrst	500 00
2/3/2009	Prsbytrn Frntr Fellwsh	5,000 00
2/24/2009	Joshua's Promise Inc	1,500 00
3/3/2009	Campus Crusd for Chrst	500 00
3/3/2009	Prsbytrn Frntr Fellwsh	5,000 00
3/3/2009	Young Life Thomas Cnty	15,000 00
4/1/2009	Campus Crusd for Chrst	500 00
4/1/2009	Joshua's Promise Inc	500 00
4/1/2009	Prsbytrn Frntr Fellwsh	10,500 00
4/1/2009	Prsbytrn Frntr Fellwsh	5,000 00
5/4/2009	Campus Crusd for Chrst	500 00

10-1 Foundation, Inc.
FEI 59-3789335
Charitable Contributions
Calendar 2009

Page 11, Part XV, Attached Schedule

5/4/2009	Prsbytrn Frntr Fellwsh	5,000 00
5/6/2009	First Presbytern Chrch	1,000 00
5/6/2009	First Presbytern Chrch	200 00
5/6/2009	First Presbytern Chrch	20,000 00
5/6/2009	Cogi Athletic	1,500.00
5/6/2009	Joshua's Promise Inc	500 00
5/6/2009	Marion Medical Mission	25,000 00
5/6/2009	Prsbytrn Frntr Fellwsh	35,000 00
5/12/2009	New LIfe Worship Centr	100 00
6/2/2009	Campus Crusd for Chrst	500 00
6/2/2009	Prsbytrn Frntr Fellwsh	5,000 00
6/2/2009	Joshua's Promise Inc	500 00
6/16/2009	Cogi Athletic	300 00
7/1/2009	Campus Crusd for Chrst	500 00
7/1/2009	Prsbytrn Frntr Fellwsh	5,000 00
7/2/2009	Joshua's Promise Inc	500 00
7/14/2009	Prsbytrn Frntr Fellwsh	10,500 00
8/3/2009	Campus Crusd for Chrst	500 00
8/3/2009	Prsbytrn Frntr Fellwsh	5,000 00
8/4/2009	Joshua's Promise Inc	500 00
8/11/2009	Thomasville Traveling	300 00
5/3/2009	Give The Kids The Wrld	500 00
8/18/2009	Clytn Frst Untd Mthdst	3,000 00
8/18/2009	Next Level	22,900.00
9/1/2009	Campus Crusd for Chrst	500 00
9/1/2009	Joshua's Promise Inc	500 00
9/1/2009	Next Level	500 00
9/1/2009	Prsbytrn Frntr Fellwsh	5,000 00
9/24/2009	First Presbytern Chrch	840 00
9/24/2009	The Pregnancy Center	10,000 00
9/24/2009	The Vashti Center	500 00
9/30/2009	Young Life Thomas Cnty	370 00
9/30/2009	First Presbytern Chrch	2,000 00
10/7/2009	Campus Crusd for Chrst	500.00
10/7/2009	Joshua's Promise Inc.	500 00
10/7/2009	Next Level	500 00
10/7/2009	Prsbytrn Frntr Fellwsh	5,000.00
11/3/2009	Campus Crusd for Chrst	500 00
11/3/2009	Joshua's Promise Inc	500 00
11/3/2009	Next Level	500 00
11/3/2009	Prsbytrn Frntr Fellwsh	5,000 00
11/4/2009	The Pregnancy Center	100 00
11/4/2009	Prsbytrn Frntr Fellwsh	10,500 00
11/24/2009	Fellwshp Chrstn Athlts	600 00
11/30/2009	Archbold Medical Centr	300 00
11/30/2009	Friendship House Jesus	2,000 00

10-1 Foundation, Inc.
FEI 59-3789335
Charitable Contributions
Calendar 2009

Page 11, Part XV, Attached Schedule

11/30/2009	Thomas Cnty CASA, Inc	100 00
12/1/2009	Campus Crusd for Chrst	500 00
12/1/2009	Joshua's Promise Inc	500 00
12/1/2009	Next Level	500 00
12/1/2009	Prsbytrn Frntr Fellwsh	5,000 00
12/14/2009	The Pregnancy Center	100 00
12/14/2009	Young Life Thomas Cnty	1,250 00
12/21/2009	First Presbytern Chrch	1,856 00
		321,066.00
	TOTAL CONTRIBUTIONS	**544,586.00**

MorganStanley SmithBarney

CLIENT STATEMENT | For the Period December 1-31, 2009

Activity

10/1 FOUNDATION INC
ATTENTION: MIKE GRIMSLEY

CASH FLOW ACTIVITY (CONTINUED)

Transaction Date	Settlement Date	Activity Type	Description	Comments	Quantity	Price	Inflows/(Outflows)
12/31	12/31	Dividend	POWERSHARES QQQ TR				64.02
12/31	12/31	Dividend	DEVON ENERGY CORP NEW				41.12
NET INFLOWS/(OUTFLOWS)							$17,411.26

Purchase and Sale transactions above may have received an average price execution. Details regarding the actual prices are available upon request.

MMF AND BANK DEPOSITS ACTIVITY

Date	Activity Type	Description	Bank Deposit Program/ Money Market Funds
12/1	Automatic Investment	BANK DEPOSIT PROGRAM	$232,751.67
12/2	Automatic Investment	BANK DEPOSIT PROGRAM	4,160.43
12/8	Automatic Investment	BANK DEPOSIT PROGRAM	1,025.78
12/9	Automatic Investment	BANK DEPOSIT PROGRAM	140.63
12/11	Automatic Investment	BANK DEPOSIT PROGRAM	791 66
12/15	Automatic Investment	BANK DEPOSIT PROGRAM	450.63
12/16	Automatic Investment	BANK DEPOSIT PROGRAM	863.65
12/21	Automatic Investment	BANK DEPOSIT PROGRAM	1,145.98
12/28	Automatic Investment	BANK DEPOSIT PROGRAM	50.86
12/30	Automatic Investment	BANK DEPOSIT PROGRAM	6.91
12/30	Automatic Investment	BANK DEPOSIT PROGRAM	1.60
12/31	Automatic Investment	BANK DEPOSIT PROGRAM	831.51
NET ACTIVITY FOR PERIOD			$242,221.31

REALIZED GAIN/(LOSS) DETAIL

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
3M COMPANY	03/17/09	09/30/09	149.000	$10,952.71	$7,220.24	$3,732.47	
ADOBE SYSTEMS	07/16/08	09/30/09	213.000	6,937.23	8,526.58	(1,589.35)	
ALCOA INC	01/24/07	09/30/09	398.000	5,257.48	12,656.40	(7,398.92)	
AMERICA MOVIL SA DE CV ADR L	06/11/08	09/30/09	207.000	9,058.08	11,736.90	(2,678.82)	
AMERICAN ELECTRIC POWER CO	09/25/09	09/30/09	156.000	4,812.70	4,845.42	(32.72)	
AMERICAN TOWER CP CLASS A	09/15/05	09/30/09	151.000	5,466 07	3,747.82	1,718.25	
	09/15/05	10/01/09	479.000	17,042.38	11,888.78	5,153.60	
APPLE INC	05/29/09	09/30/09	72.000	13,287.25	9,724.72	3,562.53	

CONTINUED

CLIENT STATEMENT | For the Period December 1-31, 2009

MorganStanley
SmithBarney

Activity

10/1 FOUNDATION INC
ATTENTION: MIKE GRIMSLEY

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
ARCHER DANIELS MIDLAND	01/31/08	01/29/09	724.000	19,482.73	31,492 05	(12,009.32)	
	10/17/08	01/29/09	411.000	11,059.94	7,804.89	3,255.05	
AUTOMATIC DATA PROCESSING INC	02/17/05	07/22/09	191.000	6,791.78	7,322 19	(530.41)	
	04/01/05	07/22/09	68.000	2,418.02	2,745.06	(327.04)	
	04/18/05	07/22/09	115.000	4,089.29	4,505.25	(415.96)	
	06/01/05	07/22/09	149.000	5,298 30	5,935.49	(637.19)	
	02/21/07	07/22/09	29.000	1,031.21	1,321.57	(290.36)	
	10/17/08	07/22/09	77.000	2,738.05	2,612.61	125.44	
BANK OF AMERICA CORP	08/03/09	09/30/09	396 000	6,780.92	6,153.84	627.08	
BANK OF NEW YORK MELLON CORP	09/27/06	09/30/09	109.000	3,189.41	4,114.37	(924.96)	
BAXTER INTL INC	06/01/05	09/30/09	44.000	2,464.37	1,634.16	830.21	
BECTON DICKINSON & CO	09/21/07	06/08/09	76.000	5,100 69	6,241.99	(1,141.30)	
	09/21/07	08/19/09	222.000	14,524.15	18,233.19	(3,709.04)	
	01/29/09	08/19/09	257.000	16,814.00	17,951.45	(1,137.45)	
BLACKROCK GLBL OPP EQ TR	10/17/08	07/28/09	0.932	16.12	13.82	2.30	
	10/17/08	09/30/09	1,190.000	22,668.91	17,657.03	5,011.88	
CISCO SYS INC	02/17/05	09/30/09	367.000	8,514.91	6,455.53	2,059.38	
	04/01/05	09/30/09	121.000	2,807.37	2,150.17	657.20	
COCA COLA CO	05/04/07	09/30/09	145.000	7,661.82	7,719.23	(57.41)	
CONOCOPHILLIPS	02/17/05	09/30/09	151.000	6,801.46	7,884.47	(1,083.01)	
	04/01/05	09/30/09	56.000	2,522.40	3,081.12	(558.72)	
	04/18/05	09/30/09	9.000	405.39	455.18	(49.79)	
COVIDIEN PLC NEW	08/19/09	09/30/09	151.000	6,521.52	6,009.80	511.72	
CURRENCY SHARES EURO TR	09/30/09	11/24/09	714.000	106,611.60	104,183.67	2,427.93	
CVS CAREMARK CORP	04/01/05	09/30/09	91.000	3,242.43	2,346.44	895.99	
	04/18/05	09/30/09	168.000	5,986.02	4,368.84	1,617.18	
	06/01/05	09/30/09	28.000	997.67	774.62	223.05	
DENTSPLY INTERNATIONAL INC	12/13/07	02/27/09	655.000	15,090.59	30,221.70	(15,131.11)	
DEVON ENERGY CORP NEW	12/20/07	09/30/09	34.000	2,300.72	3,003.73	(703.01)	
DOLLAR TREE INC	04/14/09	09/30/09	102.000	4,936.67	4,391.10	545.57	
EATON VANCE FLOATING RT INCM	08/20/07	09/30/09	1,167.000	14,797 29	19,789.17	(4,991.88)	
EXXON MOBIL CORP	02/17/05	09/30/09	15.000	1,030.47	876.45	154.02	
FHLMC 7.000 3-15-10	12/21/06	09/30/09	199,000.000	204,878.46	200,916.29	3,962.17	
FNMA 6 1/8 3-15-12	02/22/05	09/30/09	213,000.000	237,254.31	221,630.28	15,624.03	
FNMA MTN 6.460 6-29-12	02/22/05	09/30/09	209,000.000	234,863.75	219,886.82	14,976.93	
GENENTECH INC	10/14/08	03/17/09	384.000	36,011.31	31,672.32	4,338.99	
GENL DYNAMICS CORP	02/17/05	01/29/09	82.000	4,720.71	4,360.76	359.95	
	04/01/05	01/29/09	68.000	3,914.74	3,651.94	262.80	

CONTINUED

MorganStanley SmithBarney

Activity

10/1 FOUNDATION INC
ATTENTION: MIKE GRIMSLEY

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
	04/18/05	01/29/09	96.000	5,526.69	4,978.56	548.13	
	06/01/05	01/29/09	112.000	6,447 80	6,057.52	390.28	
	10/17/08	01/29/09	5.000	287 85	293.65	(5.80)	
GILEAD SCIENCE	04/13/06	08/19/09	487.000	21,475.36	15,033.69	6,441 67	
HEWLETT PACKARD	09/14/07	05/29/09	800.000	27,565.05	38,600.00	(11,034 95)	
INTEL CORP	07/22/09	09/30/09	234.000	4,544.79	4,464.72	80.07	
	07/22/09	11/04/09	892.000	16,662.13	17,019.36	(357.23)	
ISHARES IBOXX INVEST GR COR FD	10/17/08	09/30/09	277.000	29,564.34	23,757.85	5,806.49	
ISHARES MSCI EAFE FUND	02/17/05	09/30/09	1,943.000	106,241.09	104,436.25	1,804.84	
	04/01/05	09/30/09	418.000	22,855.78	22,053.69	802.09	
ISHARES MSCI VALUE INDX FD	10/17/08	09/30/09	2,380.000	121,804.07	96,580.40	25,223.67	
ISHARES NASDAQ BIOTECH FUND	08/19/09	09/30/09	71.000	5,750 85	5,395.24	355.61	
ISHARES S&P MID CAP 400 GROWTH	02/17/05	09/30/09	541.000	39,707.30	36,571.60	3,135.70	
	04/01/05	09/30/09	234.000	17,174.69	15,607.80	1,566.89	
	04/18/05	09/30/09	324.000	23,780.34	20,732.76	3,047.58	
	06/01/05	09/30/09	410.000	30,092.41	28,265.40	1,827.01	
	10/17/08	09/30/09	155.000	11,376.40	8,997.75	2,378.65	
ITT CORP	03/03/08	09/30/09	149.000	7,699.38	8,365.87	(666.49)	
JOHNSON & JOHNSON	09/16/08	09/30/09	48.000	2,901.04	3,367.10	(466.06)	
KROGER CO	02/27/09	04/14/09	892.000	18,553.30	18,489.73	63.57	
LOCKHEED MARTIN CORP	01/29/09	09/30/09	25.000	1,948.94	2,066.00	(117.06)	
LOWES COMPANIES INC	08/08/08	09/30/09	2.000	41.87	42.88	(1.01)	
METLIFE INCORPORATED	06/08/09	09/30/09	204.000	7,878.58	6,537.85	1,340.73	
MONSANTO CO/NEW	12/17/08	09/30/09	46.000	3,551.10	3,523.33	27.77	
NORFOLK SOUTHERN CORP	07/09/07	01/12/09	600.000	26,936.24	32,904.00	(5,967.76)	
ORACLE CORP	08/08/08	09/30/09	407.000	8,534.61	9,242.97	(708.36)	
PENNEY J C CO	02/23/07	05/12/09	518.000	14,579.36	43,304.70	(28,725.34)	
	10/17/08	05/12/09	490.000	13,791.28	10,424.21	3,367.07	
PEPSICO INC NC	02/17/05	09/30/09	90.000	5,240.56	4,880.70	359.86	
PHILIP MORRIS INTL INC	04/18/05	09/30/09	67.000	3,216.10	2,278.54	937.56	
	06/01/05	09/30/09	43.000	2,064.06	1,531.48	532.58	
POWERSHARES QQQ TR	10/16/06	09/30/09	389.000	16,335.05	16,540.28	(205.23)	
PROCTER & GAMBLE	05/15/06	08/03/09	341.000	18,981.89	18,843.42	138.47	
PRUDENTIAL FINANCIAL INC	02/27/06	06/08/09	117.000	4,685.31	9,057.00	(4,371 69)	
	10/25/06	06/08/09	117.000	4,685.31	9,110.79	(4,425.48)	
	10/25/06	09/30/09	68.000	3,412.29	5,295.16	(1,882.87)	
	08/08/08	09/30/09	111.000	5,570.05	8,214.70	(2,644.65)	
SCHLUMBERGER LTD	09/25/09	09/30/09	94.000	5,630.45	5,573.15	57.30	

CONTINUED

MorganStanley
SmithBarney

CLIENT STATEMENT | For the Period December 1-31, 2009

Activity

10/1 FOUNDATION INC
ATTENTION: MIKE GRIMSLEY

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
SPDR GOLD TR GOLD SHS	09/30/09	11/24/09	1,063.000	121,558.89	104,099.59	17,459.30	
ST JUDE MEDICAL INC	01/24/07	09/30/09	112.000	4,345 48	4,383.68	(38.20)	
	01/24/07	11/12/09	760.000	26,420.19	29,746.40	(3,326.21)	
SUNCOR ENERGY INC NEW COM	02/17/05	09/30/09	56.000	1,917.05	1,054.83	862.22	
	04/01/05	09/30/09	110.000	3,765.64	2,294.60	1,471.04	
	04/18/05	09/30/09	285.000	9,756.43	5,177.03	4,579.40	
TEMPLETON GLB INCM FD INC(DEL)	02/17/05	09/30/09	2,555.000	23,607.85	25,146.54	(1,538.69)	
UNITED TECHNOLOGIES CORP	03/27/06	03/17/09	175.000	7,259.30	10,326.75	(3,067.45)	
	03/27/06	09/30/09	164.000	9,956.20	9,677.64	278.56	
UTILITIES SEL SECT SPDR FUND	12/18/08	09/23/09	1,102.000	32,466.06	32,112.28	353.78	
WAL MART STORES INC	03/11/08	09/30/09	75.000	3,669.65	3,736.38	(66.73)	
WEATHERFORD INTERNATIONAL LTD	09/14/07	09/30/09	570.000	11,816.93	18,413.85	(6,596.92)	
WELLS FARGO & CO NEW	11/18/08	09/30/09	107.000	3,030.43	2,992.44	37.99	
	11/18/08	12/11/09	611.000	15,425.15	17,087.65	(1,662.50)	
Net Realized Gain/(Loss) This Period				**$15,425.15**	**$17,087.65**	**$(1,662.50)**	
Net Realized Gain/(Loss) Year to Date				**$2,051,242.36**	**$2,026,605.21**	**$24,637.15**	x

Gain / loss information is provided for informational purposes only and should not be used for tax preparation. Please refer to the gain / loss section of the disclosures for important information about gain / loss reporting.

Form **8868** (Rev April 2009)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

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

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

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

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

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

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

Type or print File by the due date for filing your return See instructions	Name of Exempt Organization: 10/1 FOUNDATION, INC	**Employer identification number**: 59-3789335
	Number, street, and room or suite no If a P O box, see instructions: 1440 DUTCH VALLEY PLACE 100	
	City, town or post office, state, and ZIP code For a foreign address, see instructions: ATLANTA GA 30324	

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

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

- The books are in the care of ▶ DAVID LEFFARD

Telephone No ▶ 404-607-1168 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15/10 , to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ [X] calendar year 2009 or
▶ [ ] tax year beginning , and ending

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

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

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

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

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

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

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

Type or print	Name of Exempt Organization	Employer identification number
	10/1 FOUNDATION	59-3789335
File by the extended due date for filing the return See instructions	Number, street, and room or suite no If a P O box, see instructions	For IRS use only
	1440 DUTCH VALLEY PLACE 100	
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	ATLANTA GA 30324	

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

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

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

- The books are in the care of ▶ DAVID LEFFARD

  Telephone No. ▶ (404) 607-1168 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15/2010

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

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

7 State in detail why you need the extension ADDITIONAL TIME IS REQUESTED TO ACQUIRE ADDITIONAL INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE TAX RETURN

8 a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0

Signature and Verification

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

Signature ▶ Jeffrey J. Friedman Title ▶ CPA Date ▶ 8/12/10