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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			
	2	Savings and temporary cash investments	309,780.	112,034.	112,034.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10	a Investments - U S and state government obligations (attach schedule)			
		b Investments - corporate stock (attach schedule)			
		c Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)	STMT 4.	11,948,334.	11,842,852.	9,334,575.
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	12,258,114.	11,954,886.	9,446,609.	
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)	12,258,114.	11,954,886.	9,446,609.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	12,258,114.	11,954,886.	
	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)	12,258,114.	11,954,886.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	12,258,114.	11,954,886.	

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	12,258,114.
2	Enter amount from Part I, line 27a	2	-309,640.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 5	3	6,412.
4	Add lines 1, 2, and 3	4	11,954,886.
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	11,954,886.

Form 990-PF (2009)

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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	- 6,739.	
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	611,639.	10,112,893.	0.0604811060
2007	694,145.	11,737,498.	0.05913909421
2006	626,022.	12,370,925.	0.05060430000
2005	668,656.	11,179,467.	0.05981108044
2004	628,917.	11,188,839.	0.05620931716
2 Total of line 1, column (d)			2 0.28624490241
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 0.05724898048
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 8,789,933.
5 Multiply line 4 by line 3			5 503,215.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,346.
7 Add lines 5 and 6			7 505,561.
8 Enter qualifying distributions from Part XII, line 4			8 530,398.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18			

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	1	2,346.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . .		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	2	
3	Add lines 1 and 2 . . .	3	2,346.
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	2,346.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 . . .	6a	3,368.
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	3,368.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . .	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . .	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . .	10	1,022.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax ► <input type="checkbox"/> Refunded ► <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

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? . . .	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . .	X	
1c	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		
d	Did the foundation file Form 1120-POL for this year? . . .	X	
e	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
2	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____	X	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . <i>If "Yes," attach a detailed description of the activities.</i>		
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . .	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . .	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: <ul style="list-style-type: none">● By language in the governing instrument, or● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . .	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i> . . .	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► <input type="checkbox"/> STMT 6		
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? <i>If "No," attach explanation</i> . . .	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i> . . .	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . .	X	

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
14 The books are in care of ► <u>SUNTRUST BANK</u> Telephone no ► <u>(919) 918-2449</u> Located at ► <u>1414 RALEIGH ROAD, STE 150, CHAPEL HILL, NC</u> ZIP + 4 ► <u>27517</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u>		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

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

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 7		25,764.	-0-	-0-

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

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

Total number of other employees paid over \$50,000 ► **NONE**

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

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

Total number of others receiving over \$50,000 for professional services ► **NONE**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

Expenses

1 NONE

2

3

4

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE

2 All other program-related investments. See page 24 of the instructions

3 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	8,565,353.
b Average of monthly cash balances	1b	358,437.
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	8,923,790.
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	8,923,790.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	133,857.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,789,933.
6 Minimum investment return. Enter 5% of line 5	6	439,497.

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	439,497.
2a Tax on investment income for 2009 from Part VI, line 5	2a	2,346.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	2,346.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	437,151.
4 Recoveries of amounts treated as qualifying distributions	4	NONE
5 Add lines 3 and 4	5	437,151.
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	437,151.

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	530,398.
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	530,398.
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	2,346.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	528,052.

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				437,151.
2 Undistributed income, if any, as of the end of 2009			147,658.	
a Enter amount for 2008 only		NONE		
b Total for prior years 20 07, 20 20				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 530,398.			147,658.	
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)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount	NONE			382,740.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2009. (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE	
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions			NONE	
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				54,411.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2005	NONE			
b Excess from 2006	NONE			
c Excess from 2007	NONE			
d Excess from 2008	NONE			
e Excess from 2009	NONE			

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

a 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)	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed			
(a) 2009	(b) 2008	(c) 2007	(d) 2006
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)(ii)			
(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

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

c Any submission deadlines.

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 9				
Total				► 3a 516,516.
b Approved for future payment				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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****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****9 Net income or (loss) from special events****10 Gross profit or (loss) from sales of inventory****11 Other revenue:**

a _____
 b _____
 c _____
 d _____
 e _____

12 Subtotal Add columns (b), (d), and (e)**13 Total Add line 12, columns (b), (d), and (e)**

(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.		

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

b If "Yes," complete the following schedule.

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

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

Sign Here

		04/19/2010	TRUSTEE
Signature of officer or trustee		Date	Title
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed
	04/19/2010		<input type="checkbox"/>
Firm's name (or yours if self-employed), address, and ZIP code		KPMG LLP PO BOX 6768 PROVIDENCE, RI 02940-6768	
		EIN	13-5565207
		Phone no	888-942-3272
Sign Here			

SCHEDULE D
(Form 1041)Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

OMB No 1545-0092

► 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).

2009

Name of estate or trust

VAN VLEET, T/A/F VAN VLEET FDN 59-7906324

Employer identification number

62-6034067

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					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	7,846.			
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	7,846.			

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			5,986.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-54,243.			
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	33,672.			
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	-14,585.			

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

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13 Net short-term gain or (loss)	13			7,846.
14 Net long-term gain or (loss):				
a Total for year	14a			-14,585.
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				-6,739.

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:	16 (3,000)
a The loss on line 15, column (3) or b \$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	21			
22 Subtract line 21 from line 20 If zero or less, enter -0-	22			
23 Subtract line 22 from line 17 If zero or less, enter -0-	23			
24 Enter the smaller of the amount on line 17 or \$2,300	24			
25 Is the amount on line 23 equal to or more than the amount on line 24?				
<input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box.	25			
<input type="checkbox"/> No. Enter the amount from line 23	26			
26 Subtract line 25 from line 24	26			
27 Are the amounts on lines 22 and 26 the same?	27			
<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31	27			
<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	28			
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28			
29 Subtract line 28 from line 27	29			
30 Multiply line 29 by 15% (15)	30			
31 Figure the tax on the amount on line 23 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31			
32 Add lines 30 and 31	32			
33 Figure the tax on the amount on line 17 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33			
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34			

Schedule D (Form 1041) 2009

Name of estate or trust

VAN VLEET, T/A/F VAN VLEET FDN 59-7906324

Employer identification number
62-6034067

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

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b 7,846.00

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

Schedule D-1 (Form 1041) 2009

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

VAN VLEET, T/A/F VAN VLEET FDN 59-7906324

Employer identification number

62-6034067

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 363.448 RIDGEWORTH FD-LARGE CAP CORE EQTY#983	12/11/2006	01/13/2009	3,500.00	6,426.00	-2,926.00
40000. GTE CALIFORNIA DEBENTURES	03/03/2004	01/15/2009	40,000.00	42,740.00	-2,740.00
40000. GTE CALIFORNIA DEBENTURES	03/03/2004	01/15/2009	40,000.00	42,740.00	-2,740.00
100000. FED NATL MTG ASSN 3.250% 2/15/09	04/14/2004	02/15/2009	100,000.00	100,000.00	
100000. FED NATL MTG ASSN 3.250% 2/15/09	03/03/2004	02/15/2009	100,000.00	99,336.00	664.00
100000. FED NATL MTG ASSN 3.250% 2/15/09	04/14/2004	02/15/2009	100,000.00	100,000.00	
100000. FED NATL MTG ASSN 3.250% 2/15/09	04/14/2004	02/15/2009	100,000.00	100,000.00	
100000. FED NATL MTG ASSN 3.250% 2/15/09	03/03/2004	02/15/2009	100,000.00	99,336.00	664.00
126.582 RIDGEWORTH FD-LARGE CAP CORE EQTY#983	12/11/2006	04/21/2009	1,200.00	2,238.00	-1,038.00
369.199 RIDGEWORTH FD-LARGE CAP CORE EQTY#983	12/11/2006	04/21/2009	3,500.00	6,527.00	-3,027.00
45.126 RIDGEWORTH FD-LARGE CAP CORE EQTY#983	12/11/2006	07/27/2009	500.00	798.00	-298.00
18.051 RIDGEWORTH FD-LARGE CAP CORE EQTY#983	12/11/2006	07/27/2009	200.00	319.00	-119.00
100000. FED HOME LN BK 3.750% 8/18/09	09/09/2004	08/18/2009	100,000.00	100,146.00	-146.00
100000. FED HOME LN BK 3.750% 8/18/09	09/09/2004	08/18/2009	100,000.00	100,146.00	-146.00
100000. FED HOME LN BK 3.750% 8/18/09	09/09/2004	08/18/2009	100,000.00	100,146.00	-146.00
100000. FED HOME LN BK 3.750% 8/18/09	09/09/2004	08/18/2009	100,000.00	100,146.00	-146.00
580.589 RIDGEWORTH FD-LARGE CAP CORE EQTY#983	03/31/1998	08/21/2009	6,700.00	10,152.00	-3,452.00
639.924 RIDGEWORTH FD-INTERMEDIATE BD #850	08/12/2008	08/21/2009	6,700.00	6,470.00	230.00
409.5 RIDGEWORTH FD-LARGE CAP CORE EQTY#983	12/11/2006	10/14/2009	5,000.00	7,240.00	-2,240.00
614.251 RIDGEWORTH FD-LARGE CAP CORE EQTY#983	12/11/2006	10/14/2009	7,500.00	10,860.00	-3,360.00
1334.932 RIDGEWORTH FD-LARGE CAP CORE EQTY#983	10/01/2007	12/01/2009	16,700.00	25,484.00	-8,784.00
1478.817 RIDGEWORTH FD-LARGE CAP CORE EQTY#983	10/01/2007	12/01/2009	18,500.00	28,231.00	-9,731.00
1199.041 RIDGEWORTH FD-LARGE CAP CORE EQTY#983	10/01/2007	12/01/2009	15,000.00	22,890.00	-7,890.00
1438.849 RIDGEWORTH FD-LARGE CAP CORE EQTY#983	10/01/2007	12/01/2009	18,000.00	27,468.00	-9,468.00
1556.789 RIDGEWORTH FD-INTERMEDIATE BD #850	08/12/2008	12/01/2009	16,549.00	15,739.00	810.00

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

Schedule D-1 (Form 1041) 2009

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

Employer identification number

VAN VLEET, T/A/F VAN VLEET EDN 59-7906324

62-6034067

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

6b Total Combine the amounts in column (f) Enter here and on Schedule D, line 6b -54,243.00

-54,243.00

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)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					5,986.	
3,500.00		363.448 RIDGEWORTH FD-LARGECAP CORE EQTY PROPERTY TYPE: SECURITIES 6,426.00				12/11/2006	01/13/2009	
40,000.00		40000. GTE CALIFORNIA DEBENTURES PROPERTY TYPE: SECURITIES 42,740.00				03/03/2004	01/15/2009	
40,000.00		40000. GTE CALIFORNIA DEBENTURES PROPERTY TYPE: SECURITIES 42,740.00				03/03/2004	01/15/2009	
100,000.00		100000. FED NATL MTG ASSN PROPERTY TYPE: SECURITIES 100,000.00	3.250%	2/1		04/14/2004	02/15/2009	
100,000.00		100000. FED NATL MTG ASSN PROPERTY TYPE: SECURITIES 99,336.00	3.250%	2/1		03/03/2004	02/15/2009	
100,000.00		100000. FED NATL MTG ASSN PROPERTY TYPE: SECURITIES 100,000.00	3.250%	2/1		04/14/2004	02/15/2009	
100,000.00		100000. FED NATL MTG ASSN PROPERTY TYPE: SECURITIES 100,000.00	3.250%	2/1		04/14/2004	02/15/2009	
100,000.00		100000. FED NATL MTG ASSN PROPERTY TYPE: SECURITIES 99,336.00	3.250%	2/1		03/03/2004	02/15/2009	
1,200.00		126.582 RIDGEWORTH FD-LARGECAP CORE EQTY PROPERTY TYPE: SECURITIES 2,238.00				12/11/2006	04/21/2009	
3,500.00		369.199 RIDGEWORTH FD-LARGECAP CORE EQTY PROPERTY TYPE: SECURITIES 6,527.00				12/11/2006	04/21/2009	

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		
50,000.00			4863.813 RIDGEWORTH FD-INTERMEDIATE BD #			02/06/2009	05/01/2009
			PROPERTY TYPE: SECURITIES				
			49,854.00			146.00	
175,000.00			17023.346 RIDGEWORTH FD-INTERMEDIATE BD			02/06/2009	05/01/2009
			PROPERTY TYPE: SECURITIES				
			173,130.00			1,870.00	
76,000.00			7392.996 RIDGEWORTH FD-INTERMEDIATE BD #			08/12/2008	05/01/2009
			PROPERTY TYPE: SECURITIES				
			74,743.00			1,257.00	
30,000.00			2918.288 RIDGEWORTH FD-INTERMEDIATE BD #			02/06/2009	05/01/2009
			PROPERTY TYPE: SECURITIES				
			29,912.00			88.00	
128,000.00			12451.362 RIDGEWORTH FD-INTERMEDIATE BD			08/12/2008	05/01/2009
			PROPERTY TYPE: SECURITIES				
			125,883.00			2,117.00	
10,000.00			972.763 RIDGEWORTH FD-INTERMEDIATE BD #8			02/06/2009	05/01/2009
			PROPERTY TYPE: SECURITIES				
			9,971.00			29.00	
40,000.00			3891.051 RIDGEWORTH FD-INTERMEDIATE BD #			08/12/2008	05/01/2009
			PROPERTY TYPE: SECURITIES				
			39,339.00			661.00	
500.00			45.126 RIDGEWORTH FD-LARGECAP CORE EQTY#			12/11/2006	07/27/2009
			PROPERTY TYPE: SECURITIES				
			798.00			-298.00	
200.00			18.051 RIDGEWORTH FD-LARGECAP CORE EQTY#			12/11/2006	07/27/2009
			PROPERTY TYPE: SECURITIES				
			319.00			-119.00	
500.00			47.664 RIDGEWORTH FD-TOTAL RETURN BD #80			05/01/2009	07/27/2009
			PROPERTY TYPE: SECURITIES				
			491.00			9.00	
200.00			19.066 RIDGEWORTH FD-TOTAL RETURN BD #80			05/01/2009	07/27/2009
			PROPERTY TYPE: SECURITIES				
			196.00			4.00	

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

Kind of Property		Description				IP 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)	
200.00		19.231 RIDGEWORTH FD-INTERMEDIATE BD #85 PROPERTY TYPE: SECURITIES 194.00				08/12/2008	07/27/2009	6.00
500.00		48.077 RIDGEWORTH FD-INTERMEDIATE BD #85 PROPERTY TYPE: SECURITIES 486.00				08/12/2008	07/27/2009	14.00
100,000.00		100000. FED HOME LN BK PROPERTY TYPE: SECURITIES 100,146.00	3.750%	8/1		09/09/2004	08/18/2009	-146.00
100,000.00		100000. FED HOME LN BK PROPERTY TYPE: SECURITIES 100,146.00	3.750%	8/1		09/09/2004	08/18/2009	-146.00
100,000.00		100000. FED HOME LN BK PROPERTY TYPE: SECURITIES 100,146.00	3.750%	8/1		09/09/2004	08/18/2009	-146.00
100,000.00		100000. FED HOME LN BK PROPERTY TYPE: SECURITIES 100,146.00	3.750%	8/1		09/09/2004	08/18/2009	-146.00
6,700.00		580.589 RIDGEWORTH FD-LARGE CAP CORE EQTY PROPERTY TYPE: SECURITIES 10,152.00				03/31/1998	08/21/2009	-3,452.00
6,700.00		632.672 RIDGEWORTH FD-TOTAL RETURN BD #8 PROPERTY TYPE: SECURITIES 6,517.00				05/01/2009	08/21/2009	183.00
6,700.00		639.924 RIDGEWORTH FD-INTERMEDIATE BD #8 PROPERTY TYPE: SECURITIES 6,470.00				08/12/2008	08/21/2009	230.00
5,000.00		409.5 RIDGEWORTH FD-LARGE CAP CORE EQTY#9 PROPERTY TYPE: SECURITIES 7,240.00				12/11/2006	10/14/2009	-2,240.00
7,500.00		614.251 RIDGEWORTH FD-LARGE CAP CORE EQTY PROPERTY TYPE: SECURITIES 10,860.00				12/11/2006	10/14/2009	-3,360.00

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

Kind of Property		Description				1b 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			
14,000.00		1333.333 RIDGEWORTH FD-INTERMEDIATE BD # PROPERTY TYPE: SECURITIES 13,667.00				02/06/2009	10/15/2009	
16,700.00		1334.932 RIDGEWORTH FD-LARGE CAP CORE EQT PROPERTY TYPE: SECURITIES 25,484.00				10/01/2007	12/01/2009	
18,500.00		1478.817 RIDGEWORTH FD-LARGE CAP CORE EQT PROPERTY TYPE: SECURITIES 28,231.00				10/01/2007	12/01/2009	
15,000.00		1199.041 RIDGEWORTH FD-LARGE CAP CORE EQT PROPERTY TYPE: SECURITIES 22,890.00				10/01/2007	12/01/2009	
18,000.00		1438.849 RIDGEWORTH FD-LARGE CAP CORE EQT PROPERTY TYPE: SECURITIES 27,468.00				10/01/2007	12/01/2009	
18,500.00		1720 93 RIDGEWORTH FD-TOTAL RETURN BD #8 PROPERTY TYPE: SECURITIES 18,311.00				08/19/2009	12/01/2009	
15,000.00		1395.349 RIDGEWORTH FD-TOTAL RETURN BD # PROPERTY TYPE: SECURITIES 14,847.00				08/19/2009	12/01/2009	
18,000.00		1674.419 RIDGEWORTH FD-TOTAL RETURN BD # PROPERTY TYPE: SECURITIES 17,816.00				08/19/2009	12/01/2009	
16,700.00		1553.488 RIDGEWORTH FD-TOTAL RETURN BD # PROPERTY TYPE: SECURITIES 16,638.00				10/05/2009	12/01/2009	
151.00		14.236 RIDGEWORTH FD-INTERMEDIATE BD #85 PROPERTY TYPE: SECURITIES 146.00				02/06/2009	12/01/2009	
16,549.00		1556.789 RIDGEWORTH FD-INTERMEDIATE BD # PROPERTY TYPE: SECURITIES 15,739.00				08/12/2008	12/01/2009	

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

Kind of Property		Description				In 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			
18,500.00		1740.358 RIDGEWORTH FD-INTERMEDIATE BD # PROPERTY TYPE: SECURITIES 17,595.00				08/12/2008	12/01/2009	
15,000.00		1411.101 RIDGEWORTH FD-INTERMEDIATE BD # PROPERTY TYPE: SECURITIES 14,464.00				02/06/2009	12/01/2009	
18,000.00		1693.321 RIDGEWORTH FD-INTERMEDIATE BD # PROPERTY TYPE: SECURITIES 17,119.00				08/12/2008	12/01/2009	
TOTAL GAIN(LOSS)						- - - - -	- 6,739.	
						=====	=====	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST	245,149.	247,506.
TOTAL	245,149.	247,506.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREP FEE	1,000.			1,000.
TOTALS	1,000.	NONE		1,000.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION

FED TAX ESTIMATE 60.

TOTALS 60.

=====

REVENUE
AND
EXPENSES
PER BOOKS

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST / FMV C OR F	BEGINNING BOOK VALUE	BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	C	11,948,334.	11,842,852.	9,334,575.
TOTALS		11,948,334.	11,842,852.	9,334,575.

=====

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

DESCRIPTION	AMOUNT
ACCRETION	6,412.
TOTAL	6,412.

STATE(S) WHERE THE FOUNDATION IS REGISTERED

=====

TN

STATEMENT 6

VAN VLEET, T/A/F VAN VLEET FDN 59-7906324

62-6034067

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

=====

OFFICER NAME:

SUNTRUST BANK

ADDRESS:

1414 RALEIGH ROAD, STE. 150

CHAPEL HILL, NC 27517

TITLE:

TRUSTEE, AS REQ'D

COMPENSATION 25,764.

OFFICER NAME:

WILLIAM L. RICHMOND

ADDRESS:

MEMPHIS, TN

TITLE:

ADVISOR, AS REQ'D

OFFICER NAME:

B. SNOWDEN BOYLE, JR

ADDRESS:

MEMPHIS, TN

TITLE:

ADVISOR, AS REQ'D

TOTAL COMPENSATION:

25,764.

=====

STATEMENT 7

VAN VLEET, T/A/F VAN VLEET FDN 59-7906324

62-6034067

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

=====

RECIPIENT NAME:

RHODES COLLEGE
N.P. MCWHIRTER

ADDRESS:

2000 NORTH PARKWAY
MEMPHIS, TN 38112-1690

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 18,947.

RECIPIENT NAME:

ST JUDE CHILDREN'S HOSPITAL
CAROLYN DICKENS

ADDRESS:

501 ST JUDE PLACE
MEMPHIS, TN 38105

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 93,430.

RECIPIENT NAME:

UNIVERSITY OF MEMPHIS

ADDRESS:

275 ADMINISTRATION BUILDING
MEMPHIS, TN 38152-3370

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 105,647.

STATEMENT 8

VAN VLEET, T/A/F VAN VLEET FDN 59-7906324

62-6034067

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

=====

RECIPIENT NAME:

UNIVERSITY OF TENNESSEE
LEIGH STUBBS

ADDRESS:

62 SOUTH DUNLAP STREET
MEMPHIS, TN 38103-4903

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 298,492.

TOTAL GRANTS PAID:

516,516.

=====

FEDERAL CAPITAL GAIN DIVIDENDS

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

RIDGEWORTH FD-TOTAL RETURN BD #800	5,337.00
RIDGEWORTH FD-INTERMEDIATE BD #850	648.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	5,986.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	5,986.00
=====	

990PF, PART VII-B LINE 2B – SECTION 4942a2 EXPLANATION STATEMENT

This question does not apply. The foundation does not have any undistributed income from prior years.

Investment Review (58 Items)- as of 02/05/2010 (Settle Date View) [print](#) | [expand](#) | [contract](#) | [save](#) | [ticker](#) | [account](#)

Click on an investment class to show investment information or select a date from the drop-down listbox to view historical investment information.
available) **Disclaimer Pricing changes made since the last statement may not be reflected in Investment Review values

Assets 12/31/2009
as of

Account. All Accounts

MAIN-7906324 / SUBS-
7906325,7906326,7906327,7906328,7906329,79063646,7906347,7906348

	P/I	Units	Market Value	% Mkt Value	Accrued Income	Tax Cost	Est Annual Income	Yield at Mkt
STIF & MONEY MARKET FUNDS			\$112,033.79	1.186%	\$4,785	\$112,033.79	\$74.17	0.06%
STI TAXABLE			\$112,033.79	1.186%	\$4,785	\$112,033.79	\$74.17	0.06%
76628T389		112,033.7900	\$112,033.79	1.186%	\$4,785	\$112,033.79	\$74.17	0.06%
RIDGEWORTH FD-PRIME QUALITY MMKT								
<i>I SHS #500</i>								
US GOVERNMENT & AGENCY BONDS			\$1,397,347.00	14.792%	\$25,143.75	\$1,274,841.84	\$58,875.00	4.21
OTHER US GOVT AGENCIES			\$1,397,347.00	14.792%	\$25,143.75	\$1,274,841.84	\$58,875.00	4.21
3133XECU1		200,000.0000	\$208,812.00	2.210%	\$3,417.36	\$197,077.80	\$9,250.00	4.43%
FEDERAL HOME LOAN BANK								
GLOBAL BDS								
<i>DTD 01/06/06 4 625% DUE 02/18/11</i>								
<i>Rating AAA</i>								
3134A4TZ7		500,000.0000	\$539,690.00	5.713%	\$10,375.00	\$489,095.55	\$22,500.00	4.16%
FEDERAL HOME LOAN MTG CORP								
GLOBAL NOTES								
<i>DTD 07/18/03 4 500% DUE 07/15/13</i>								
<i>Rating AAA</i>								
3134A4UM4		500,000.0000	\$540,470.00	5.721%	\$10,375.00	\$490,222.79	\$22,500.00	4.16%
FEDERAL HOME LOAN MTG CORP								
MEDIUM TERM NTS								
<i>DTD 01/16/04 4 500% DUE 01/15/14</i>								
<i>Rating AAA</i>								
31359MTG8		100,000.0000	\$108,375.00	1.147%	\$976.39	\$98,445.70	\$4,625.00	4.26%
FEDERAL NATIONAL MTG ASSN								
NOTES								
<i>DTD 09/26/03 4 625% DUE 10/15/13</i>								
<i>Rating AAA</i>								
CORPORATE OBLIGATIONS			\$200.00	0.002%	\$0.00	\$200.00	\$0.00	0.00%
CLOSELY HELD BONDS			\$200.00	0.002%	\$0.00	\$200.00	\$0.00	0.00%
SU1520000		200.0000	\$200.00	0.002%	\$0.00	\$200.00	\$0.00	0.00%
EASTERN POINT YACHT CLUB								
\$100 REGD NON-INT BEARING SUBD DEBT								
<i>DUE 03/01/2050</i>								
PROPRIETARY FUNDS			\$7,937,027.55	84.020%	\$5,544.75	\$10,567,809.23	\$167,171.64	2.10
FIXED INCOME			\$2,393,005.50	25.332%	\$5,544.75	\$2,345,472.39	\$96,264.89	4.02
76628T702		96,949.8540	\$1,012,156.48	10.714%	\$2,319.73	\$980,287.12	\$36,840.94	3.64%
RIDGEWORTH FD-INTERMEDIATE BD								
<i>I SHS #850</i>								
<i>Rating N/A</i>								
76628T512		131,760.4030	\$1,380,849.02	14.617%	\$3,225.02	\$1,365,185.27	\$59,423.94	4.30
RIDGEWORTH FD-TOTAL RETURN BD								
<i>I SHS #800</i>								
<i>Rating N/A</i>								
E. LARGE CAP VALUE			\$5,544,022.05	58.688%	\$0.00	\$8,222,336.84	\$70,906.76	1.27
76628R771		443,167.2300	\$5,544,022.05	58.688%	\$0.00	\$8,222,336.84	\$70,906.76	1.27
RIDGEWORTH FD-LARGE CAP CORE EQUITY								
<i>I SHS #983</i>								
<i>Rating N/A</i>								
MISCELLANEOUS ASSETS			\$0.00	0.000%	\$0.00	\$1.00	\$0.00	0.00%
ACCOUNT RECEIVABLES			\$0.00	0.000%	\$0.00	\$1.00	\$0.00	0.00%

⊕ 997001DK5 CLASS ACTION PENDING ACE LTD ON RCPT OF FINAL PMT	1 0000	\$0 00	0 000%	\$0 00	\$0 00	\$0 00	\$0 00	0 000
⊕ 997001FA5 CLASS ACTION PENDING AMERICAN INTL GROUP ON RCPT OF FINAL PMT	2 0000	\$0 00	0 000%	\$0 00	\$0 00	\$0 00	\$0 00	0 000
⊕ 997000KD5 CLASS ACTION PENDING BRISTOL MYERS 2ND ON RCPT OF FINAL PMT	1 0000	\$0 00	0 000%	\$0 00	\$1 00	\$0 00	\$0 00	0 000
⊕ 997000WS9 CLASS ACTION PENDING ENRON CORP ON RCPT OF FINAL PMT	1 0000	\$0 00	0 000%	\$0 00	\$0 00	\$0 00	\$0 00	0 000
⊕ 997000NN0 CLASS ACTION PENDING FEDERAL HOME LOAN MTG CORP ON RCPT OF FINAL PMT	6 0000	\$0 00	0 000%	\$0 00	\$0 00	\$0 00	\$0 00	0 000
⊕ 997001FD9 CLASS ACTION PENDING MOTOROLA ON RCPT OF FINAL PMT	1 0000	\$0 00	0 000%	\$0 00	\$0 00	\$0 00	\$0 00	0 000
TOTAL:		\$9,446,608.34	100%	\$30,693.28	\$11,954,885.86	\$226,120.81	2 39	

Please note Market values and transactions reflect beginning of current business day's pricing and activities. Month end values may differ from your month end Statement of Account due to retroactive pricing

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