Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0052

2009

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

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

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

Name of foundation
PADDISON CHARITABLE FOUNDATION
ATTENTION JIM BAUGH

Number and street (or P O. box number if mail is not delivered to street address) | Room/suite
1111 NORTHSHORE DRIVE, S130

City or town, state, and ZIP code
KNOXVILLE, TN 37919

A Employer identification number
62-6310121

B Telephone number
865-766-3017

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) ▶$ 2,145,902.

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).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	112,500.			
2	Check ▶☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	10,579.	10,579.	10,579.	STATEMENT 1
4	Dividends and interest from securities	41,673.	41,673.	41,673.	STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<257,934.>			STATEMENT 3
b	Gross sales price for all assets on line 6a 1,039,873.				
7	Capital gain net income (from Part IV, line 2)		0.		
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)				
11	Other income				
12	**Total.** Add lines 1 through 11	<93,182.>	52,252.	52,252.	
13	Compensation of officers, directors, trustees, etc	12,997.	6,498.	0.	6,499.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 4	1,200.	0.	0.	0.
c	Other professional fees				
17	Interest				
18	Taxes STMT 5	287.	287.	0.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses				
24	**Total operating and administrative expenses.** Add lines 13 through 23	14,484.	6,785.	0.	6,499.
25	Contributions, gifts, grants paid	103,000.			103,000.
26	**Total expenses and disbursements.** Add lines 24 and 25	117,484.	6,785.	0.	109,499.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<210,666.>			
b	**Net investment income** (if negative, enter -0-)		45,467.		
c	**Adjusted net income** (if negative, enter -0-)			52,252.	

Revenue / Operating and Administrative Expenses

SCANNED MAY 18 2010

RECEIVED MAY 17 2010 OGDEN, UT IRS-OSC

923501 02-02-10 LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions. Form **990-PF** (2009)

09020512 781331 17380-04080 2009.03040 PADDISON CHARITABLE FOUNDAT 17380-A1

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	216,626.	62,215.	62,215.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 262.			
	Less: allowance for doubtful accounts ▶	18,632.	262.	262.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	161,377.	49,140.	50,228.
	b Investments - corporate stock STMT 8	1,573,509.	1,783,646.	1,967,935.
	c Investments - corporate bonds STMT 9	219,431.	65,140.	65,262.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	2,189,575.	1,960,403.	2,145,902.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,189,575.	2,189,575.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	<229,172.>	
	30 **Total net assets or fund balances**	2,189,575.	1,960,403.	
	31 **Total liabilities and net assets/fund balances**	2,189,575.	1,960,403.	

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	2,189,575.
2	Enter amount from Part I, line 27a	2	<210,666.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,978,909.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	18,506.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,960,403.

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				
b	NONE			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
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 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	138,221.	2,279,446.	.060638
2007	132,474.	2,551,180.	.051927
2006	116,655.	2,282,204.	.051115
2005	89,876.	1,981,739.	.045352
2004	91,406.	1,697,915.	.053834

2	**Total** of line 1, column (d)	2	.262866
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	.052573
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,836,513.
5	Multiply line 4 by line 3	5	96,551.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	455.
7	Add lines 5 and 6	7	97,006.
8	Enter qualifying distributions from Part XII, line 4	8	109,499.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	455.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	455.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	455.
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,763.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	1,763.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,308.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶	1,308.	Refunded ▶	11	0.

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 instructions for definition)? *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.*	1b		X
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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN			
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)? *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 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 ▶ PINNACLE NATIONAL BANK/ JIM BAUGH Telephone no. ▶865-766-3017

Located at ▶1111 NORTHSHORE DR., SUITE S130, KNOXVILLE, TN ZIP+4 ▶37919

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

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	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 instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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 instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | 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? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
MARY PADDISON JAMES 3920 BEVERLY PLACE KNOXVILLE, TN 37918	CO-TRUSTEE 3.00	0.	0.	0.
PINNACLE BANK - SUCCESSOR TRUSTEE 1111 NORTHSHORE DR, SUITE S130 KNOXVILLE, TN 37919	CO-TRUSTEE 3.00	12,997.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services	▶	0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2009)

923561 02-02-10

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	1,757,558.
b	Average of monthly cash balances	1b	106,900.
c	Fair market value of all other assets	1c	22.
d	**Total** (add lines 1a, b, and c)	1d	1,864,480.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,864,480.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	27,967.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,836,513.
6	**Minimum investment return.** Enter 5% of line 5	6	91,826.

Part XI Distributable Amount (see 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	91,826.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 455.		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	455.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	91,371.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	91,371.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	91,371.

Part XII Qualifying Distributions (see 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	109,499.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	109,499.
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	5	455.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	109,044.

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 instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				91,371.
2 Undistributed income, if any, as of the end of 2009.				
a Enter amount for 2008 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004 7,166.				
b From 2005				
c From 2006 5,649.				
d From 2007 7,585.				
e From 2008 25,166.				
f **Total** of lines 3a through e	45,566.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 109,499.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				91,371.
e Remaining amount distributed out of corpus	18,128.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	63,694.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	7,166.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	56,528.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006 5,649.				
c Excess from 2007 7,585.				
d Excess from 2008 25,166.				
e Excess from 2009 18,128.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 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)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a 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 the instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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:

PADDISON FOUNDATION, PINNACLE BANK, TTEE, 865-766-3017
1111 NORTHSHORE DR., SUITE S130, KNOXVILLE, TN 37919

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

APPLICATION FORM CAN BE REQUESTED AT THE ABOVE ADDRESS.

c Any submission deadlines:

APPLICATION MUST BE MADE BY JANUARY 31

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

NONE

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 10				
Total			▶ 3a	103,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	10,579.	
4 Dividends and interest from securities			14	41,673.	
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			01		
8 Gain or (loss) from sales of assets other than inventory					<257,934.>
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)		0.		52,252.	<257,934.>

13 Total. Add line 12, columns (b), (d), and (e) 13 <205,682.>

(See worksheet in line 13 instructions 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).
	LOSS ON SALE OF SECURITIES THAT PRODUCE INVESTMENT INCOME

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

James F. Baugh, Sr. V.P. | 5/13/10 | Sr. V.P. Trustee

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Z.B. Dunlap	Date 05/12/10	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	KRAFTCPAS PLLC 555 GREAT CIRCLE ROAD NASHVILLE, TN 37228		EIN	
			Phone no. (615)242-7351	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization	Employer identification number
PADDISON CHARITABLE FOUNDATION ATTENTION JIM BAUGH	62-6310121

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year. ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
PADDISON CHARITABLE FOUNDATION ATTENTION JIM BAUGH	62-6310121

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	PADDISON CHARITABLE LEAD TRUSTS 1111 NORTHSHORE DR., SUITE S130 KNOXVILLE, TN 37919	$ 112,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
PINNACLE BANK TRUST DEPARTMENT	10,579.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	10,579.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
PINNACLE BANK TRUST DEPT	41,673.	0.	41,673.
TOTAL TO FM 990-PF, PART I, LN 4	41,673.	0.	41,673.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 3

(A) DESCRIPTION OF PROPERTY	NAME OF BUYER	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECURITY LITIGATION PROCEEDS	SALE ON STOCK EXCHANGE	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
352.	0.	0.	0.	352.

(A) DESCRIPTION OF PROPERTY	NAME OF BUYER	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE ATTACHED SCHEDULE	SALE ON EXCHANGE	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,039,521.	1,297,807.	0.	0.	<258,286.>

NET GAIN OR LOSS FROM SALE OF ASSETS	<257,934.>
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	<257,934.>

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,200.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	1,200.	0.	0.	0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	287.	287.	0.	0.
TO FORM 990-PF, PG 1, LN 18	287.	287.	0.	0.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
PRIOR YEAR SETTLEMENT OF SALE ADJUSTMENT	18,506.
TOTAL TO FORM 990-PF, PART III, LINE 5	18,506.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
PINNACLE BANK	X		49,140.	50,228.
TOTAL U.S. GOVERNMENT OBLIGATIONS			49,140.	50,228.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			49,140.	50,228.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PINNACLE BANK	1,783,646.	1,967,935.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,783,646.	1,967,935.

FORM 990-PF	CORPORATE BONDS	STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PINNACLE BANK	65,140.	65,262.
TOTAL TO FORM 990-PF, PART II, LINE 10C	65,140.	65,262.

FORM 990-PF	GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR	STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
RHODES COLLEGE 2000 N PARKWAY MEMPHIS, TN 38112	SCHOLARSHIP		3,000.
CENTRAL HIGH SCHOOL AUTO MECHANICS DEPT 5321 JACKSBORO PIKE KNOXVILLE, TN 37918			4,000.
CENTRAL HIGH SCHOOL LANDSCAPING CLASS 5321 JACKSBORO PIKE KNOXVILLE, TN 37918			1,000.
CENTRAL HIGH SCHOOL LIBRARY 5321 JACKSBORO PIKE KNOXVILLE, TN 37918			1,000.
CENTRAL HIGH SCHOOL SCHOLARS BOWL 5321 JACKSBORO PIKE KNOXVILLE, TN 37918			1,000.
EMERALD YOUTH FOUNDATION 1718 N CENTRAL ST. KNOXVILLE, TN 37917			6,000.

FOUNTAIN CITY MINISTRY CENTER P.O. BOX 5311 KNOXVILLE, TN 37928		10,000.
FRIENDS OF THE GREAT SMOKY MOUNTAIN NATIONAL PARK P.O. BOX 1660 KODAK, TN 377647660		10,000.
INTERFAITH HEALTH CLINIC 315 GILL AVE. KNOXVILLE, TN 37917		2,000.
KNOX COUNTY SCHOOLS ADULT LITERACY PROGRAM 912 S. GAY STREET KNOXVILLE, TN 37901		10,000.
KNOXVILLE-KNOX COUNTY CAC 2247 WESTERN AVE KNOXVILLE, TN 37950	MOBILE MEALS	10,000.
KNOXVILLE-ZOOLOGICAL GARDENS 3500 KNOXVILLE ZOO DR. KNOXVILLE, TN 37914	EDUCATIONAL	10,000.
MARYVILLE COLLEGE SCHOLARSHIP FUND 502 E. LAMAR ALEXANDER PKWY MARYVILLE, TN 37804	FUNDING THE ROGER B. & EVELYN W. PASSISON SCHOLARSHI	10,000.
SECOND HARVEST FOOD BANK 922 DELAWARE AVE. KNOXVILLE, TN 37921		8,000.
ST. PAUL METHODIST CHURCH 4014 GARDEN DR. KNOXVILLE, TN 37918	TRUSTEE PROJECTS	10,000.
UNIVERSITY OF TENNESSEE KNOXVILLE 800 ANDY HOLT TOWER KNOXVILLE, TN 37996	SCHOLARSHIP PAYMENT	3,000.

CELEBRATE RECOVERY 9915 KINGSTON PIKE KNOXVILLE, TN 37922	SCHOLARSHIP PAYMENT FOR MATTHEW RYAN ROBINSON	2,000.
YOUNG WILLIAMS ANIMAL CENTER 3201 DIVISION STREET KNOXVILLE, TN 37919		2,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A		103,000.

ACCOUNT 43-0041-01-2 CTUA PADDISON FOUNDATION
TAX IDENT NO 62-6310121
ADM OFFICER JFB
INV OFFICER GWM

FEDERAL LOSS CARRYOVER
ST .00
LT .00

SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX PURPOSES

TRANSACTION DESCRIPTION	DATE SOLD DATE ACQ	NET PROCEEDS FEDERAL TAX COST STATE TAX COST	GAIN/LOSS: FEDERAL SHORT TERM STATE SHORT TERM	GAIN/LOSS: FEDERAL LONG TERM STATE LONG TERM FEDERAL 5 YR GAIN STATE 5 YR GAIN	
INVESTED PRINCIPAL ASSETS ========================					
RECD PROCEEDS ON MATURITY OF FEDERAL HOME LOAN MORTGAGE CORP 5.75% DUE 3-15-2009	00/00/00 01/05/05	60,000.00 60,000.00 60,000.00			
LONG TERM CAPITAL GAINS DIST AT 0.72 PER SHARE FIDELITY ADVISOR SMALL CAP FUND CLASS A #294	00/00/00 00/00/00	3,232.88		3,232.88 3,232.88	FL SL
TO REVERSE ENTRY OF 12/17/08 RECORD ENTRY NO. 0812170000125 SOLD INCORRECT SHARES SOLD 1250 SHS 12/12/08 @ 10.9953 DELL INC.	00/00/00 12/12/08	13,681.55- 29,874.27- 29,874.27-	228.67- 228.67-	16,421.39 16,421.39	FL SL
LONG TERM CAPITAL GAIN PAYABLE PAYABLE 12/24/08 AMERICAN FUNDS EUROPACIFIC GROWTH FUND CLASS F1 #416	00/00/00 00/00/00	1,506.95		1,506.95 1,506.95	FL SL
TO CORRECT ENTRY OF 07/21/09 RECORD ENTRY NO. 0907210000012 S/B 500 SHS $9,725.57 SOLD 500 SHS 07/20/09 @ 19.84 BUFFALO SMALL CAP FUND	00/00/00 07/20/09	9,527.17- 8,825.00- 8,825.00-	702.17- 702.17-		
TO CORRECT ENTRY OF 07/23/09 RECORD ENTRY NO. 0907230000118	00/00/00 07/22/09	7,694.72- 7,060.00-	634.72-		

ACCOUNT 43-0041-01-2 CTUA PADDISON FOUNDATION
TAX IDENT NO 62-6310121
ADM OFFICER JFB
INV OFFICER GWM

FEDERAL LOSS CARRYOVER
ST .00
LT .00

SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX PURPOSES

TRANSACTION DESCRIPTION	DATE SOLD DATE ACQ	NET PROCEEDS FEDERAL TAX COST STATE TAX COST	GAIN/LOSS FEDERAL SHORT TERM STATE SHORT TERM	GAIN/LOSS FEDERAL LONG TERM STATE LONG TERM FEDERAL 5 YR GAIN STATE 5 YR GAIN
S/B 400 SHS $7,854.96 SOLD 400 SHS 07/22/09 @ 20.03 BUFFALO SMALL CAP FUND		7,060.00-	634.72-	
TO CORRECT ENTRY OF 08/28/09 RECORD ENTRY NO. 0908280000028 S/B 228.311 SHS $4,900.40 SOLD 228.311 SHS 08/27/09 @ 21.9 BUFFALO SMALL CAP FUND	00/00/00 08/27/09	4,880.40- 4,029.69- 4,029.69-	 850.71- 850.71-	
SHORT TERM CAPITAL GAINS DIST AT $ .027 PER SHARE AMERICAN CENTURY DIVERSIFIED BOND FUND - INV **RECORD DATE 12/07/2009	00/00/00 00/00/00	67.50	 67.50 67.50	
LONG TERM CAPITAL GAINS DIST AT $ .001 PER SHARE PIMCO LOW DURATION FUND #36 **RECORD DATE 12/08/2009	00/00/00 00/00/00	9.06		 9.06 FL 9.06 SL
SHORT TERM CAPITAL GAINS DIST AT $ .007 PER SHARE PIMCO LOW DURATION FUND #36 **RECORD DATE 12/08/2009	00/00/00 00/00/00	65.43	 65.43 65.43	
LONG TERM CAPITAL GAINS DIST AT $ .000 PER SHARE JANUS SHORT-TERM BOND FUND CLASS J **RECORD DATE 12/21/2009	00/00/00 00/00/00	28.49		 28.49 FL 28.49 SL

ACCOUNT 43-0041-01-2 CTUA PADDISON FOUNDATION
TAX IDENT NO 62-6310121
ADM OFFICER JFB
INV OFFICER GWM

FEDERAL LOSS CARRYOVER
ST .00
LT .00

SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX PURPOSES

TRANSACTION DESCRIPTION	DATE SOLD DATE ACQ	NET PROCEEDS FEDERAL TAX COST STATE TAX COST	GAIN/LOSS: FEDERAL SHORT TERM STATE SHORT TERM	GAIN/LOSS: FEDERAL LONG TERM STATE LONG TERM FEDERAL 5 YR GAIN STATE 5 YR GAIN
SOLD 1100 SHS 12/12/08 DELL INC.	12/12/08 08/11/08	12,149.90 29,874.27 29,874.27	 1,403.10- 1,403.10-	 16,321.27- FL 16,321.27- SL
RECD PROCEEDS ON MATURITY OF 25,000 PAR VALUE US TREASURY NOTE 2.625% DUE 3-15-2009	03/15/09 03/18/05	23,706.05 23,706.05 23,706.05		
SOLD 600 SHS 03/26/09 @ 15.0983 AMERICAN EXPRESS CO COM	03/26/09 01/24/07	9,028.92 35,331.36 35,331.36		 26,302.44- FL 26,302.44- SL
SOLD 850 SHS 03/26/09 @ 23.3088 CITRIX SYS INC.	03/26/09 08/11/08	19,769.86 26,777.46 26,777.46	 7,007.60- 7,007.60-	
SOLD 300 SHS 03/26/09 @ 48.3567 DEVON ENERGY COMMON	03/26/09 01/14/08	14,491.92 27,017.52 27,017.52		 12,525.60- FL 12,525.60- SL
SOLD 900 SHS 03/26/09 @ 19.0389 DISNEY WALT CO COM DISNEY	03/26/09 04/24/06	17,089.91 23,248.28 23,248.28		 6,158.37- FL 6,158.37- SL
SOLD 400 SHS 03/26/09 @ 39.4325 EATON CORP COMMON	03/26/09 08/11/08	15,752.91 35,997.27 35,997.27	 20,244.36- 20,244.36-	
SOLD 500 SHS 03/26/09 @ 40.8384	03/26/09 11/10/08	20,394.08 26,762.05	 6,367.97-	

ACCOUNT 43-0041-01-2 CTUA PADDISON FOUNDATION
TAX IDENT NO 62-6310121
ADM OFFICER JFB
INV OFFICER GWM

FEDERAL LOSS CARRYOVER
ST .00
LT .00

SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX PURPOSES

TRANSACTION DESCRIPTION	DATE SOLD DATE ACQ	NET PROCEEDS FEDERAL TAX COST STATE TAX COST	GAIN/LOSS: FEDERAL SHORT TERM STATE SHORT TERM	GAIN/LOSS: FEDERAL LONG TERM STATE LONG TERM FEDERAL 5 YR GAIN STATE 5 YR GAIN	
FIRSTENERGY COMMON		26,762.05	6,367.97-		
SOLD 300 SHS 03/26/09	03/26/09	28,475.84			
@ 94.97	01/10/07	24,832.50		3,643.34	FL
GENENTECH INC.		24,832.50		3,643.34	SL
SOLD 300 SHS 03/26/09	03/26/09	12,901.42			
@ 43.055	02/15/08	25,011.18		12,109.76-	FL
GENERAL DYNAMICS CORP		25,011.18		12,109.76-	SL
SOLD 700 SHS 03/26/09	03/26/09	12,098.94			
@ 17.3343	08/11/08	33,366.44	21,267.50-		
HALLIBURTON CO COMMON		33,366.44	21,267.50-		
SOLD 1200 SHS 03/26/09	03/26/09	19,468.93			
@ 16.2742	02/15/08	31,301.64		11,832.71-	FL
JUNIPER NETWORKS		31,301.64		11,832.71-	SL
SOLD 3738.821 SHS 04/20/09	04/20/09	53,839.02			
@ 14.4	12/17/08	78,237.29	24,398.27-		
PIONEER MID-CAP VALUE FUND Y		78,237.29	24,398.27-		
SOLD 2920.941 SHS 04/20/09	04/20/09	47,056.36			
@ 16.11	12/17/08	78,106.28	31,049.92-		
PIONEER SER TR II GROWTH OPP Y		78,106.28	31,049.92-		
SOLD 1000 SHS 04/20/09	04/20/09	39,338.98			
@ 39.39	09/21/07	74,636.54		35,297.56-	FL
ISHARES TR MSCI EAFE INDEX		74,636.54		35,297.56-	SL
SOLD 600 SHS 04/20/09	04/20/09	19,763.49			
@ 32.99	08/11/08	31,952.94	1,139.72-	11,049.73-	FL

ACCOUNT 43-0041-01-2 CTUA PADDISON FOUNDATION
TAX IDENT NO 62-6310121
ADM OFFICER JFB
INV OFFICER GWM

FEDERAL LOSS CARRYOVER
ST .00
LT .00

SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX PURPOSES

TRANSACTION DESCRIPTION	DATE SOLD DATE ACQ	NET PROCEEDS FEDERAL TAX COST STATE TAX COST	GAIN/LOSS FEDERAL SHORT TERM STATE SHORT TERM	GAIN/LOSS FEDERAL LONG TERM STATE LONG TERM FEDERAL 5 YR GAIN STATE 5 YR GAIN	
XTO ENERGY INC.		31,952.94	1,139.72-	11,049.73-	SL
SOLD 550 SHS 05/04/09	05/04/09	25,475.34			
@ 46.37	12/27/04	22,315.21		3,160.13	FL
ALLERGAN INC		22,315.21		3,160.13	SL
SOLD 1225 SHS 05/12/09	05/12/09	22,894.78			
@ 18.7401	12/27/04	17,737.80		5,156.98	FL
CISCO SYS INC. COM		17,737.80		5,156.98	SL
SOLD 500 SHS 05/12/09	05/12/09	19,749.49			
@ 39.55	11/09/05	25,100.00		5,350.51-	FL
ISHS RUS 1000 GR FD RUSSELL 1000		25,100.00		5,350.51-	SL
GROWTH INDEX FD					
SOLD 325 SHS 05/12/09	05/12/09	17,903.78			
@ 55.14	09/27/05	13,579.28		4,324.50	FL
SCHLUMBERGER LTD COM		13,579.28		4,324.50	SL
SOLD 550 SHS 05/12/09	05/12/09	20,288.97			
@ 36.94	11/10/08	20,635.56	346.59-		
THERMO FISHER SCIENTIFIC INC		20,635.56	346.59-		
SOLD 400 SHS 05/14/09	05/14/09	13,849.64			
@ 34.675	06/17/08	24,983.25	11,133.61-		
NORFOLK SOUTHERN CORP		24,983.25	11,133.61-		
SOLD 425 SHS 05/14/09	05/14/09	16,489.57			
@ 38.85	04/07/06	19,670.64		3,181.07-	FL
STRYKER CORP COM		19,670.64		3,181.07-	SL

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LT	.00

SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX PURPOSES

TRANSACTION DESCRIPTION	DATE SOLD DATE ACQ	NET PROCEEDS FEDERAL TAX COST STATE TAX COST	GAIN/LOSS FEDERAL SHORT TERM STATE SHORT TERM	GAIN/LOSS FEDERAL LONG TERM STATE LONG TERM FEDERAL 5 YR GAIN STATE 5 YR GAIN
SOLD 1086.484 SHS 06/03/09 @ 32.03 AMERICAN FUNDS EUROPACIFIC GROWTH FUND CLASS F1 #416	06/03/09 01/25/08	34,800.08 50,000.00 50,000.00		15,199.92- FL 15,199.92- SL
SOLD 800 SHS 06/03/09 @ 30.68 CVS/CAREMARK CORP	06/03/09 05/22/07	24,503.36 29,829.84 29,829.84		5,326.48- FL 5,326.48- SL
SOLD 2000 SHS 06/03/09 @ 12.48 E M C CORP MASS COM	06/03/09 04/24/06	24,859.35 24,383.10 24,383 10		476.25 FL 476.25 SL
SOLD 1300 SHS 06/03/09 @ 20.3301 ORACLE CORPORATION	06/03/09 10/11/07	26,363.45 29,769.48 29,769.48		3,406.03- FL 3,406.03- SL
RECD PROCEEDS ON MATURITY OF 25,000 PAR VALUE TARGET CORP 5.375% DUE 6-15-2009	06/15/09 07/07/05	25,000.00 26,052.75 26,052.75		1,052.75- FL 1,052.75- SL
SOLD 2000 SHS 06/19/09 @ 12.97 AMERICAN CENTURY HERITAGE FUND	06/19/09 04/20/09	25,940.00 23,680.01 23,680.01	2,259.99 2,259.99	
SOLD 4490.110 SHS 06/19/09 @ 18.43 FIDELITY ADVISOR SMALL CAP FUND CLASS A #294	06/19/09 05/12/08	82,752.73 104,930.00 104,930.00		22,177.27- FL 22,177.27- SL
SOLD 150 SHS 06/19/09 @ 42.76	06/19/09 09/18/01	6,406.33 5,693.52		712.81 FL

ACCOUNT 43-0041-01-2 CTUA PADDISON FOUNDATION
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SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX PURPOSES

TRANSACTION DESCRIPTION	DATE SOLD DATE ACQ	NET PROCEEDS FEDERAL TAX COST STATE TAX COST	GAIN/LOSS FEDERAL SHORT TERM STATE SHORT TERM	GAIN/LOSS FEDERAL LONG TERM STATE LONG TERM FEDERAL 5 YR GAIN STATE 5 YR GAIN	
TRAVELERS COS INC.		5,693.52		712.81	SL
CORRECTED ON 09/10/2009	07/20/09	9,527.17			
S/B 500 SHS $9,725.57	04/23/09	8,825.00	702.17		
SOLD 500 SHS 07/20/09		8,825.00	702.17		
@ 19.84					
BUFFALO SMALL CAP FUND					
SOLD 500 SHS 07/20/09	07/20/09	20,190.48			
@ 40.432	12/27/04	18,799.04		1,391.44	FL
TRAVELERS COS INC.		18,799.04		1,391.44	SL
SOLD 500 SHS 07/20/09	07/20/09	9,725.57			
@ 19.84	04/23/09	8,824.99	900.58		
BUFFALO SMALL CAP FUND		8,824.99	900.58		
CORRECTED ON 09/10/2009	07/22/09	7,694.72			
S/B 400 SHS $7,854.96	04/23/09	7,060.00	634.72		
SOLD 400 SHS 07/22/09		7,060.00	634.72		
@ 20.03					
BUFFALO SMALL CAP FUND					
SOLD 400 SHS 07/22/09	07/22/09	7,854.96			
@ 20.03	04/23/09	7,060.00	794.96		
BUFFALO SMALL CAP FUND		7,060.00	794.96		
SOLD 400 SHS 07/23/09	07/23/09	27,821.96			
@ 69.6067	01/10/07	27,583.39		238.57	FL
3M CO.		27,583.39		238.57	SL
SOLD 100 SHS 08/26/09	08/26/09	4,710.87			
@ 47.16	03/26/09	3,080.00	1,630.87		

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SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX PURPOSES

TRANSACTION DESCRIPTION	DATE SOLD DATE ACQ	NET PROCEEDS FEDERAL TAX COST STATE TAX COST	GAIN/LOSS FEDERAL SHORT TERM STATE SHORT TERM	GAIN/LOSS FEDERAL LONG TERM STATE LONG TERM FEDERAL 5 YR GAIN STATE 5 YR GAIN
CATERPILLAR INC. DEL COM		3,080.00	1,630.87	
SOLD 250 SHS 08/26/09 @ 52.5 ISHARES TR MSCI EAFE INDEX	08/26/09 01/14/08	13,112.16 20,051.25 20,051.25		6,939.09- FL 6,939.09- SL
SOLD 413.793 SHS 08/27/09 @ 14.5 AMERICAN CENTURY HERITAGE FUND	08/27/09 04/23/09	6,000.00 5,008.14 5,008.14	991.86 991.86	
CORRECTED ON 09/10/2009 S/B 228.311 SHS $4,900.40 SOLD 228.311 SHS 08/27/09 @ 21.9 BUFFALO SMALL CAP FUND	08/27/09 04/23/09	4,880.40 4,029.69 4,029.69	850.71 850.71	
SOLD 1000 SHS 08/27/09 @ 25.345 SYSCO CORP COM	08/27/09 04/03/08	25,294.34 26,047.92 26,047.92		753.58- FL 753.58- SL
SOLD 800 SHS 08/27/09 @ 33.9188 WALGREEN CO	08/27/09 05/09/08	27,094.34 27,318.46 27,318.46		224.12- FL 224.12- SL
SOLD 228.311 SHS 08/27/09 @ 21.90 BUFFALO SMALL CAP FUND	08/27/09 04/23/09	4,900.40 4,029.69 4,029.69	870.71 870.71	
SOLD 100 SHS 09/30/09 @ 53.75 BOEING CO. COM	09/30/09 03/26/09	5,369.86 3,865.50 3,865.50	1,504.36 1,504.36	

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SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX PURPOSES

TRANSACTION DESCRIPTION	DATE SOLD DATE ACQ	NET PROCEEDS FEDERAL TAX COST STATE TAX COST	GAIN/LOSS FEDERAL SHORT TERM STATE SHORT TERM	GAIN/LOSS FEDERAL LONG TERM STATE LONG TERM FEDERAL 5 YR GAIN STATE 5 YR GAIN	
SOLD 100 SHS 09/30/09 @ 50.89 CATERPILLAR INC. DEL COM	09/30/09 03/26/09	5,083.86 3,080.00 3,080.00	2,003.86 2,003.86		
SOLD 100 SHS 09/30/09 @ 43.89 JP MORGAN CHASE & COMPANY	09/30/09 05/27/03	4,383.88 3,204.00 3,204.00		1,179.88 1,179.88	FL SL
RECD PROCEEDS ON MATURITY OF 25,000 PAR VALUE US TREASURY 3.375% DUE 10-15-2009	10/15/09 01/10/06	24,146.48 24,146.48 24,146.48			
SOLD 1309.757 SHS 11/24/09 @ 15.27 AMERICAN CENTURY HERITAGE FUND	11/24/09 04/23/09	20,000.00 15,979.03 15,979.03	4,020.97 4,020.97		
SOLD 461.894 SHS 11/24/09 @ 21.65 BUFFALO SMALL CAP FUND	11/24/09 05/12/09	10,000.00 8,287.97 8,287.97	1,712.03 1,712.03		
SOLD 1227.747 SHS 11/24/09 @ 16.29 TARGET SMALL CAPITALIZATION VALUE PORTFOLIO	11/24/09 05/04/09	20,000.00 16,795.58 16,795.58	3,204.42 3,204.42		
INVESTED PRINCIPAL ASSETS TOTAL		1,039,521.32 1,297,806.68 1,297,806.68			

NET CAPITAL LOSS (258,285.36)