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 , 2009, and ending , 20

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

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

Name of foundation

ROBERT LEE & THOMAS M CHASTAIN

Number and street (or P.O. box number if mail is not delivered to street address) | Room/suite

1525 W W.T. HARRIS BLVD. D1114-044

City or town, state, and ZIP code

CHARLOTTE, NC 28288-1161

A Employer identification number: 59-6171294

B Telephone number (see page 10 of the instructions): (305) 789-4929

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: [X] 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)* ▶ $ 3,500,066.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify) ____________
(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	107,626.	106,444.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-255,568.			
	b Gross sales price for all assets on line 6a 1,441,410.				
	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)	13,876.			STMT 4
	12 **Total.** Add lines 1 through 11	-134,066.	106,444.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	25,593.	25,593.		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 5	1,047.	1,047.		
	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	26,640.	26,640.		
	25 Contributions, gifts, grants paid	122,000.			122,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	148,640.	26,640.		122,000.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-282,706.			
	b **Net investment income** (if negative, enter -0-)		79,804.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	NONE	NONE	
	2 Savings and temporary cash investments	217,286.	178,702.	178,702.
	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 ▶ NONE			
	Less: accumulated depreciation (attach schedule) ▶	NONE	NONE	
	12 Investments - mortgage loans	NONE	NONE	
	13 Investments - other (attach schedule)	3,524,100.	3,276,726.	3,321,364.
	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)	3,741,386.	3,455,428.	3,500,066.
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. ▶ [X]			
	27 Capital stock, trust principal, or current funds	3,739,641.	3,455,428.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,745.	NONE	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	3,741,386.	3,455,428.	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,741,386.	3,455,428.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,741,386.
2 Enter amount from Part I, line 27a	2	-282,706.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	3,458,680.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	3,252.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,455,428.

59-6171294

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) 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	-255,568.
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	198,263.	3,762,766.	0.05269075994
2007	230,500.	4,517,813.	0.05102026135
2006	223,000.	4,415,928.	0.05049901176
2005	221,000.	4,327,723.	0.05106611491
2004	215,000.	4,305,518.	0.04993591944

2 **Total** of line 1, column (d)	2	0.25521206740
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	0.05104241348
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,159,398.
5 Multiply line 4 by line 3	5	161,263.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	798.
7 Add lines 5 and 6	7	162,061.
8 Enter qualifying distributions from Part XII, line 4	8	122,000.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of 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		1	1,596.
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	
3	Add lines 1 and 2		3	1,596.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	1,596.
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a		
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	NONE
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	1,596.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶	Refunded ▶	11	

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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?	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) ▶ 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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

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

Website address ▶ N/A

14 The books are in care of ▶ Wachovia Bank, NA Telephone no. ▶ (305)789-4929

Located at ▶ 200 S. BISCAYNE BLVD, MIAMI. FL, FL ZIP + 4 ▶ 33131-2310

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)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions.)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
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		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)? **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? ☐ 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** — No: X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **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
SEE STATEMENT 8		25,593.	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,207,250.
b	Average of monthly cash balances	1b	261.
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	3,207,511.
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	3,207,511.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	48,113.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,159,398.
6	**Minimum investment return.** Enter 5% of line 5	6	157,970.

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	157,970.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,596.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,596.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	156,374.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	156,374.
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	156,374.

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	122,000.
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	122,000.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	122,000.

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				156,374.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			NONE	
b Total for prior years. 20 07 ,20 ___, 20 ___		NONE		
3 Excess distributions carryover, if any, to 2009:				
a From 2004 .... 5,413.				
b From 2005 .... NONE				
c From 2006 .... 12,842.				
d From 2007 .... 18,893.				
e From 2008 .... 11,599.				
f Total of lines 3a through e	48,747.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 122,000.				
a Applied to 2008, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				122,000.
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).)*	34,374.			34,374.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	14,373.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				
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	14,373.			
10 Analysis of line 9:				
a Excess from 2005 ... NONE				
b Excess from 2006 ... NONE				
c Excess from 2007 ... 2,774.				
d Excess from 2008 ... 11,599.				
e Excess from 2009 ...				

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 9				
Total . . . . ▶ 3a				122,000.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	107,626.	
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			18	-255,568.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b UST			01	13,876.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-134,066.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -134,066.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

			Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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.

▶ R.A.K. | 04/13/2010 | ▶ Trustee

Signature of officer or trustee WACHOVIA BANK | Date | Title

Paid Preparer's Use Only

Preparer's signature ▶	Date	Check if self-employed ▶ ☐	Preparer's identifying number (See **Signature** on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code ▶		EIN ▶
		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					7,816.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					2,878.	
		255. BANK AMER CORP COM PROPERTY TYPE: SECURITIES					11/19/2008	01/21/2009
1,472.00		3,436.00					-1,964.00	
		601. BANK AMER CORP COM PROPERTY TYPE: SECURITIES					07/09/1998	01/21/2009
3,469.00		25,769.00					-22,300.00	
		150. JP MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES					11/19/2008	01/21/2009
3,105.00		4,395.00					-1,290.00	
		442. JP MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES					03/20/2007	01/21/2009
9,149.00		21,088.00					-11,939.00	
		100000. INTL BUSINESS MACHINES CORP NTS PROPERTY TYPE: SECURITIES					07/16/2002	02/01/2009
100,000.00		100,517.00					-517.00	
		500. AT&T INC PROPERTY TYPE: SECURITIES					03/20/2007	03/11/2009
11,644.00		18,925.00					-7,281.00	
		420. OWENS ILL INC COM PROPERTY TYPE: SECURITIES					06/11/2008	03/11/2009
4,539.00		22,217.00					-17,678.00	
		832. AMDOCS LTD COM PROPERTY TYPE: SECURITIES					03/20/2007	03/11/2009
13,936.00		29,536.00					-15,600.00	
		220. NOBLE ENERGY INC CO PROPERTY TYPE: SECURITIES					06/11/2008	04/02/2009
12,826.00		21,989.00					-9,163.00	
		100000. HOUSEHOLD FIN CORP BD DTD 05/26/ PROPERTY TYPE: SECURITIES					06/14/2004	05/15/2009
100,000.00		100,000.00						

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

Kind of Property: Gross sale price less expenses of sale	Depreciation allowed/ allowable	Description	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	P or D	Date acquired	Gain or (loss)	Date sold
11,805.00		300. FIRSTENERGY CORP COM 12/01/2004 PROPERTY TYPE: SECURITIES	19,554.00					11/19/2008	-7,749.00	06/04/2009
7,074.00		160. KELLOGG CO COM PROPERTY TYPE: SECURITIES	7,955.00					08/16/2006	-881.00	06/04/2009
9,371.00		500. VALERO ENERGY CORP NEW COM PROPERTY TYPE: SECURITIES	8,640.00					03/11/2009	731.00	06/04/2009
14.00		.5 CENTURYTEL INC COM PROPERTY TYPE: SECURITIES	13.00					03/11/2009	1.00	07/14/2009
9,791.00		381. AT&T INC PROPERTY TYPE: SECURITIES	14,421.00					03/20/2007	-4,630.00	07/23/2009
8,173.00		370. AGILENT TECHNOLOGIES INC COM PROPERTY TYPE: SECURITIES	11,866.00					03/20/2007	-3,693.00	07/23/2009
7,504.00		200. AON CORP COM PROPERTY TYPE: SECURITIES	7,694.00					03/20/2007	-190.00	07/23/2009
11,213.00		330. BMC SOFTWARE INC COM RTS EXP 05/12/ PROPERTY TYPE: SECURITIES	10,931.00					11/29/2007	282.00	07/23/2009
7,318.00		135. BAXTER INTL INC COM W/RIGHTS ATTACH PROPERTY TYPE: SECURITIES	7,040.00					03/20/2007	278.00	07/23/2009
8,248.00		115. BECTON DICKINSON & CO COM PROPERTY TYPE: SECURITIES	7,619.00					08/16/2006	629.00	07/23/2009
4,174.00		200. BRISTOL-MYERS SQUIBB CO COM PROPERTY TYPE: SECURITIES	4,104.00					11/19/2008	70.00	07/23/2009

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		155. BRISTOL-MYERS SQUIBB CO COM PROPERTY TYPE: SECURITIES					06/11/2008	07/23/2009
3,235.00		3,103.00					132.00	
		115. COLGATE-PALMOLIVE CO COM PROPERTY TYPE: SECURITIES					11/19/2008	07/23/2009
8,645.00		7,381.00					1,264.00	
		235. CONOCOPHILLIPS COM PROPERTY TYPE: SECURITIES					03/20/2007	07/23/2009
10,368.00		15,524.00					-5,156.00	
		205. EMERSON ELEC CO COM W/RTS ATTACHED PROPERTY TYPE: SECURITIES					07/25/2008	07/23/2009
7,462.00		10,184.00					-2,722.00	
		105. EXXON MOBIL CORP COM PROPERTY TYPE: SECURITIES					09/22/1986	07/23/2009
7,521.00		878.00					6,643.00	
		600. GAP INC COM PROPERTY TYPE: SECURITIES					11/19/2008	07/23/2009
9,732.00		6,201.00					3,531.00	
		170. GENERAL MILLS INC COM W/RTS EXP 02/ PROPERTY TYPE: SECURITIES					11/19/2008	07/23/2009
10,120.00		10,921.00					-801.00	
		180. HEWLETT-PACKARD CO COM PROPERTY TYPE: SECURITIES					03/20/2007	07/23/2009
7,499.00		7,142.00					357.00	
		140. INTL BUSINESS MACHINES CORP COM PROPERTY TYPE: SECURITIES					08/16/2006	07/23/2009
16,501.00		10,949.00					5,552.00	
		205. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES					09/30/1998	07/23/2009
12,345.00		8,136.00					4,209.00	
		185. MCDONALDS CORP COM PROPERTY TYPE: SECURITIES					03/20/2007	07/23/2009
10,349.00		8,188.00					2,161.00	

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)	
		315. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES					08/16/2006	07/23/2009
8,061.00		7,746.00					315.00	
		140. NIKE INC CL B COM PROPERTY TYPE: SECURITIES					11/29/2007	07/23/2009
7,236.00		9,099.00					-1,863.00	
		325. NORFOLK SOUTHN CORP COM W/RIGHTS AT PROPERTY TYPE: SECURITIES					11/19/2008	07/23/2009
14,729.00		15,253.00					-524.00	
		105. OCCIDENTAL PETE CORP COM PROPERTY TYPE: SECURITIES					11/29/2007	07/23/2009
7,528.00		7,477.00					51.00	
		455. PFIZER INC COM W/RTS ATTACHED EXP 1 PROPERTY TYPE: SECURITIES					11/19/2008	07/23/2009
7,362.00		7,282.00					80.00	
		100. PRAXAIR INC COM PROPERTY TYPE: SECURITIES					08/16/2006	07/23/2009
7,642.00		5,514.00					2,128.00	
		100. PRECISION CASTPARTS CORP COM PROPERTY TYPE: SECURITIES					06/11/2008	07/23/2009
7,966.00		10,011.00					-2,045.00	
		135. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES					01/03/2003	07/23/2009
7,494.00		5,870.00					1,624.00	
		370. ROSS STORES INC COM PROPERTY TYPE: SECURITIES					06/11/2008	07/23/2009
16,373.00		13,602.00					2,771.00	
		205. STATE STR CORP COM PROPERTY TYPE: SECURITIES					12/22/2008	07/23/2009
9,895.00		7,696.00					2,199.00	
		135. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES					08/16/2006	07/23/2009
7,218.00		8,279.00					-1,061.00	

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)	
		265. WATSON PHARMACEUTICALS INC COM PROPERTY TYPE: SECURITIES					11/19/2008	07/23/2009
9,065.00		6,038.00					3,027.00	
		180. ACE LIMITED COM PROPERTY TYPE: SECURITIES					03/20/2007	07/23/2009
8,517.00		10,140.00					-1,623.00	
		1500. DREYFUS THE BOSTON COMPANY SMALL C PROPERTY TYPE: SECURITIES					03/22/2007	07/27/2009
60,000.00		82,395.00					-22,395.00	
		2390.914 DREYFUS THE BOSTON COMPANY SMAL PROPERTY TYPE: SECURITIES					03/22/2007	07/27/2009
40,000.00		61,518.00					-21,518.00	
		1081.782 TURNER MIDCAP GROWTH FD PROPERTY TYPE: SECURITIES					03/22/2007	07/27/2009
25,000.00		33,092.00					-8,092.00	
		450. CHUBB CORP COM PROPERTY TYPE: SECURITIES					11/19/2008	09/21/2009
22,139.00		20,548.00					1,591.00	
		2505.096 DREYFUS THE BOSTON COMPANY SMAL PROPERTY TYPE: SECURITIES					03/22/2007	09/21/2009
109,623.00		137,605.00					-27,982.00	
		6159.417 DREYFUS THE BOSTON COMPANY SMAL PROPERTY TYPE: SECURITIES					03/22/2007	09/21/2009
115,859.00		158,482.00					-42,623.00	
		100. LOCKHEED MARTIN CORP COM PROPERTY TYPE: SECURITIES					11/19/2008	09/21/2009
7,928.00		7,217.00					711.00	
		150. LOCKHEED MARTIN CORP COM PROPERTY TYPE: SECURITIES					11/29/2007	09/21/2009
11,892.00		16,721.00					-4,829.00	
		500. OIL STATES INTERNATIONAL INC COM PROPERTY TYPE: SECURITIES					11/19/2008	09/21/2009
16,975.00		8,840.00					8,135.00	

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)	
		5292.85 TURNER MIDCAP GROWTH FD PROPERTY TYPE: SECURITIES					03/22/2007	09/21/2009
138,779.00		161,908.00					-23,129.00	
		200. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES					11/19/2008	09/21/2009
5,920.00		5,514.00					406.00	
		380. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES					06/11/2008	09/21/2009
11,248.00		14,030.00					-2,782.00	
		6159.192 CRM MIDCP VAL INST PROPERTY TYPE: SECURITIES					03/22/2007	09/21/2009
144,371.00		195,000.00					-50,629.00	
		275. EMERSON ELEC CO COM W/RTS ATTACHED PROPERTY TYPE: SECURITIES					11/19/2008	09/25/2009
10,730.00		8,929.00					1,801.00	
		65. EMERSON ELEC CO COM W/RTS ATTACHED E PROPERTY TYPE: SECURITIES					07/25/2008	09/25/2009
2,536.00		3,229.00					-693.00	
		200. ST. JUDE MED INC PROPERTY TYPE: SECURITIES					07/25/2008	09/25/2009
7,838.00		9,300.00					-1,462.00	
		100. COOPER INDUSTRIES PLC-CL A COM PROPERTY TYPE: SECURITIES					11/19/2008	09/25/2009
3,627.00		2,575.00					1,052.00	
		404. COOPER INDUSTRIES PLC-CL A COM PROPERTY TYPE: SECURITIES					03/20/2007	09/25/2009
14,654.00		18,326.00					-3,672.00	
		370. AON CORP COM PROPERTY TYPE: SECURITIES					03/20/2007	10/22/2009
14,847.00		14,234.00					613.00	
		50. PRECISION CASTPARTS CORP COM PROPERTY TYPE: SECURITIES					11/19/2008	10/22/2009
4,993.00		2,676.00					2,317.00	

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)	
		110. PRECISION CASTPARTS CORP COM PROPERTY TYPE: SECURITIES					06/11/2008	10/22/2009
10,984.00		11,012.00					-28.00	
		189. BECTON DICKINSON & CO COM PROPERTY TYPE: SECURITIES					08/16/2006	12/09/2009
14,536.00		12,521.00					2,015.00	
		370. ST. JUDE MED INC PROPERTY TYPE: SECURITIES					11/19/2008	12/09/2009
13,549.00		14,556.00					-1,007.00	
		800. TD AMERITRADE HOLDING CORP COM PROPERTY TYPE: SECURITIES					09/21/2009	12/09/2009
14,960.00		15,615.00					-655.00	
		225. COLGATE-PALMOLIVE CO COM PROPERTY TYPE: SECURITIES					11/19/2008	12/10/2009
18,596.00		14,441.00					4,155.00	
		400. SEMPRA ENERGY COM PROPERTY TYPE: SECURITIES					11/19/2008	12/10/2009
21,444.00		16,371.00					5,073.00	
TOTAL GAIN(LOSS)							-255,568.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AFLAC INC COM	84.	84.
AT&T INC	674.	674.
AON CORP COM	227.	227.
ARCHER DANIELS MIDLAND CO COM	189.	189.
ARTISAN FDS INC INTL FD INVESTOR CLASS	2,068.	2,068.
ARTIO INTERNATIONAL EQUITY II-I	8,295.	8,295.
ARTIO GLOBAL HIGH INC-I	3,619.	3,068.
BAXTER INTL INC COM W/RIGHTS ATTACHED EX	348.	348.
BECTON DICKINSON & CO COM	363.	363.
BRISTOL-MYERS SQUIBB CO COM	1,006.	1,006.
CA INC COM	144.	144.
CENTURYTEL INC COM	479.	479.
CHEVRONTEXACO CORP COM	625.	625.
CHUBB CORP COM	621.	621.
COLGATE-PALMOLIVE CO COM	534.	534.
CONOCOPHILLIPS COM	695.	695.
DISCOVER FINANCIAL SERVICES COM	20.	20.
DREYFUS THE BOSTON COMPANY SMALL CAP VAL	163.	163.
EMBARQ CORP-W/I COM	344.	344.
EMERSON ELEC CO COM W/RTS ATTACHED EXP 1	472.	472.
EVERGREEN INTL BOND FUND CL I (FD #460)	1,263.	1,263.
EVERGREEN INTERNATIONAL GROWTH FUND CL I	4,053.	4,053.
EVERGREEN INST MONEY MARKET FUND CL I (F	1,206.	1,206.
EXXON MOBIL CORP COM	353.	353.
FIRSTENERGY CORP COM 12/01/2004	330.	330.
GAP INC COM	459.	459.
GENERAL MILLS INC COM W/RTS EXP 02/01/20	676.	676.
HARBOR INTERNATIONAL FUND	2,601.	2,601.
HEWLETT-PACKARD CO COM	181.	181.
HOME DEPOT INC COM	338.	338.
HOUSEHOLD FIN CORP BD DTD 05/26/2004 4.7	2,881.	2,881.
INTEL CORP COM	532.	532.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTL BUSINESS MACHINES CORP COM	472.	472.
INTL BUSINESS MACHINES CORP NTS DTD 2/1/	2,688.	2,688.
ISHARES INC RUSSELL 2000 VALUE INDEX FUN	1,137.	1,137.
ISHARES RUSSELL 2000 GROWTH INDEX FUND	364.	364.
JP MORGAN CHASE & CO COM	275.	275.
PERKINS MID CAP VALUE FD CL I	435.	435.
JOHNSON & JOHNSON COM	639.	639.
KELLOGG CO COM	681.	681.
KRAFT FOODS INC-A COM	170.	170.
L-3 COMMUNICATIONS HLDGS INC COM	44.	44.
LOCKHEED MARTIN CORP COM	428.	428.
MCDONALDS CORP COM	679.	679.
MICROSOFT CORP COM	403.	403.
NIKE INC CL B COM	395.	395.
NOBLE ENERGY INC COM	40.	40.
NORFOLK SOUTHN CORP COM W/RIGHTS ATTACHE	221.	221.
OCCIDENTAL PETE CORP COM	433.	433.
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN	40,886.	40,886.
PIMCO FDS PAC INVT MGMT SER HIGH YLD FD	8,774.	8,647.
PIMCO FOREIGN BOND FUND-INST	4,289.	4,289.
PFIZER INC COM W/RTS ATTACHED EXP 10/15/	734.	734.
PRAXAIR INC COM	400.	400.
PRECISION CASTPARTS CORP COM	20.	20.
PROCTER & GAMBLE CO COM	689.	689.
ROSS STORES INC COM	304.	304.
SEALED AIR CORP NEW COM	132.	132.
SEMPRA ENERGY COM	608.	608.
STATE STR CORP COM	113.	113.
TEXAS INSTRS INC COM	79.	79.
UNITED TECHNOLOGIES CORP COM	477.	477.
UNUMPROVIDENT CORP COM	45.	45.
VALERO ENERGY CORP NEW COM	75.	75.
VERIZON COMMUNICATIONS COM	800.	800.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WELLS FARGO & CO BD DTD 12/06/2004 4.2%	2,100.	2,100.
ACCENTURE PLC-CL A COM	300.	300.
COOPER IND LTD CL A	504.	
COVIDIEN LTD COM	150.	150.
COVIDIEN PLC COM	160.	160.
NOBLE CORP COM	16.	16.
ACE LIMITED COM	489.	489.
NOBLE CORP COM	56.	56.
TYCO INTERNATIONAL LTD COM	79.	79.
TOTAL	107,626.	106,444.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
UST		13,876.
	TOTALS	13,876.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES ON QUALIFIED FOR	875.	875.
FOREIGN TAXES ON NONQUALIFIED	172.	172.
TOTALS	1,047.	1,047.

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

DESCRIPTION		AMOUNT
BOOK VALUE ADJUSTMENT		3,252.
	TOTAL	3,252.

STATE(S) WHERE THE FOUNDATION IS REGISTERED

FL

STATEMENT 7

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

OFFICER NAME:
Wachovia Bank, NA
ADDRESS:
1525 W WT Harris Blvd D1114-044
Charlotte, NC 28288-1161
TITLE:
Trustee
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40
COMPENSATION .... 25,593.

TOTAL COMPENSATION: 25,593.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
See Attached
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 122,000.

TOTAL GRANTS PAID: 122,000.

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: ROBERT LEE & THOMAS M CHASTAIN

Employer identification number: 59-6171294

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			7,816.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-15,630.
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	-7,814.

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			2,878.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-250,632.
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	-247,754.

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			-7,814.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-247,754.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-255,568.

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-1 (Form 1041)
Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No. 1545-0092

2009

Name of estate or trust: ROBERT LEE & THOMAS M CHASTAIN

Employer identification number: 59-6171294

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

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 255. BANK AMER CORP COM	11/19/2008	01/21/2009	1,472.00	3,436.00	-1,964.00
150. JP MORGAN CHASE & CO COM	11/19/2008	01/21/2009	3,105.00	4,395.00	-1,290.00
420. OWENS ILL INC COM	06/11/2008	03/11/2009	4,539.00	22,217.00	-17,678.00
220. NOBLE ENERGY INC COM	06/11/2008	04/02/2009	12,826.00	21,989.00	-9,163.00
300. FIRSTENERGY CORP COM 12/01/2004	11/19/2008	06/04/2009	11,805.00	19,554.00	-7,749.00
500. VALERO ENERGY CORP NEW COM	03/11/2009	06/04/2009	9,371.00	8,640.00	731.00
.5 CENTURYTEL INC COM	03/11/2009	07/14/2009	14.00	13.00	1.00
200. BRISTOL-MYERS SQUIBB CO COM	11/19/2008	07/23/2009	4,174.00	4,104.00	70.00
115. COLGATE-PALMOLIVE CO COM	11/19/2008	07/23/2009	8,645.00	7,381.00	1,264.00
205. EMERSON ELEC CO COM W/RTS ATTACHED EXP 11/01/20	07/25/2008	07/23/2009	7,462.00	10,184.00	-2,722.00
600. GAP INC COM	11/19/2008	07/23/2009	9,732.00	6,201.00	3,531.00
170. GENERAL MILLS INC COM W/RTS EXP 02/01/2006	11/19/2008	07/23/2009	10,120.00	10,921.00	-801.00
325. NORFOLK SOUTHN CORP COM W/RIGHTS ATTACHED EXP 9	11/19/2008	07/23/2009	14,729.00	15,253.00	-524.00
455. PFIZER INC COM W/RTS ATTACHED EXP 10/15/2007	11/19/2008	07/23/2009	7,362.00	7,282.00	80.00
205. STATE STR CORP COM	12/22/2008	07/23/2009	9,895.00	7,696.00	2,199.00
265. WATSON PHARMACEUTICALS INC COM	11/19/2008	07/23/2009	9,065.00	6,038.00	3,027.00
450. CHUBB CORP COM	11/19/2008	09/21/2009	22,139.00	20,548.00	1,591.00
100. LOCKHEED MARTIN CORP COM	11/19/2008	09/21/2009	7,928.00	7,217.00	711.00
500. OIL STATES INTERNATIONAL INC COM	11/19/2008	09/21/2009	16,975.00	8,840.00	8,135.00
200. VERIZON COMMUNICATIONS COM	11/19/2008	09/21/2009	5,920.00	5,514.00	406.00
275. EMERSON ELEC CO COM W/RTS ATTACHED EXP 11/01/20	11/19/2008	09/25/2009	10,730.00	8,929.00	1,801.00
100. COOPER INDUSTRIES PLC-CL A COM	11/19/2008	09/25/2009	3,627.00	2,575.00	1,052.00
50. PRECISION CASTPARTS CORP COM	11/19/2008	10/22/2009	4,993.00	2,676.00	2,317.00
800. TD AMERITRADE HOLDING CORP COM	09/21/2009	12/09/2009	14,960.00	15,615.00	-655.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -15,630.00

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side	Employer identification number
ROBERT LEE & THOMAS M CHASTAIN	59-6171294

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

(a) Description of property (Example. 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 601. BANK AMER CORP COM	07/09/1998	01/21/2009	3,469.00	25,769.00	-22,300.00
442. JP MORGAN CHASE & CO COM	03/20/2007	01/21/2009	9,149.00	21,088.00	-11,939.00
100000. INTL BUSINESS MACHINES CORP NTS DTD 2/1/9	07/16/2002	02/01/2009	100,000.00	100,517.00	-517.00
500. AT&T INC	03/20/2007	03/11/2009	11,644.00	18,925.00	-7,281.00
832. AMDOCS LTD COM	03/20/2007	03/11/2009	13,936.00	29,536.00	-15,600.00
100000. HOUSEHOLD FIN CORP BD DTD 05/26/2004 4.7	06/14/2004	05/15/2009	100,000.00	100,000.00	
160. KELLOGG CO COM	08/16/2006	06/04/2009	7,074.00	7,955.00	-881.00
381. AT&T INC	03/20/2007	07/23/2009	9,791.00	14,421.00	-4,630.00
370. AGILENT TECHNOLOGIES INC COM	03/20/2007	07/23/2009	8,173.00	11,866.00	-3,693.00
200. AON CORP COM	03/20/2007	07/23/2009	7,504.00	7,694.00	-190.00
330. BMC SOFTWARE INC COM RTS EXP 05/12/2005	11/29/2007	07/23/2009	11,213.00	10,931.00	282.00
135. BAXTER INTL INC COM W/RIGHTS ATTACHED EXP 3/23/	03/20/2007	07/23/2009	7,318.00	7,040.00	278.00
115. BECTON DICKINSON & CO COM	08/16/2006	07/23/2009	8,248.00	7,619.00	629.00
155. BRISTOL-MYERS SQUIBB CO COM	06/11/2008	07/23/2009	3,235.00	3,103.00	132.00
235. CONOCOPHILLIPS COM	03/20/2007	07/23/2009	10,368.00	15,524.00	-5,156.00
105. EXXON MOBIL CORP COM	09/22/1986	07/23/2009	7,521.00	878.00	6,643.00
180. HEWLETT-PACKARD CO COM	03/20/2007	07/23/2009	7,499.00	7,142.00	357.00
140. INTL BUSINESS MACHINES CORP COM	08/16/2006	07/23/2009	16,501.00	10,949.00	5,552.00
205. JOHNSON & JOHNSON COM	09/30/1998	07/23/2009	12,345.00	8,136.00	4,209.00
185. MCDONALDS CORP COM	03/20/2007	07/23/2009	10,349.00	8,188.00	2,161.00
315. MICROSOFT CORP COM	08/16/2006	07/23/2009	8,061.00	7,746.00	315.00
140. NIKE INC CL B COM	11/29/2007	07/23/2009	7,236.00	9,099.00	-1,863.00
105. OCCIDENTAL PETE CORP COM	11/29/2007	07/23/2009	7,528.00	7,477.00	51.00
100. PRAXAIR INC COM	08/16/2006	07/23/2009	7,642.00	5,514.00	2,128.00
100. PRECISION CASTPARTS CORP COM	06/11/2008	07/23/2009	7,966.00	10,011.00	-2,045.00

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

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side: ROBERT LEE & THOMAS M CHASTAIN

Employer identification number: 59-6171294

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

(a) Description of property (Example. 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 135. PROCTER & GAMBLE CO COM	01/03/2003	07/23/2009	7,494.00	5,870.00	1,624.00
370. ROSS STORES INC COM	06/11/2008	07/23/2009	16,373.00	13,602.00	2,771.00
135. UNITED TECHNOLOGIES CORP COM	08/16/2006	07/23/2009	7,218.00	8,279.00	-1,061.00
180. ACE LIMITED COM	03/20/2007	07/23/2009	8,517.00	10,140.00	-1,623.00
1500. DREYFUS THE BOSTON COMPANY SMALL CAP GRO	03/22/2007	07/27/2009	60,000.00	82,395.00	-22,395.00
2390.914 DREYFUS THE BOSTON COMPANY SMALL CAP VA	03/22/2007	07/27/2009	40,000.00	61,518.00	-21,518.00
1081.782 TURNER MIDCAP GROWTH FD	03/22/2007	07/27/2009	25,000.00	33,092.00	-8,092.00
2505.096 DREYFUS THE BOSTON COMPANY SMALL CAP GR	03/22/2007	09/21/2009	109,623.00	137,605.00	-27,982.00
6159.417 DREYFUS THE BOSTON COMPANY SMALL CAP VA	03/22/2007	09/21/2009	115,859.00	158,482.00	-42,623.00
150. LOCKHEED MARTIN CORP COM	11/29/2007	09/21/2009	11,892.00	16,721.00	-4,829.00
5292.85 TURNER MIDCAP GROWTH FD	03/22/2007	09/21/2009	138,779.00	161,908.00	-23,129.00
380. VERIZON COMMUNICATION S COM	06/11/2008	09/21/2009	11,248.00	14,030.00	-2,782.00
6159.192 CRM MIDCP VAL INST	03/22/2007	09/21/2009	144,371.00	195,000.00	-50,629.00
65. EMERSON ELEC CO COM W/RTS ATTACHED EXP 11/01/20	07/25/2008	09/25/2009	2,536.00	3,229.00	-693.00
200. ST. JUDE MED INC	07/25/2008	09/25/2009	7,838.00	9,300.00	-1,462.00
404. COOPER INDUSTRIES PLC-CL A COM	03/20/2007	09/25/2009	14,654.00	18,326.00	-3,672.00
370. AON CORP COM	03/20/2007	10/22/2009	14,847.00	14,234.00	613.00
110. PRECISION CASTPARTS CORP COM	06/11/2008	10/22/2009	10,984.00	11,012.00	-28.00
189. BECTON DICKINSON & CO COM	08/16/2006	12/09/2009	14,536.00	12,521.00	2,015.00
370. ST. JUDE MED INC	11/19/2008	12/09/2009	13,549.00	14,556.00	-1,007.00
225. COLGATE-PALMOLIVE CO COM	11/19/2008	12/10/2009	18,596.00	14,441.00	4,155.00
400. SEMPRA ENERGY COM	11/19/2008	12/10/2009	21,444.00	16,371.00	5,073.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . -250,632.00

FEDERAL CAPITAL GAIN DIVIDENDS

SHORT-TERM CAPITAL GAIN DIVIDENDS		
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD I	4,033.00	
PIMCO FOREIGN BOND FUND-INST	2.00	
PIMCO FOREIGN BOND FUND-INST	3,780.00	
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS		7,816.00
LONG-TERM CAPITAL GAIN DIVIDENDS		
15% RATE CAPITAL GAIN DIVIDENDS		
AT&T CORP	20.00	
MCKESSON CORP NEW COM	1,041.00	
NORTH FORK BANCORP INC NY COM	61.00	
PIMCO FOREIGN BOND FUND-INST	809.00	
TENET HEALTHCARE CORP COM W/RIGHTS ATTACHED E	948.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		2,878.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		2,878.00

DETAIL LIST
TICKLER 04/29/10 SEQUENCE 296 12/31/09 THROUGH 12/31/09
SETTLE DATE POSITION FOR [redacted] CHASTAIN CHAR FD AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS / ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
	PRINCIPAL =========					
	TEMPORARY INVESTMENTS ---------------------					
300250602	EVERGREEN INST MONEY MARKET FUND CL I (FD #495)		85,075.94	85,075.94		
TOTAL	TEMPORARY INVESTMENTS		85,075.94	85,075.94		
	CORPORATE BONDS - NONCONVERTIBLE --------------------------------					
949746JJ1	WELLS FARGO & CO BD DTD 12/06/2004 4.2% 01/15/2010	50,000	49,871.00	50,043.50	49,871.00	49,871.00
TOTAL	CORPORATE BONDS - NONCONVERTIBLE	50,000	49,871.00	50,043.50	49,871.00	49,871.00
	CLOSED-END FUND - EQUITY ------------------------					
464287630	ISHARES RUSSELL 2000 VALUE INDEX FD	1,985	114,891.80	115,209.40	114,891.80	114,891.80
464287648	ISHARES RUSSELL 2000 GROWTH INDEX FD	1,720	115,022.25	117,080.40	115,022.25	115,022.25
TOTAL	CLOSED-END FUND - EQUITY	3,705	229,914.05	232,289.80	229,914.05	229,914.05
	MUTUAL FUNDS - FIXED TAXABLE ----------------------------					
04315J860	ARTIO GLOBAL HIGH INC-I	9,825.328	90,000.00	99,530.57	90,000.00	90,000.00
299908830	EVERGREEN INTERNATIONAL BOND FD CL I (FD #460)	11,499.541	125,000.00	129,714.82	125,000.00	125,000.00
693390551	PIMCO TOTAL RETURN FD II INSTL CL	75,013.003	763,000.00	783,885.88	763,000.00	763,000.00
693390841	PIMCO HIGH YIELD FD INSTL CL	12,487.512	125,000.00	109,890.11	125,000.00	125,000.00
693390882	PIMCO FOREIGN BOND FD U.S. DOLLAR - HEDGED INST CL	12,251.158	125,000.00	122,511.58	125,000.00	125,000.00
TOTAL	MUTUAL FUNDS - FIXED TAXABLE	121,076 542	1,228,000.00	1,245,532.96	1,228,000.00	1,228,000.00

DETAIL LIST
TICKLER 04/29/10 SEQUENCE 296 12/31/09 THROUGH 12/31/09
SETTLE DATE POSITION FOR [redacted] CHASTAIN CHAR FD AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS / ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
	COMMON STOCKS					
001055102	AFLAC INC COM	300	13,504.95	13,875.00	13,504.95	13,504.95
00846U101	AGILENT TECHNOLOGIES INC COM	534	17,125.38	16,591.38	17,125.38	17,125.38
031162100	AMGEN INC COM	275	15,628.25	15,556.75	15,628.25	15,628.25
039483102	ARCHER DANIELS MIDLAND CO COM	450	12,299.00	14,089.50	12,299.00	12,299.00
055921100	BMC SOFTWARE INC COM	435	14,408.72	17,443.50	14,408.72	14,408.72
071813109	BAXTER INTL INC COM	233	12,150.95	13,672.44	12,150.95	12,150.95
110122108	BRISTOL-MYERS SQUIBB CO COM	545	10,971.46	13,761.25	10,910.90	10,910.90
12673P105	CA INC COM	900	16,020.00	20,214.00	16,020.00	16,020.00
156700106	CENTURYTEL INC COM	342	8,572.47	12,383.82	8,572.47	8,572.47
166764100	CHEVRON CORP COM	235	18,667.84	18,092 65	18,667.84	18,667.84
17275R102	CISCO SYSTEMS INC COM	510	12,060.58	12,209.40	12,060.58	12,060.58
20825C104	CONOCOPHILLIPS COM	248	16,382.88	12,665.36	16,382.88	16,382.88
254709108	DISCOVER FINANCIAL SERVICES COM	975	15,307.40	14,342.25	15,307.40	15,307.40
30231G102	EXXON MOBIL CORP COM	161	1,447.49	10,978.59	1,346.76	1,346.76
34354P105	FLOWSERVE CORP COM	165	16,112.23	15,597.45	16,112 23	16,112.23
364760108	GAP INC COM	900	9,301.50	18,855.00	9,301.50	9,301.50
370334104	GENERAL MILLS INC COM	250	15,805.36	17,702.50	15,632.20	15,632.20
38141G104	GOLDMAN SACHS GROUP INC COM	100	16,701.99	16,884.00	16,701.99	16,701.99
42822Q100	HEWITT ASSOC INC CL A	350	15,137.50	14,791.00	15,137.50	15,137.50
428236103	HEWLETT-PACKARD CO COM	432	17,141 76	22,252.32	17,141.76	17,141.76
437076102	HOME DEPOT INC COM	500	12,490.00	14,465.00	12,490.00	12,490.00

DETAIL LIST
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SETTLE DATE POSITION FOR [redacted] CHASTAIN CHAR FD AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS / ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
458140100	INTEL CORP COM	950	25,126.46	19,380.00	25,126.46	25,126.46
459200101	INTL BUSINESS MACHINES CORP COM	151	12,825.73	19,765.90	11,809.71	11,809.71
46625H100	JP MORGAN CHASE & CO COM	500	17,514.10	20,835.00	17,514.10	17,514.10
478160104	JOHNSON & JOHNSON COM	230	9,127.84	14,814.30	9,127.84	9,127.84
487836108	KELLOGG COMPANY COM	400	19,888.00	21,280.00	19,888.00	19,888.00
50075N104	KRAFT FOODS INC CL A COM	585	15,736.44	15,900.30	15,736.44	15,736.44
502424104	L-3 COMMUNICATIONS HLDGS INC COM	225	17,500.49	19,563.75	17,500.49	17,500.49
580135101	MCDONALDS CORP COM	241	10,666.66	15,048 04	10,666.66	10,666.66
58155Q103	MCKESSON CORP COM	275	16,756.73	17,187.50	16,756.73	16,756.73
594918104	MICROSOFT CORP COM	617	15,172.96	18,806.16	15,172.96	15,172.96
654106103	NIKE INC CL B COM	290	18,174.37	19,160.30	17,848.87	17,848.87
674599105	OCCIDENTAL PETE CORP COM	215	15,310.15	17,490.25	15,310.15	15,310.15
717081103	PFIZER INC COM	645	10,322.90	11,732.55	10,322.90	10,322.90
74005P104	PRAXAIR INC COM	200	11,027.00	16,062.00	11,027.00	11,027.00
742718109	PROCTER & GAMBLE CO COM	300	15,575.43	18,189.00	13,044.00	13,044.00
778296103	ROSS STORES INC COM	350	13,012.14	14,948.50	13,166.04	13,166.04
81211K100	SEALED AIR CORP NEW COM	550	11,158.51	12,023.00	11,158.51	11,158.51
857477103	STATE STREET CORP COM	360	11,441.41	15,674.40	10,260.95	10,260.95
882508104	TEXAS INSTRUMENTS INC COM	660	15,846.53	17,199.60	15,846.53	15,846.53
88579Y101	3M CO COM	230	18,406 90	19,014.10	18,406.90	18,406.90
913017109	UNITED TECHNOLOGIES CORP COM	242	14,841.35	16,797.22	14,841.35	14,841.35
91529Y106	UNUMPROVIDNET GROUP COM	550	11,830 50	10,736.00	11,830.50	11,830.50

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

DETAIL LIST
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CUSIP #	SECURITY NAME	UNITS / ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
92553P201	VIACOM INC CL B COM	550	16,549.50	16,351.50	16,549.50	16,549.50
942683103	WATSON PHARMACEUTICALS INC COM	485	11,050.87	19,210.85	11,050.87	11,050.87
G1151C101	ACCENTURE PLC-CL A COM	400	12,953.00	16,600.00	12,953.00	12,953.00
G2554F105	COVIDIEN PLC COM	470	16,937.11	22,508.30	16,937.11	16,937.11
H0023R105	ACE LIMITED COM	342	19,265.37	17,236.80	19,265.37	19,265.37
H5833N103	NOBLE CORP COM	390	20,829.90	15,873.00	20,829.90	20,829.90
H89128104	TYCO INTERNATIONAL LTD COM	350	11,854.47	12,488.00	11,854.47	11,854.47
TOTAL	COMMON STOCKS	20,593	723,940.53	818,299.48	718,706.57	718,706.57
	MUTUAL FUNDS - EQUITY ---------------------					
38142Y401	GOLDMAN SACHS GROWTH OPPORTUNITIES FD INS CL	7,345.227	140,000.00	151,532.03	140,000.00	140,000.00
47103C241	PERKINS MID CAP VALUE FD CL I	7,291.667	140,000.00	144,375.01	140,000.00	140,000.00
TOTAL	MUTUAL FUNDS - EQUITY	14,636.894	280,000.00	295,907.04	280,000.00	280,000.00
	MUTUAL FUNDS - INTERNATIONAL EQUITY -----------------------------------					
04314H204	ARTISAN INTERNATIONAL FD INV CL	8,412.787	150,000 00	173,808.18	150,000.00	150,000.00
04315J837	ARTIO INTERNATIONAL EQUITY II-I	13,994.911	220,000 00	164,860.05	220,000.00	220,000.00
299924704	EVERGREEN INTERNATIONAL EQUITY FD CL I (FD #252)	24,048.306	245,000 00	166,173.79	245,000.00	245,000.00
411511306	HARBOR INTERNATIONAL FUND INS CL	3,179.313	150,000.00	174,448.90	150,000.00	150,000.00
TOTAL	MUTUAL FUNDS - INTERNATIONAL EQUITY	49,635.317	765,000.00	679,290.92	765,000.00	765,000.00
	PRINCIPAL CASH		0 00	0.00		
*********	PRINCIPAL TOTAL	259,646.753	3,361,801.52	3,406,439.64	3,271,491.62	3,271,491.62

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

DETAIL LIST
TICKLER 04/29/10 SEQUENCE 296 12/31/09 THROUGH 12/31/09
SETTLE DATE POSITION FOR [redacted] CHASTAIN CHAR FD AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS / ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
	INCOME ======					
	TEMPORARY INVESTMENTS ---------------------					
300250602	EVERGREEN INST MONEY MARKET FUND CL I (FD #495)		93,626.23	93,626.23		
TOTAL	TEMPORARY INVESTMENTS		93,626.23	93,626.23		
	INCOME CASH		0.00	0.00		
*********	INCOME TOTAL		93,626.23	93,626.23	0.00	0.00
	ASSET FILE TOTAL	259,646.753	3,455,427.75	3,500,065.87	3,271,491.62	3,271,491.62

[redacted]

2009		
2/5/2009	Town of Palm Beach United Way, Inc.	10,000.00
8/14/2009	Easter Seal Florida	8,000.00
	Palm Beach Habilitation Centert	5,000.00
	Rehabilitation Center for Children & Adults	5,000.00
	School of the Arts Foundation, Inc.	10,000.00
	Palm Beach Community College Foundation, Inc.	3,000.00
	Parenthood of South Florida & the Treasure Coast	5,000.00
12/2/2009	The Palm Beach County Literacy Coalition, Inc.	6,000.00
	Homeless Coalition of Palm Beach County, Inc.	6,000.00
	The Center for Family Services of Palm Beach County, Inc.	6,000.00
	Adopt-A-Family of the Palm Beaches, Inc.	6,000.00
	The Salvation Army	6,000.00
	Opportunity, Inc.	6,000.00
	Florida Atlantic University Foundation, Inc.	25,000.00
	Palm Beach Dramaworks, Inc.	15,000.00
		122,000.00