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Form **990-PF**

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

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Service

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

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

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

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

Name of foundation: **SHACKELFORD CHARITABLE TRUST 59-7906340**

Employer identification number: **62-6363101**

Number and street (or P O box number if mail is not delivered to street address): **P.O. BOX 1908**

Room/suite:

Telephone number (see page 10 of the instructions): **(901) 415-6403**

City or town, state, and ZIP code: **ORLANDO, FL 32802-1908**

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ **8,439,867.**

J Accounting method: Cash Accrual
 Other (specify) _____

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B.				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	198,080.	190,277.		STMT 1
	5a Gross rents	2,080.	2,080.		
	b Net rental income or (loss) 606				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a 1,831,730.				
	7 Capital gain net income (from Part IV, line 2)		NONE		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total Add lines 1 through 11	-150,551.	192,357			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	79,742.	39,871		39,871.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	2,922.	1,270		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT. 3	1,492.	1,492.		
	24 Total operating and administrative expenses. Add lines 13 through 23	84,156.	42,633		39,871.
	25 Contributions, gifts, grants paid	582,326.			582,326.
26 Total expenses and disbursements Add lines 24 and 25	666,482.	42,633.		622,197.	
27 Subtract line 26 from line 12	-817,033.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		149,724.			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	283,674.	369,941.	369,941.
	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 (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) STMT 4	7,909,650.	7,005,354.	8,069,926.	
14	Land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	8,193,324.	7,375,295.	8,439,867.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	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	8,193,324.	7,375,295.	
	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)	8,193,324.	7,375,295.	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	8,193,324.	7,375,295.		

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	8,193,324.
2	Enter amount from Part I, line 27a	2	-817,033.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 5	3	757.
4	Add lines 1, 2, and 3	4	7,377,048.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 6	5	1,753.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,375,295.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV DETAIL				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-350,709.
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	661,553.	9,201,747.	0.07189428268
2007	658,144.	10,648,217.	0.06180790643
2006	629,760.	9,989,532.	0.06304199236
2005	618,446.	9,747,362.	0.06344752560
2004	621,066.	9,517,963.	0.06525198722
2 Total of line 1, column (d)			2 0.32544369429
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 0.06508873886
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 7,832,445.
5 Multiply line 4 by line 3			5 509,804.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,497.
7 Add lines 5 and 6			7 511,301.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18			8 622,197.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits. Total tax due is 2,990, with 1,500 refunded, resulting in 1,490.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Includes questions about political campaigns, unrelated business income, and state reporting. Includes handwritten 'N/A' and 'STMT 7'.

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address \blacktriangleright N/A		X	
14	The books are in care of \blacktriangleright SUNTRUST BANK Telephone no \blacktriangleright (888) 942-3272 Located at \blacktriangleright PO BOX 1908, ORLANDO, FL ZIP + 4 \blacktriangleright 32805-1908			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here \blacktriangleright <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year \blacktriangleright 15			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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)? Organizations relying on a current notice regarding disaster assistance check here \blacktriangleright <input type="checkbox"/>	1b	X
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 \blacktriangleright _____		
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 \blacktriangleright _____		
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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If "Yes" to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		79,742.	-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 Yes No

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	7,657,228.
b	Average of monthly cash balances	1b	294,493
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	7,951,721.
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	7,951,721.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	119,276.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,832,445.
6	Minimum investment return. Enter 5% of line 5	6	391,622.

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	391,622.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,497.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,497.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	390,125.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	390,125.
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	390,125.

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	622,197.
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	622,197.
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	1,497.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	620,700.

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				390,125.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			NONE	
b Total for prior years 20 07, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2009				
a From 2004	148,732.			
b From 2005	135,411.			
c From 2006	154,296.			
d From 2007	168,486.			
e From 2008	205,616.			
f Total of lines 3a through e	812,541.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 622,197.				
a Applied to 2008, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				390,125.
e Remaining amount distributed out of corpus	232,072.			
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	1,044,613.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				NONE
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)	148,732.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	895,881.			
10 Analysis of line 9				
a Excess from 2005	135,411.			
b Excess from 2006	154,296.			
c Excess from 2007	168,486.			
d Excess from 2008	205,616.			
e Excess from 2009	232,072.			

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

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

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

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

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

1 Information Regarding Foundation Managers.

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

NONE

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

NONE

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

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

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

SEE STATEMENT 9

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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
<p>a <i>Paid during the year</i></p> <p>SEE STATEMENT 10</p>				
Total				582,326.
b <i>Approved for future payment</i>				
Total				3b

**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					1,844.	
6,025.00		1054. BANK OF AMERICA CORP COM PROPERTY TYPE: SECURITIES 24,834.00					11/03/2008 -18,809.00	01/21/2009
8,734.00		1528. BANK OF AMERICA CORP COM PROPERTY TYPE: SECURITIES 76,590.00					09/12/2007 -67,856.00	01/21/2009
15,494.00		561. BERKLEY W R CORP COM PROPERTY TYPE: SECURITIES 17,764.00					10/15/2007 -2,270.00	01/28/2009
11,579.00		196. NORTHERN TR CORP COM PROPERTY TYPE: SECURITIES 12,833.00					08/09/2007 -1,254.00	01/28/2009
6,373.00		132. ACE LTD CHF 33.74 SHS PROPERTY TYPE: SECURITIES 8,273.00					06/12/2007 -1,900.00	01/28/2009
2,908.00		128.844 DREYFUS BOSTON CO SMALLCAP EQTY PROPERTY TYPE: SECURITIES 5,728.00					10/29/2007 -2,820.00	02/02/2009
7,282.00		1105.008 RIDGEWORTH FD-MIDCAP VAL EQTY # PROPERTY TYPE: SECURITIES 15,426.00					05/04/2007 -8,144.00	02/02/2009
5,485.00		601.426 T ROWE PRICE REAL ESTATE SHS PROPERTY TYPE: SECURITIES 13,845.00					10/29/2007 -8,360.00	02/02/2009
98,260.00		4625. VANGUARD INTL EQTY INDX EMRG MKTS PROPERTY TYPE: SECURITIES 101,500.00					11/24/2008 -3,240.00	02/02/2009
33,911.00		642. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 21,754.00					12/12/2000 12,157.00	02/04/2009

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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)	
18,247.00		937. AFLAC INC COM PROPERTY TYPE: SECURITIES 57,253.00					11/20/2007	02/26/2009
							-39,006.00	
43,703.00		1047. NIKE INC CL B PROPERTY TYPE: SECURITIES 57,092.00					08/21/2007	02/27/2009
							-13,389.00	
9,751.00		733. NORDSTROM INC COM PROPERTY TYPE: SECURITIES 25,636.00					09/10/2008	02/27/2009
							-15,885.00	
15,439.00		393. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES 15,093.00					08/21/2007	03/02/2009
							346.00	
46,265.00		487. GENENTECH INC COM PROPERTY TYPE: SECURITIES 40,152.00					11/17/2008	03/25/2009
							6,113.00	
100,000.00		100000. FED HOME LN BK PROPERTY TYPE: SECURITIES 100,000.00		4.000%	4/2		04/16/2008	04/22/2009
21,111.00		422. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 14,299.00					12/12/2000	04/22/2009
							6,812.00	
1,301.00		95. ABB LTD SPONS ADR PROPERTY TYPE: SECURITIES 2,567.00					07/08/2008	04/28/2009
							-1,266.00	
3,044.00		121. AT & T INC COM PROPERTY TYPE: SECURITIES 2,567.00					12/30/2004	04/28/2009
							477.00	
3,269.00		76. ABBOTT LABS COM PROPERTY TYPE: SECURITIES 4,181.00					02/20/2008	04/28/2009
							-912.00	
804.00		48. ALTRIA GROUP INC COM PROPERTY TYPE: SECURITIES 1,149.00					01/15/2008	04/28/2009
							-345.00	

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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)	
3,290.00		66. AMGEN INC PROPERTY TYPE: SECURITIES 3,304.00					03/30/2009	04/28/2009 -14.00
2,809.00		42. APACHE CORP COM PROPERTY TYPE: SECURITIES 3,111.00					04/27/2007	04/28/2009 -302.00
3,082.00		25. APPLE COMPUTER COM PROPERTY TYPE: SECURITIES 4,499.00					01/08/2008	04/28/2009 -1,417.00
1,529.00		61. BANK OF NEW YORK MELLON CORP COM PROPERTY TYPE: SECURITIES 2,802.00					02/07/2008	04/28/2009 -1,273.00
2,536.00		36. BARD C R INC COM PROPERTY TYPE: SECURITIES 3,011.00					07/11/2007	04/28/2009 -475.00
1,726.00		35. BAXTER INTL INC COM PROPERTY TYPE: SECURITIES 2,045.00					11/06/2008	04/28/2009 -319.00
2,166.00		97. BERKLEY W R CORP COM PROPERTY TYPE: SECURITIES 3,072.00					10/15/2007	04/28/2009 -906.00
3,171.00		105. CVS CORP COM PROPERTY TYPE: SECURITIES 3,845.00					04/27/2007	04/28/2009 -674.00
5,132.00		79. CHEVRONTEXACO CORP COM PROPERTY TYPE: SECURITIES 2,654.00					10/06/2000	04/28/2009 2,478.00
4,122.00		226. CISCO SYSTEMS COM STK PROPERTY TYPE: SECURITIES 6,017.00					05/11/2007	04/28/2009 -1,895.00
2,588.00		148. CONAGRA INC COM PROPERTY TYPE: SECURITIES 2,612.00					02/04/2009	04/28/2009 -24.00

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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)	
2,106.00		52. CONOCOPHILLIPS COM PROPERTY TYPE: SECURITIES 930.00					11/13/2000	04/28/2009
							1,176.00	
1,921.00		126. CORNING INC PROPERTY TYPE: SECURITIES 3,014.00					10/26/2007	04/28/2009
							-1,093.00	
1,837.00		59. CUMMINS ENGINE INC COM PROPERTY TYPE: SECURITIES 1,103.00					03/02/2009	04/28/2009
							734.00	
1,393.00		24. DANAHER CORP COM PROPERTY TYPE: SECURITIES 1,687.00					04/27/2007	04/28/2009
							-294.00	
2,686.00		54. DEVON ENERGY CORP COM PROPERTY TYPE: SECURITIES 2,392.00					02/27/2009	04/28/2009
							294.00	
2,444.00		99. DIRECTV GROUP INC COM PROPERTY TYPE: SECURITIES 2,661.00					07/17/2008	04/28/2009
							-217.00	
2,374.00		122. WALT DISNEY CO PROPERTY TYPE: SECURITIES 2,587.00					08/06/2003	04/28/2009
							-213.00	
2,031.00		174. E M C CORP MASS COM PROPERTY TYPE: SECURITIES 3,066.00					05/15/2008	04/28/2009
							-1,035.00	
2,431.00		87. EDISON INTERNATIONAL COM PROPERTY TYPE: SECURITIES 4,613.00					04/27/2007	04/28/2009
							-2,182.00	
1,881.00		58. EMERSON ELEC CO COM PROPERTY TYPE: SECURITIES 2,205.00					12/15/2005	04/28/2009
							-324.00	
3,214.00		71. EXELON CORPORATION COM PROPERTY TYPE: SECURITIES 5,370.00					04/27/2007	04/28/2009
							-2,156.00	

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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)	
2,972.00		2,906.00					10/17/2007 66.00	04/28/2009
6,927.00		4,657.00					05/23/2001 2,270.00	04/28/2009
1,390.00		1,254.00					10/10/2008 136.00	04/28/2009
3,132.00		10,423.00					03/21/2001 -7,291.00	04/28/2009
1,916.00		1,860.00					11/17/2008 56.00	04/28/2009
1,438.00		2,717.00					05/11/2007 -1,279.00	04/28/2009
5,365.00		6,564.00					07/21/2008 -1,199.00	04/28/2009
1,011.00		2,445.00					07/10/2008 -1,434.00	04/28/2009
1,025.00		1,836.00					04/27/2007 -811.00	04/28/2009
4,844.00		6,229.00					05/11/2007 -1,385.00	04/28/2009
4,611.00		4,500.00					09/30/2008 111.00	04/28/2009

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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)	
2,859.00		190. INTEL CORP COM PROPERTY TYPE: SECURITIES 4,781.00					01/15/2008	04/28/2009 -1,922.00
5,853.00		59. INTERNATIONAL BUSINESS MACHS COR PROPERTY TYPE: SECURITIES 6,556.00				C	08/07/2007	04/28/2009 -703.00
4,749.00		147. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 6,548.00					09/11/2007	04/28/2009 -1,799.00
4,143.00		82. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES 5,158.00					01/28/2008	04/28/2009 -1,015.00
3,136.00		71. KOHL'S CORP COM STK PROPERTY TYPE: SECURITIES 2,499.00					02/27/2009	04/28/2009 637.00
1,553.00		70. KRAFT FOODS INC-A COM PROPERTY TYPE: SECURITIES 2,007.00					10/13/2008	04/28/2009 -454.00
2,162.00		35. LABORATORY CORP OF AMERICA HLDGS COM PROPERTY TYPE: SECURITIES 2,679.00					05/20/2008	04/28/2009 -517.00
3,129.00		58. MCDONALDS CORP COM PROPERTY TYPE: SECURITIES 2,934.00					05/11/2007	04/28/2009 195.00
1,377.00		59. MERCK & CO INC COM PROPERTY TYPE: SECURITIES 2,971.00					08/14/2007	04/28/2009 -1,594.00
3,687.00		183. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 4,994.00					01/11/2006	04/28/2009 -1,307.00
1,679.00		21. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES 2,496.00					07/10/2008	04/28/2009 -817.00

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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)	
1,136.00		55. MORGAN STANLEY DEAN WITTER PROPERTY TYPE: SECURITIES 1,279.00			DISCOVE -143.00		04/22/2009 04/28/2009	
2,429.00		47. NORTHERN TR CORP COM PROPERTY TYPE: SECURITIES 3,077.00					08/09/2007 04/28/2009	
1,949.00		36. OCCIDENTAL PETE CORP COM PROPERTY TYPE: SECURITIES 2,504.00					09/10/2008 04/28/2009	
2,713.00		139. ORACLE CORPORATION COM PROPERTY TYPE: SECURITIES 2,774.00					07/26/2007 04/28/2009	
3,182.00		65 PEPSICO INC COM PROPERTY TYPE: SECURITIES 4,326.00					04/27/2007 04/28/2009	
1,761.00		48. PHILIP MORRIS INTL COM PROPERTY TYPE: SECURITIES 2,617.00					01/15/2008 04/28/2009	
2,260.00		32. PRAXAIR INC COM PROPERTY TYPE: SECURITIES 1,898.00					10/10/2008 04/28/2009	
3,862.00		78. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 2,643.00					12/12/2000 04/28/2009	
1,832.00		43. QUALCOMM CORP COM STK PROPERTY TYPE: SECURITIES 1,515.00					11/10/2008 04/28/2009	
2,352.00		53. RAYTHEON CO COM NEW PROPERTY TYPE: SECURITIES 2,870.00					05/11/2007 04/28/2009	
1,714.00		36. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES 3,454.00					01/07/2008 04/28/2009	

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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)	
3,184.00		183. SCHWAB CHARLES CORP NEW COM PROPERTY TYPE: SECURITIES 2,889.00					01/28/2009	04/28/2009
							295.00	
1,563.00		58. TJX CO INC NEW PROPERTY TYPE: SECURITIES 1,921.00					02/26/2008	04/28/2009
							-358.00	
1,716.00		44. TARGET CORP COM PROPERTY TYPE: SECURITIES 2,734.00					07/27/2007	04/28/2009
							-1,018.00	
1,494.00		87. TEXAS INSTRS INC COM PROPERTY TYPE: SECURITIES 3,189.00					05/11/2007	04/28/2009
							-1,695.00	
1,423.00		44. THERMO ELECTRON CORP PROPERTY TYPE: SECURITIES 2,600.00					07/24/2008	04/28/2009
							-1,177.00	
2,021.00		51. TRAVELERS COS INC/THE COM PROPERTY TYPE: SECURITIES 2,890.00					05/11/2007	04/28/2009
							-869.00	
1,668.00		36. UNION PACIFIC CORP COM PROPERTY TYPE: SECURITIES 2,773.00					08/15/2008	04/28/2009
							-1,105.00	
1,987.00		39. UNITED PARCEL SVC INC CL B PROPERTY TYPE: SECURITIES 1,918.00					10/29/2008	04/28/2009
							69.00	
4,240.00		89. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES 2,742.00					08/21/2002	04/28/2009
							1,498.00	
3,570.00		117. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES 4,806.00					05/11/2007	04/28/2009
							-1,236.00	
3,315.00		69. WALMART STORES INC COM PROPERTY TYPE: SECURITIES 3,284.00					05/11/2007	04/28/2009
							31.00	

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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)	
1,656.00		86. WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES 2,630.00					03/26/2008	04/28/2009 -974.00
1,474.00		106. INVESCO LTD COM PROPERTY TYPE: SECURITIES 2,877.00					05/23/2008	04/28/2009 -1,403.00
2,599.00		59. ACE LTD CHF 33.74 SHS PROPERTY TYPE: SECURITIES 3,698.00					06/12/2007	04/28/2009 -1,099.00
1,170.00		18. TRANSOCEAN LTD CHF15 SHS PROPERTY TYPE: SECURITIES 2,079.00					09/18/2008	04/28/2009 -909.00
35,476.00		344. INTERNATIONAL BUSINESS MACHS COR PROPERTY TYPE: SECURITIES 35,428.00					05/11/2007	05/11/2009 48.00
14,714.00		858 ALTRIA GROUP INC COM PROPERTY TYPE: SECURITIES 20,519.00					01/16/2008	05/13/2009 -5,805.00
3,935.00		165.964 DREYFUS BOSTON CO SMALLCAP EQTY PROPERTY TYPE: SECURITIES 7,379.00					10/29/2007	05/18/2009 -3,444.00
12,219.00		1280.818 FORUM FDS ABSOLUTE STRATEGIES I PROPERTY TYPE: SECURITIES 14,051.00					10/29/2007	05/18/2009 -1,832.00
16,836.00		2401.712 PIMCO COMMODITY REALRTN STRATEG PROPERTY TYPE: SECURITIES 14,795.00					02/02/2009	05/18/2009 2,041.00
9,312.00		1217.256 RIDGEWORTH FD-EMERGING GROWTH # PROPERTY TYPE: SECURITIES 20,219.00					10/29/2007	05/18/2009 -10,907.00
46,477.00		4376.365 RIDGEWORTH FD-INTL EQ INDEX #53 PROPERTY TYPE: SECURITIES 44,026.00					12/15/2008	05/18/2009 2,451.00

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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)	
17,915.00		3386.578					04/21/2008	05/18/2009
		30,860.00					-12,945.00	
4,450.00		448.589					10/29/2007	05/18/2009
		10,327.00					-5,877.00	
25,009.00		753.					03/02/2009	05/20/2009
		14,073.00					10,936.00	
35,535.00		2435.					10/26/2007	05/26/2009
		58,241.00					-22,706.00	
18,992.00		262.					07/11/2007	06/01/2009
		21,851.00					-2,859.00	
967.00		173.					05/28/2009	06/03/2009
		928.00					39.00	
2.00		.3958					05/28/2009	06/05/2009
		2.00						
47,075.00		719.					05/20/2008	06/22/2009
		55,033.00					-7,958.00	
8,380.00		326.703					11/24/2008	07/20/2009
		7,292.00					1,088.00	
42,651.00		1662.824					04/21/2008	07/20/2009
		70,835.00					-28,184.00	
2,468.00		289.671					10/29/2007	07/20/2009
		4,811.00					-2,343.00	

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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)	
3,401.00		300.177 RIDGEWORTH FD-INTL EQ INDEX #530 PROPERTY TYPE: SECURITIES 3,020.00				12/15/2008	07/20/2009	
2,642.00		453.173 RIDGEWORTH FD-INTL 130/30 #242 PROPERTY TYPE: SECURITIES 4,129.00				04/21/2008	07/20/2009	
48,103.00		1844. DIRECTV GROUP INC COM PROPERTY TYPE: SECURITIES 49,557.00				07/17/2008	08/04/2009	
37,240.00		773. ACE LTD CHF 33.74 SHS PROPERTY TYPE: SECURITIES 48,182.00				06/12/2007	08/17/2009	
35,609.00		626. NORTHERN TR CORP COM PROPERTY TYPE: SECURITIES 40,987.00				08/09/2007	09/01/2009	
23,002.00		839. AT & T INC COM PROPERTY TYPE: SECURITIES 17,797.00				12/30/2004	09/28/2009	
20,567.00		1229. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES 48,388.00				04/27/2007	09/28/2009	
21,554.00		711. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES 29,207.00				05/11/2007	09/28/2009	
20,991.00		425. WALMART STORES INC COM PROPERTY TYPE: SECURITIES 20,226.00				05/11/2007	09/28/2009	
44,832.00		990. CONOCOPHILLIPS COM PROPERTY TYPE: SECURITIES 17,709.00				11/13/2000	09/29/2009	
24,365.00		352. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 15,463.00				05/23/2001	09/29/2009	

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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)	
24,969.00		767. EDISON INTERNATIONAL COM PROPERTY TYPE: SECURITIES 40,672.00					04/27/2007	10/02/2009
							-15,703.00	
30,854.00		947. EDISON INTERNATIONAL COM PROPERTY TYPE: SECURITIES 50,217.00					04/27/2007	10/05/2009
							-19,363.00	
31,772.00		419. BARD C R INC COM PROPERTY TYPE: SECURITIES 34,936.00					07/10/2007	10/28/2009
							-3,164.00	
2,769.00		144. ABB LTD SPONS ADR PROPERTY TYPE: SECURITIES 3,891.00					07/08/2008	11/06/2009
							-1,122.00	
2,093.00		81. AT & T INC COM PROPERTY TYPE: SECURITIES 1,718.00					12/30/2004	11/06/2009
							375.00	
4,006.00		78. ABBOTT LABS COM PROPERTY TYPE: SECURITIES 4,291.00					02/20/2008	11/06/2009
							-285.00	
2,445.00		45. AMGEN INC PROPERTY TYPE: SECURITIES 2,253.00					03/30/2009	11/06/2009
							192.00	
4,179.00		43. APACHE CORP COM PROPERTY TYPE: SECURITIES 3,185.00					04/27/2007	11/06/2009
							994.00	
4,824.00		25. APPLE COMPUTER COM PROPERTY TYPE: SECURITIES 4,499.00					01/08/2008	11/06/2009
							325.00	
4,544.00		305. BANK OF AMERICA CORP COM PROPERTY TYPE: SECURITIES 5,089.00					08/17/2009	11/06/2009
							-545.00	
2,476.00		94. BANK OF NEW YORK MELLON CORP COM PROPERTY TYPE: SECURITIES 4,318.00					02/07/2008	11/06/2009
							-1,842.00	

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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)	
1,804.00		33. BAXTER INTL INC COM PROPERTY TYPE: SECURITIES 1,928.00					11/06/2008	11/06/2009
							-124.00	
1,630.00		67. BERKLEY W R CORP COM PROPERTY TYPE: SECURITIES 2,122.00					10/15/2007	11/06/2009
							-492.00	
3,077.00		106. CVS CORP COM PROPERTY TYPE: SECURITIES 3,882.00					04/27/2007	11/06/2009
							-805.00	
6,278.00		82. CHEVRONTEXACO CORP COM PROPERTY TYPE: SECURITIES 2,755.00					10/06/2000	11/06/2009
							3,523.00	
5,543.00		234. CISCO SYSTEMS COM STK PROPERTY TYPE: SECURITIES 6,230.00					05/11/2007	11/06/2009
							-687.00	
2,328.00		69. COACH INC COM PROPERTY TYPE: SECURITIES 2,249.00					09/28/2009	11/06/2009
							79.00	
2,178.00		103. CONAGRA INC COM PROPERTY TYPE: SECURITIES 1,818.00					02/04/2009	11/06/2009
							360.00	
1,502.00		21. DANAHER CORP COM PROPERTY TYPE: SECURITIES 1,477.00					04/27/2007	11/06/2009
							25.00	
2,502.00		37. DEVON ENERGY CORP COM PROPERTY TYPE: SECURITIES 1,639.00					02/27/2009	11/06/2009
							863.00	
3,684.00		128. WALT DISNEY CO PROPERTY TYPE: SECURITIES 2,714.00					08/06/2003	11/06/2009
							970.00	
2,824.00		170. E M C CORP MASS COM PROPERTY TYPE: SECURITIES 2,996.00					05/15/2008	11/06/2009
							-172.00	

**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)	
2,540.00		62. EMERSON ELEC CO COM PROPERTY TYPE: SECURITIES 2,357.00					12/15/2005	11/06/2009
							183.00	
3,287.00		70. EXELON CORPORATION COM PROPERTY TYPE: SECURITIES 5,294.00					04/27/2007	11/06/2009
							-2,007.00	
4,616.00		55. EXPRESS SCRIPTS INC CL-A PROPERTY TYPE: SECURITIES 3,196.00					10/17/2007	11/06/2009
							1,420.00	
6,243.00		87. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 3,822.00					05/23/2001	11/06/2009
							2,421.00	
2,993.00		38. FREEPORT-MCMORAN COPPER & GOLD I C PROPERTY TYPE: SECURITIES 1,323.00					10/10/2008	11/06/2009
							1,670.00	
3,011.00		201. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES 7,375.00					04/27/2007	11/06/2009
							-4,364.00	
1,864.00		41. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES 1,906.00					11/17/2008	11/06/2009
							-42.00	
3,100.00		18. GOLDMAN SACHS GROUP INC COM PROPERTY TYPE: SECURITIES 4,076.00					05/11/2007	11/06/2009
							-976.00	
4,929.00		9 GOOGLE INC CL A COM PROPERTY TYPE: SECURITIES 4,220.00					07/21/2008	11/06/2009
							709.00	
2,963.00		98. HALLIBURTON CO COM PROPERTY TYPE: SECURITIES 4,607.00					07/10/2008	11/06/2009
							-1,644.00	
1,592.00		36. HARRIS CORP DEL COM COM PROPERTY TYPE: SECURITIES 1,888.00					04/27/2007	11/06/2009
							-296.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
6,845.00		141. HEWLETT PACKARD COM PROPERTY TYPE: SECURITIES 6,365.00					05/11/2007	11/06/2009 480.00
3,182.00		123. HOME DEPOT INC COM PROPERTY TYPE: SECURITIES 3,075.00					09/30/2008	11/06/2009 107.00
1,126.00		35. HUNT J B TRANS SVCS INC COM PROPERTY TYPE: SECURITIES 1,128.00					09/28/2009	11/06/2009 -2.00
3,593.00		191. INTEL CORP COM PROPERTY TYPE: SECURITIES 4,390.00					01/15/2008	11/06/2009 -797.00
4,654.00		38. INTERNATIONAL BUSINESS MACHS COR PROPERTY TYPE: SECURITIES 3,397.00				C	05/16/2003	11/06/2009 1,257.00
6,426.00		149. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 6,633.00					09/12/2007	11/06/2009 -207.00
5,093.00		85. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES 5,346.00					01/28/2008	11/06/2009 -253.00
2,703.00		49. KOHL'S CORP COM STK PROPERTY TYPE: SECURITIES 1,724.00					02/27/2009	11/06/2009 979.00
1,878.00		70. KRAFT FOODS INC-A COM PROPERTY TYPE: SECURITIES 2,007.00					10/13/2008	11/06/2009 -129.00
3,669.00		60. MCDONALDS CORP COM PROPERTY TYPE: SECURITIES 3,035.00					05/11/2007	11/06/2009 634.00
2,969.00		91. MERCK & CO INC NEW COM PROPERTY TYPE: SECURITIES 4,583.00					08/14/2007	11/06/2009 -1,614.00

**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)	
5,150.00		182. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 4,967.00					01/11/2006	11/06/2009
						183.00		
3,310.00		104. MORGAN STANLEY DEAN WITTER PROPERTY TYPE: SECURITIES 2,908.00			DISCOV		09/01/2009	11/06/2009
						402.00		
1,767.00		45. NUCOR CORP COM PROPERTY TYPE: SECURITIES 2,130.00					08/10/2009	11/06/2009
						-363.00		
3,990.00		50 OCCIDENTAL PETE CORP COM PROPERTY TYPE: SECURITIES 3,920.00					09/29/2009	11/06/2009
						70.00		
3,089.00		146. ORACLE CORPORATION COM PROPERTY TYPE: SECURITIES 2,914.00					07/26/2007	11/06/2009
						175.00		
2,304.00		41. PARKER HANNIFIN CORP COM PROPERTY TYPE: SECURITIES 2,199.00					10/28/2009	11/06/2009
						105.00		
4,076.00		67. PEPSICO INC COM PROPERTY TYPE: SECURITIES 4,459.00					04/27/2007	11/06/2009
						-383.00		
2,169.00		45. PHILIP MORRIS INTL COM PROPERTY TYPE: SECURITIES 2,454.00					01/15/2008	11/06/2009
						-285.00		
2,495.00		31. PRAXAIR INC COM PROPERTY TYPE: SECURITIES 1,838.00					10/10/2008	11/06/2009
						657.00		
3,299.00		55. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 1,864.00					12/12/2000	11/06/2009
						1,435.00		
2,786.00		64. QUALCOMM CORP COM STK PROPERTY TYPE: SECURITIES 2,846.00					06/22/2009	11/06/2009
						-60.00		

**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)	
2,866.00		61. RAYTHEON CO COM NEW PROPERTY TYPE: SECURITIES 3,303.00				05/11/2007	11/06/2009 -437.00	
2,377.00		37. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES 3,550.00				01/07/2008	11/06/2009 -1,173.00	
2,180.00		128. SCHWAB CHARLES CORP NEW COM PROPERTY TYPE: SECURITIES 2,021.00				01/28/2009	11/06/2009 159.00	
2,364.00		62. TJX CO INC NEW PROPERTY TYPE: SECURITIES 2,054.00				02/26/2008	11/06/2009 310.00	
3,513.00		71. TARGET CORP COM PROPERTY TYPE: SECURITIES 4,412.00				07/27/2007	11/06/2009 -899.00	
2,207.00		92. TEXAS INSTRS INC COM PROPERTY TYPE: SECURITIES 3,373.00				05/11/2007	11/06/2009 -1,166.00	
1,996.00		45. THERMO ELECTRON CORP PROPERTY TYPE: SECURITIES 2,659.00				07/24/2008	11/06/2009 -663.00	
2,804.00		55. TRAVELERS COS INC/THE COM PROPERTY TYPE: SECURITIES 2,844.00				05/11/2007	11/06/2009 -40.00	
3,225.00		53. UNION PACIFIC CORP COM PROPERTY TYPE: SECURITIES 4,083.00				08/15/2008	11/06/2009 -858.00	
2,229.00		41. UNITED PARCEL SVC INC CL B PROPERTY TYPE: SECURITIES 2,016.00				10/29/2008	11/06/2009 213.00	
3,981.00		61. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES 1,879.00				08/21/2002	11/06/2009 2,102.00	

**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)	
2,336.00		80. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES 3,286.00					05/11/2007	11/06/2009
							-950.00	
2,212.00		28. VISA INC CL A COM PROPERTY TYPE: SECURITIES 1,857.00					05/26/2009	11/06/2009
							355.00	
2,699.00		53. WALMART STORES INC COM PROPERTY TYPE: SECURITIES 2,522.00					05/11/2007	11/06/2009
							177.00	
3,102.00		116. WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES 3,548.00					03/26/2008	11/06/2009
							-446.00	
2,342.00		104. INVESCO LTD COM PROPERTY TYPE: SECURITIES 2,823.00					05/23/2008	11/06/2009
							-481.00	
2,455.00		29. TRANSOCEAN LTD CHF15 SHS PROPERTY TYPE: SECURITIES 3,349.00					09/18/2008	11/06/2009
							-894.00	
2,462.00		242.516 RIDGEWORTH FD-EMERGING GROWTH #5 PROPERTY TYPE: SECURITIES 1,523.00					02/02/2009	11/11/2009
							939.00	
47,223.00		4652.484 RIDGEWORTH FD-EMERGING GROWTH # PROPERTY TYPE: SECURITIES 73,621.00					04/21/2008	11/11/2009
							-26,398.00	
27,057.00		379. DANAHER CORP COM PROPERTY TYPE: SECURITIES 26,647.00					04/27/2007	11/20/2009
							410.00	
34,388.00		1263. KRAFT FOODS INC-A COM PROPERTY TYPE: SECURITIES 36,204.00					10/13/2008	11/20/2009
							-1,816.00	
43,038.00		1856. CONAGRA INC COM PROPERTY TYPE: SECURITIES 32,757.00					02/04/2009	12/23/2009
							10,281.00	

**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)	
52,913.00		1017. RAYTHEON CO COM NEW PROPERTY TYPE: SECURITIES 55,069.00					05/11/2007 -2,156.00	12/23/2009
40,696.00		1100. TJX CO INC NEW PROPERTY TYPE: SECURITIES 36,442.00					02/26/2008 4,254.00	12/23/2009
TOTAL GAIN(LOSS)							----- -350,709. =====	

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE
=====

OTHER DEDUCTIONS

OTHER RENTAL EXPENSES

32.

32.
=====

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST	198,080.	190,277.
TOTAL	198,080.	190,277.

FORM 990PF, PART I - TAXES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES		
CURRENT YR ESTIMATES	2,922.	1,270.
TOTALS	2,922.	1,270.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
RENT AND ROYALTY EXPENSES	1,474.	
ADR FOREIGN FEES	18.	18.
INSPECTION EXPENSE		32.
RENTAL TAXES		1,337.
PROPERTY INSURANCE		105.
TOTALS	1,492.	1,492.

SHACKELFORD CHARITABLE TRUST 59-7906340

62-6363101

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENTS	C	7,909,650.	7,005,354.	8,069,926.
TOTALS		7,909,650.	7,005,354.	8,069,926.

=====

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

DESCRIPTION -----	AMOUNT -----
HARRIS STRATEX TAX COST ADJUSTMENT	757.
TOTAL	----- 757. =====

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

=====

DESCRIPTION

AMOUNT

T ROWE PRICE TAX COST ADJUSTMENT

1,753.

TOTAL

1,753.

=====

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

TN

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

OFFICER NAME:
 SUNTRUST BANK
 ADDRESS:
 PO BOX 1908
 ORLANDO, FL 32802-1908
 TITLE:
 TRUSTEE, AS REQ'D
 COMPENSATION 49,742.

OFFICER NAME:
 NANCY SMITH
 ADDRESS:
 P.O. BOX 23
 OXFORD, MS 38655
 TITLE:
 ADVISORY BOARD, AS REQ'D
 COMPENSATION 10,000.

OFFICER NAME:
 PAUL CALAME
 ADDRESS:
 326 SOUTH GOODLETT
 MEMPHIS, TN 38117
 TITLE:
 ADVISORY BOARD, AS REQ'D
 COMPENSATION 10,000.

OFFICER NAME:
 W. CARLYLE BLAKENEY
 ADDRESS:
 40 CALHOUN STREET, SUITE 303
 CHARLESTON, SC 29413
 TITLE:
 ADVISORY BOARD, AS REQ'D
 COMPENSATION 10,000.

TOTAL COMPENSATION: 79,742.
 =====

=====

RECIPIENT NAME:

PAUL A CALAME, JR

ADDRESS:

326 SOUTH GOODLET STREET

MEMPHIS, TN 38117

RECIPIENT'S PHONE NUMBER: 901-458-6654

FORM, INFORMATION AND MATERIALS:

LETTER STATING REQUEST

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NONE

=====

RECIPIENT NAME:

NATIONAL AUDUBON SOCIETY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 434,722.

RECIPIENT NAME:

UNIVERSITY OF TENNESSEE

INSTITUTE OF AGRICULTURE

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 147,604.

TOTAL GRANTS PAID:

582,326.

=====

RENT AND ROYALTY SUMMARY

=====

PROPERTY -----	TOTAL INCOME -----	DEPLETION/ DEPRECIATION -----	OTHER EXPENSES -----	ALLOWABLE NET INCOME -----
MARSHALL COUNTY, MIS	2,080.	-----	1,474.	606.
TOTALS	2,080.	=====	1,474.	606.

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2009

Name of estate or trust

SHACKELFORD CHARITABLE TRUST 59-7906340

Employer identification number

62-6363101

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	-10,814.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-10,814.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			1,844.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-349,567.
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	7,828.
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	-339,895.

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		-10,814.
14	Net long-term gain or (loss):			
a	Total for year	14a		-339,895.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		-350,709.

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
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000	(3,000)

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet on page 7 of the instructions to figure your capital loss carryover

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero
Caution: Skip this part and complete the worksheet on page 8 of the instructions if
• Either line 14b, col (2) or line 14c, col (2) is more than zero, or
• Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21		
22	Subtract line 21 from line 20 If zero or less, enter -0-	22		
23	Subtract line 22 from line 17 If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes Skip lines 25 and 26; go to line 27 and check the "No" box <input type="checkbox"/> No Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (15)	30		
31	Figure the tax on the amount on line 23 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

**Continuation Sheet for Schedule D
(Form 1041)**

2009

Department of the Treasury
Internal Revenue Service

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

Name of estate or trust

Employer identification number

SHACKELFORD CHARITABLE TRUST 59-7906340

62-6363101

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 1054. BANK OF AMERICA CORP COM	11/03/2008	01/21/2009	6,025.00	24,834.00	-18,809.00
4625. VANGUARD INTL EQTY INDX EMRG MKTS	11/24/2008	02/02/2009	98,260.00	101,500.00	-3,240.00
733. NORDSTROM INC COM	09/10/2008	02/27/2009	9,751.00	25,636.00	-15,885.00
487 GENENTECH INC COM	11/17/2008	03/25/2009	46,265.00	40,152.00	6,113.00
95. ABB LTD SPONS ADR	07/08/2008	04/28/2009	1,301.00	2,567.00	-1,266.00
66. AMGEN INC	03/30/2009	04/28/2009	3,290.00	3,304.00	-14.00
35. BAXTER INTL INC COM	11/06/2008	04/28/2009	1,726.00	2,045.00	-319.00
148. CONAGRA INC COM	02/04/2009	04/28/2009	2,588.00	2,612.00	-24.00
59. CUMMINS ENGINE INC COM	03/02/2009	04/28/2009	1,837.00	1,103.00	734.00
54. DEVON ENERGY CORP COM	02/27/2009	04/28/2009	2,686.00	2,392.00	294.00
99. DIRECTV GROUP INC COM	07/17/2008	04/28/2009	2,444.00	2,661.00	-217.00
174. E M C CORP MASS COM	05/15/2008	04/28/2009	2,031.00	3,066.00	-1,035.00
36. FREEPORT-MCMORAN COPPER & GOLD I CL B COM	10/10/2008	04/28/2009	1,390.00	1,254.00	136.00
40. GILEAD SCIENCES INC COM	11/17/2008	04/28/2009	1,916.00	1,860.00	56.00
14. GOOGLE INC CL A COM	07/21/2008	04/28/2009	5,365.00	6,564.00	-1,199.00
52. HALLIBURTON CO COM	07/10/2008	04/28/2009	1,011.00	2,445.00	-1,434.00
180. HOME DEPOT INC COM	09/30/2008	04/28/2009	4,611.00	4,500.00	111.00
71 KOHL'S CORP COM STK	02/27/2009	04/28/2009	3,136.00	2,499.00	637.00
70. KRAFT FOODS INC-A COM	10/13/2008	04/28/2009	1,553.00	2,007.00	-454.00
35. LABORATORY CORP OF AMERICA HLDGS COM	05/20/2008	04/28/2009	2,162.00	2,679.00	-517.00
21. MONSANTO CO NEW COM	07/10/2008	04/28/2009	1,679.00	2,496.00	-817.00
55. MORGAN STANLEY DEAN WITTER DISCOVER & CO	04/22/2009	04/28/2009	1,136.00	1,279.00	-143.00
36. OCCIDENTAL PETE CORP COM	09/10/2008	04/28/2009	1,949.00	2,504.00	-555.00
32. PRAXAIR INC COM	10/10/2008	04/28/2009	2,260.00	1,898.00	362.00

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

**Continuation Sheet for Schedule D
(Form 1041)**

2009

Department of the Treasury
Internal Revenue Service

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

Name of estate or trust SHACKELFORD CHARITABLE TRUST 59-7906340	Employer identification number 62-6363101
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Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 43. QUALCOMM CORP COM STK	11/10/2008	04/28/2009	1,832.00	1,515.00	317.00
183. SCHWAB CHARLES CORP NEW COM	01/28/2009	04/28/2009	3,184.00	2,889.00	295.00
44. THERMO ELECTRON CORP	07/24/2008	04/28/2009	1,423.00	2,600.00	-1,177.00
36. UNION PACIFIC CORP COM	08/15/2008	04/28/2009	1,668.00	2,773.00	-1,105.00
39. UNITED PARCEL SVC INC CL B	10/29/2008	04/28/2009	1,987.00	1,918.00	69.00
106. INVESCO LTD COM	05/23/2008	04/28/2009	1,474.00	2,877.00	-1,403.00
18. TRANSOCEAN LTD CHF15 SHS	09/18/2008	04/28/2009	1,170.00	2,079.00	-909.00
2401.712 PIMCO COMMODITY REALRTN STRATEGY USA	02/02/2009	05/18/2009	16,836.00	14,795.00	2,041.00
4376.365 RIDGEWORTH FD-INTL EQ INDEX #530	12/15/2008	05/18/2009	46,477.00	44,026.00	2,451.00
753. CUMMINS ENGINE INC COM	03/02/2009	05/20/2009	25,009.00	14,073.00	10,936.00
173. HARRIS STRATEX NETWORKS INC COM	05/28/2009	06/03/2009	967.00	928.00	39.00
.3958 HARRIS STRATEX NETWORKS INC COM	05/28/2009	06/05/2009	2.00	2.00	
326.703 DREYFUS BOSTON CO SMALLCAP EQTY TE	11/24/2008	07/20/2009	8,380.00	7,292.00	1,088.00
300.177 RIDGEWORTH FD-INTL EQ INDEX #530	12/15/2008	07/20/2009	3,401.00	3,020.00	381.00
45. AMGEN INC	03/30/2009	11/06/2009	2,445.00	2,253.00	192.00
305. BANK OF AMERICA CORP COM	08/17/2009	11/06/2009	4,544.00	5,089.00	-545.00
33. BAXTER INTL INC COM	11/06/2008	11/06/2009	1,804.00	1,928.00	-124.00
69. COACH INC COM	09/28/2009	11/06/2009	2,328.00	2,249.00	79.00
103. CONAGRA INC COM	02/04/2009	11/06/2009	2,178.00	1,818.00	360.00
37. DEVON ENERGY CORP COM	02/27/2009	11/06/2009	2,502.00	1,639.00	863.00
41. GILEAD SCIENCES INC COM	11/17/2008	11/06/2009	1,864.00	1,906.00	-42.00
35. HUNT J B TRANS SVCS INC COM	09/28/2009	11/06/2009	1,126.00	1,128.00	-2.00
49. KOHL'S CORP COM STK	02/27/2009	11/06/2009	2,703.00	1,724.00	979.00
104. MORGAN STANLEY DEAN WITTER DISCOVER & CO	09/01/2009	11/06/2009	3,310.00	2,908.00	402.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side
SHACKELFORD CHARITABLE TRUST 59-7906340

Employer identification number
62-6363101

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 1528. BANK OF AMERICA CORP COM	09/12/2007	01/21/2009	8,734.00	76,590.00	-67,856.00
561. BERKLEY W R CORP COM	10/15/2007	01/28/2009	15,494.00	17,764.00	-2,270.00
196. NORTHERN TR CORP COM	08/09/2007	01/28/2009	11,579.00	12,833.00	-1,254.00
132. ACE LTD CHF 33.74 SHS	06/12/2007	01/28/2009	6,373.00	8,273.00	-1,900.00
128.844 DREYFUS BOSTON CO SMALLCAP EQTY TE	10/29/2007	02/02/2009	2,908.00	5,728.00	-2,820.00
1105.008 RIDGEWORTH FD-MIDCAP VAL EQTY #412	05/04/2007	02/02/2009	7,282.00	15,426.00	-8,144.00
601.426 T ROWE PRICE REAL ESTATE SHS	10/29/2007	02/02/2009	5,485.00	13,845.00	-8,360.00
642. PROCTER & GAMBLE CO COM	12/12/2000	02/04/2009	33,911.00	21,754.00	12,157.00
937. AFLAC INC COM	11/20/2007	02/26/2009	18,247.00	57,253.00	-39,006.00
1047. NIKE INC CL B	08/21/2007	02/27/2009	43,703.00	57,092.00	-13,389.00
393. UNITED TECHNOLOGIES CORP COM	08/21/2007	03/02/2009	15,439.00	15,093.00	346.00
100000. FED HOME LN BK 4.000% 4/22/13	04/16/2008	04/22/2009	100,000.00	100,000.00	
422. PROCTER & GAMBLE CO COM	12/12/2000	04/22/2009	21,111.00	14,299.00	6,812.00
121. AT & T INC COM	12/30/2004	04/28/2009	3,044.00	2,567.00	477.00
76. ABBOTT LABS COM	02/20/2008	04/28/2009	3,269.00	4,181.00	-912.00
48. ALTRIA GROUP INC COM	01/15/2008	04/28/2009	804.00	1,149.00	-345.00
42. APACHE CORP COM	04/27/2007	04/28/2009	2,809.00	3,111.00	-302.00
25. APPLE COMPUTER COM	01/08/2008	04/28/2009	3,082.00	4,499.00	-1,417.00
61. BANK OF NEW YORK MELLON CORP COM	02/07/2008	04/28/2009	1,529.00	2,802.00	-1,273.00
36. BARD C R INC COM	07/11/2007	04/28/2009	2,536.00	3,011.00	-475.00
97. BERKLEY W R CORP COM	10/15/2007	04/28/2009	2,166.00	3,072.00	-906.00
105. CVS CORP COM	04/27/2007	04/28/2009	3,171.00	3,845.00	-674.00
79. CHEVRONTEXACO CORP COM	10/06/2000	04/28/2009	5,132.00	2,654.00	2,478.00
226. CISCO SYSTEMS COM STK	05/11/2007	04/28/2009	4,122.00	6,017.00	-1,895.00
52. CONOCOPHILLIPS COM	11/13/2000	04/28/2009	2,106.00	930.00	1,176.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side
SHACKELFORD CHARITABLE TRUST 59-7906340 Employer identification number
62-6363101

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 126. CORNING INC	10/26/2007	04/28/2009	1,921.00	3,014.00	-1,093.00
24. DANAHER CORP COM	04/27/2007	04/28/2009	1,393.00	1,687.00	-294.00
122. WALT DISNEY CO	08/06/2003	04/28/2009	2,374.00	2,587.00	-213.00
87. EDISON INTERNATIONAL COM	04/27/2007	04/28/2009	2,431.00	4,613.00	-2,182.00
58. EMERSON ELEC CO COM	12/15/2005	04/28/2009	1,881.00	2,205.00	-324.00
71. EXELON CORPORATION COM	04/27/2007	04/28/2009	3,214.00	5,370.00	-2,156.00
50. EXPRESS SCRIPTS INC CL-A	10/17/2007	04/28/2009	2,972.00	2,906.00	66.00
106. EXXON MOBIL CORP	05/23/2001	04/28/2009	6,927.00	4,657.00	2,270.00
263. GENERAL ELEC CO COM	03/21/2001	04/28/2009	3,132.00	10,423.00	-7,291.00
12. GOLDMAN SACHS GROUP INC COM	05/11/2007	04/28/2009	1,438.00	2,717.00	-1,279.00
35. HARRIS CORP DEL COM COM	04/27/2007	04/28/2009	1,025.00	1,836.00	-811.00
138. HEWLETT PACKARD COM	05/11/2007	04/28/2009	4,844.00	6,229.00	-1,385.00
190. INTEL CORP COM	01/15/2008	04/28/2009	2,859.00	4,781.00	-1,922.00
59. INTERNATIONAL BUSINESS MACHS COR COM	08/07/2007	04/28/2009	5,853.00	6,556.00	-703.00
147. J P MORGAN CHASE & CO	09/11/2007	04/28/2009	4,749.00	6,548.00	-1,799.00
82 JOHNSON & JOHNSON COM	01/28/2008	04/28/2009	4,143.00	5,158.00	-1,015.00
58. MCDONALDS CORP COM	05/11/2007	04/28/2009	3,129.00	2,934.00	195.00
59. MERCK & CO INC COM	08/14/2007	04/28/2009	1,377.00	2,971.00	-1,594.00
183. MICROSOFT CORP COM	01/11/2006	04/28/2009	3,687.00	4,994.00	-1,307.00
47. NORTHERN TR CORP COM	08/09/2007	04/28/2009	2,429.00	3,077.00	-648.00
139. ORACLE CORPORATION COM	07/26/2007	04/28/2009	2,713.00	2,774.00	-61.00
65. PEPSICO INC COM	04/27/2007	04/28/2009	3,182.00	4,326.00	-1,144.00
48. PHILIP MORRIS INTL COM	01/15/2008	04/28/2009	1,761.00	2,617.00	-856.00
78. PROCTER & GAMBLE CO COM	12/12/2000	04/28/2009	3,862.00	2,643.00	1,219.00
53. RAYTHEON CO COM NEW	05/11/2007	04/28/2009	2,352.00	2,870.00	-518.00
6b Total Combine the amounts in column (f) Enter here and on Schedule D, line 6b					

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

Employer identification number

SHACKELFORD CHARITABLE TRUST 59-7906340

62-6363101

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 36. SCHLUMBERGER LTD COM	01/07/2008	04/28/2009	1,714.00	3,454.00	-1,740.00
58. TJX CO INC NEW	02/26/2008	04/28/2009	1,563.00	1,921.00	-358.00
44. TARGET CORP COM	07/27/2007	04/28/2009	1,716.00	2,734.00	-1,018.00
87. TEXAS INSTRS INC COM	05/11/2007	04/28/2009	1,494.00	3,189.00	-1,695.00
51. TRAVELERS COS INC/THE COM	05/11/2007	04/28/2009	2,021.00	2,890.00	-869.00
89. UNITED TECHNOLOGIES CORP COM	08/21/2002	04/28/2009	4,240.00	2,742.00	1,498.00
117. VERIZON COMMUNICATION S COM	05/11/2007	04/28/2009	3,570.00	4,806.00	-1,236.00
69. WALMART STORES INC COM	05/11/2007	04/28/2009	3,315.00	3,284.00	31.00
86. WELLS FARGO & CO NEW COM	03/26/2008	04/28/2009	1,656.00	2,630.00	-974.00
59. ACE LTD CHF 33.74 SHS	06/12/2007	04/28/2009	2,599.00	3,698.00	-1,099.00
344. INTERNATIONAL BUSINESS MACHS COR COM	05/11/2007	05/11/2009	35,476.00	35,428.00	48.00
858. ALTRIA GROUP INC COM	01/16/2008	05/13/2009	14,714.00	20,519.00	-5,805.00
165.964 DREYFUS BOSTON CO SMALLCAP EQTY TE	10/29/2007	05/18/2009	3,935.00	7,379.00	-3,444.00
1280.818 FORUM FDS ABSOLUTE STRATEGIES INSTL	10/29/2007	05/18/2009	12,219.00	14,051.00	-1,832.00
1217.256 RIDGEWORTH FD-EMERGING GROWTH #593	10/29/2007	05/18/2009	9,312.00	20,219.00	-10,907.00
3386.578 RIDGEWORTH FD-INTL 130/30 #242	04/21/2008	05/18/2009	17,915.00	30,860.00	-12,945.00
448.589 T ROWE PRICE REAL ESTATE SHS	10/29/2007	05/18/2009	4,450.00	10,327.00	-5,877.00
2435. CORNING INC	10/26/2007	05/26/2009	35,535.00	58,241.00	-22,706.00
262. BARD C R INC COM	07/11/2007	06/01/2009	18,992.00	21,851.00	-2,859.00
719. LABORATORY CORP OF AMERICA HLDGS COM	05/20/2008	06/22/2009	47,075.00	55,033.00	-7,958.00
1662.824 DREYFUS BOSTON CO SMALLCAP EQTY TE	04/21/2008	07/20/2009	42,651.00	70,835.00	-28,184.00
289.671 RIDGEWORTH FD-EMERGING GROWTH #593	10/29/2007	07/20/2009	2,468.00	4,811.00	-2,343.00
453.173 RIDGEWORTH FD-INTL 130/30 #242	04/21/2008	07/20/2009	2,642.00	4,129.00	-1,487.00
1844. DIRECTV GROUP INC COM	07/17/2008	08/04/2009	48,103.00	49,557.00	-1,454.00
773. ACE LTD CHF 33.74 SHS	06/12/2007	08/17/2009	37,240.00	48,182.00	-10,942.00
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

SHACKELFORD CHARITABLE TRUST 59-7906340

62-6363101

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 626. NORTHERN TR CORP COM	08/09/2007	09/01/2009	35,609.00	40,987.00	-5,378.00
839. AT & T INC COM	12/30/2004	09/28/2009	23,002.00	17,797.00	5,205.00
1229. GENERAL ELEC CO COM	04/27/2007	09/28/2009	20,567.00	48,388.00	-27,821.00
711. VERIZON COMMUNICATIONS COM	05/11/2007	09/28/2009	21,554.00	29,207.00	-7,653.00
425. WALMART STORES INC COM	05/11/2007	09/28/2009	20,991.00	20,226.00	765.00
990. CONOCOPHILLIPS COM	11/13/2000	09/29/2009	44,832.00	17,709.00	27,123.00
352. EXXON MOBIL CORP	05/23/2001	09/29/2009	24,365.00	15,463.00	8,902.00
767. EDISON INTERNATIONAL COM	04/27/2007	10/02/2009	24,969.00	40,672.00	-15,703.00
947. EDISON INTERNATIONAL COM	04/27/2007	10/05/2009	30,854.00	50,217.00	-19,363.00
419. BARD C R INC COM	07/10/2007	10/28/2009	31,772.00	34,936.00	-3,164.00
144. ABB LTD SPONS ADR	07/08/2008	11/06/2009	2,769.00	3,891.00	-1,122.00
81. AT & T INC COM	12/30/2004	11/06/2009	2,093.00	1,718.00	375.00
78. ABBOTT LABS COM	02/20/2008	11/06/2009	4,006.00	4,291.00	-285.00
43. APACHE CORP COM	04/27/2007	11/06/2009	4,179.00	3,185.00	994.00
25. APPLE COMPUTER COM	01/08/2008	11/06/2009	4,824.00	4,499.00	325.00
94. BANK OF NEW YORK MELLON CORP COM	02/07/2008	11/06/2009	2,476.00	4,318.00	-1,842.00
67. BERKLEY W R CORP COM	10/15/2007	11/06/2009	1,630.00	2,122.00	-492.00
106. CVS CORP COM	04/27/2007	11/06/2009	3,077.00	3,882.00	-805.00
82. CHEVRONTXACO CORP COM	10/06/2000	11/06/2009	6,278.00	2,755.00	3,523.00
234. CISCO SYSTEMS COM STK	05/11/2007	11/06/2009	5,543.00	6,230.00	-687.00
21. DANAHER CORP COM	04/27/2007	11/06/2009	1,502.00	1,477.00	25.00
128. WALT DISNEY CO	08/06/2003	11/06/2009	3,684.00	2,714.00	970.00
170. E M C CORP MASS COM	05/15/2008	11/06/2009	2,824.00	2,996.00	-172.00
62. EMERSON ELEC CO COM	12/15/2005	11/06/2009	2,540.00	2,357.00	183.00
70. EXELON CORPORATION COM	04/27/2007	11/06/2009	3,287.00	5,294.00	-2,007.00
6b Total Combine the amounts in column (f) Enter here and on Schedule D, line 6b					

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side
 SHACKELFORD CHARITABLE TRUST 59-7906340
 Employer identification number
 62-6363101

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 55. EXPRESS SCRIPTS INC CL-A	10/17/2007	11/06/2009	4,616.00	3,196.00	1,420.00
87. EXXON MOBIL CORP	05/23/2001	11/06/2009	6,243.00	3,822.00	2,421.00
38. FREEPORT-MCMORAN COPPER & GOLD I CL B COM	10/10/2008	11/06/2009	2,993.00	1,323.00	1,670.00
201. GENERAL ELEC CO COM	04/27/2007	11/06/2009	3,011.00	7,375.00	-4,364.00
18. GOLDMAN SACHS GROUP INC COM	05/11/2007	11/06/2009	3,100.00	4,076.00	-976.00
9. GOOGLE INC CL A COM	07/21/2008	11/06/2009	4,929.00	4,220.00	709.00
98. HALLIBURTON CO COM	07/10/2008	11/06/2009	2,963.00	4,607.00	-1,644.00
36. HARRIS CORP DEL COM COM	04/27/2007	11/06/2009	1,592.00	1,888.00	-296.00
141. HEWLETT PACKARD COM	05/11/2007	11/06/2009	6,845.00	6,365.00	480.00
123. HOME DEPOT INC COM	09/30/2008	11/06/2009	3,182.00	3,075.00	107.00
191. INTEL CORP COM	01/15/2008	11/06/2009	3,593.00	4,390.00	-797.00
38. INTERNATIONAL BUSINESS MACHS COR COM	05/16/2003	11/06/2009	4,654.00	3,397.00	1,257.00
149. J P MORGAN CHASE & CO	09/12/2007	11/06/2009	6,426.00	6,633.00	-207.00
85. JOHNSON & JOHNSON COM	01/28/2008	11/06/2009	5,093.00	5,346.00	-253.00
70. KRAFT FOODS INC-A COM	10/13/2008	11/06/2009	1,878.00	2,007.00	-129.00
60. MCDONALDS CORP COM	05/11/2007	11/06/2009	3,669.00	3,035.00	634.00
91. MERCK & CO INC NEW COM	08/14/2007	11/06/2009	2,969.00	4,583.00	-1,614.00
182. MICROSOFT CORP COM	01/11/2006	11/06/2009	5,150.00	4,967.00	183.00
146. ORACLE CORPORATION COM	07/26/2007	11/06/2009	3,089.00	2,914.00	175.00
67. PEPSICO INC COM	04/27/2007	11/06/2009	4,076.00	4,459.00	-383.00
45. PHILIP MORRIS INTL COM	01/15/2008	11/06/2009	2,169.00	2,454.00	-285.00
31. PRAXAIR INC COM	10/10/2008	11/06/2009	2,495.00	1,838.00	657.00
55. PROCTER & GAMBLE CO COM	12/12/2000	11/06/2009	3,299.00	1,864.00	1,435.00
61. RAYTHEON CO COM NEW	05/11/2007	11/06/2009	2,866.00	3,303.00	-437.00
37. SCHLUMBERGER LTD COM	01/07/2008	11/06/2009	2,377.00	3,550.00	-1,173.00
6b Total Combine the amounts in column (f) Enter here and on Schedule D, line 6b					

FEDERAL CAPITAL GAIN DIVIDENDS
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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

PIMCO COMMODITY REALRTN STRATEGY USA	1,375.00	
RIDGEWORTH FD-INTERMEDIATE BD #850	469.00	

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS 1,844.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		-----	1,844.00
		=====	

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 (91 Items) - as of 05/03/2010 (Settle Date View)

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

Assets as of 12/31/2009

Account: All Accounts

	P/I	Units	Market Value	Mkt Value	%	Accrued Income	Tax Cost	Est Annual Income	Yield at Mkt	Market Price
MAIN-7906340 SUB-7920901										
CASH EQUIVALENTS										
☐ COINS AND CURRENCY			\$2,799.11	0.033%	\$0.00	\$2,799.11	\$0.00	\$0.00	0.000%	\$1.00
☑ 999999998		2,799 1100	\$2,799.11	0.033%	\$0.00	\$2,799.11	\$0.00	\$0.00	0.000%	\$1.00
UNINVESTED CASH										
STIF & MONEY MARKET FUNDS										
☐ STI TAXABLE			\$367,141.96	4.350%	\$15.52	\$367,141.96	\$243.05	\$243.05	0.066%	
☑ 766287389		367,141 9600	\$367,141.96	4.350%	\$15.52	\$367,141.96	\$243.05	\$243.05	0.066%	\$1.00
RIDGEWORTH FD-PRIME QUALITY MMKT / SHS #500										
US GOVERNMENT & AGENCY BONDS										
☐ OTHER US GOVT AGENCIES			\$459,156.50	5.440%	\$7,974.46	\$466,669.00	\$22,282.50	\$22,282.50	4.853%	
☑ 31331YBE9		100,000 0000	\$103,375.00	1.225%	\$886.94	\$104,216.00	\$5,150.00	\$5,150.00	4.982%	\$103.38
FEDERAL FARM CREDIT BANK BONDS										
DTD 10/29/07 5 150% DUE 10/29/14										
CALLABLE										
Rating AAA										
☑ 3133XNUG2		150,000 0000	\$150,187.50	1.780%	\$3,371.88	\$152,586.00	\$7,312.50	\$7,312.50	4.869%	\$100.13
FEDERAL HOME LOAN BANK										
BD										
DTD 01/15/08 4 875% DUE 01/15/15										
CALLABLE										
Rating AAA										
☑ 3133XS5J3		100,000 0000	\$102,875.00	1.219%	\$1,233.56	\$104,000.00	\$4,270.00	\$4,270.00	4.151%	\$102.88
FEDERAL HOME LOAN BANK										
BDS										
DTD 09/17/08 4 270% DUE 09/17/13										
CALLABLE										
Rating AAA										
☑ 3133XLRM7		100,000 0000	\$102,719.00	1.217%	\$2,482.08	\$105,867.00	\$5,550.00	\$5,550.00	5.403%	\$102.72
FEDERAL HOME LOAN BANK										
BONDS										
DTD 07/20/07 5 550% DUE 07/20/12										
CALLABLE										
Rating AAA										

COM Rating A										
<input type="checkbox"/>	COMMUNICATIONS EQUIPMENT									
<input checked="" type="checkbox"/>	17275R102 CISCO SYS INC COM Rating B+	\$185,598.06	2.199%	\$0.00	\$190,435.06	\$1,378.84	0.743%			\$23.94
		4,175,000	1.184%	\$0.00	\$111,150.60	\$0.00	0.000%			
<input checked="" type="checkbox"/>	413875105 HARRIS CORP DEL COM Rating B+	662,000	0.373%	\$0.00	\$34,555.94	\$582.56	1.851%			\$47.55
<input checked="" type="checkbox"/>	747525103 QUALCOMM CORP COM Rating B	1,171,000	0.642%	\$0.00	\$44,728.52	\$796.28	1.470%			\$46.26
<input type="checkbox"/>	COMPUTER HARDWARE									
<input checked="" type="checkbox"/>	037833100 APPLE INC COM Rating B	448,000	3.750%	\$201.44	\$251,060.58	\$2,358.96	0.745%			\$210.73
<input checked="" type="checkbox"/>	428236103 HEWLETT-PACKARD CO COM Rating B+	2,518,000	1.537%	\$201.44	\$113,660.51	\$805.76	0.621%			\$51.51
<input checked="" type="checkbox"/>	459200101 INTERNATIONAL BUSINESS MACHS CORP COM Rating A	706,000	1.095%	\$0.00	\$62,645.40	\$1,553.20	1.681%			\$130.90
<input type="checkbox"/>	COMPUTER STORAGE & PERIPHERALS									
<input checked="" type="checkbox"/>	268648102 EMC-CORP MASS COM Rating B	3,070,000	0.635%	\$0.00	\$54,101.07	\$0.00	0.000%			\$17.47
<input type="checkbox"/>	CONSTRUCTION & ENGINEERING									
<input checked="" type="checkbox"/>	343412102 FLUOR CORP COM NEW Rating: B+	939,000	0.501%	\$117.38	\$41,476.01	\$469.50	1.110%			\$45.04
<input type="checkbox"/>	DATA PROCESSING & OUTSOURCING									
<input checked="" type="checkbox"/>	92826C839 VISA INC CLA COM	523,000	0.542%	\$0.00	\$34,691.53	\$261.50	0.572%			\$87.46
<input type="checkbox"/>	DEPARTMENT STORES									
<input checked="" type="checkbox"/>	500255104 KOHLS CORP COM	871,000	0.557%	\$0.00	\$30,653.45	\$0.00	0.000%			\$53.93

Rating	Symbol	Company Name	Market Cap	Yield	Dividend	Price	Dividend Yield
Rating: B+							
<input type="checkbox"/>	DIVERSIFIED BANKS						
<input checked="" type="checkbox"/>	060505104	BANK OF AMERICA CORP COM Rating: B+	5,579,000	3.005%	\$0.00	\$253,632.47	0.468%
				0.996%	\$0.00	\$84,019.74	0.266%
				1.330%	\$0.00	\$112,258.98	0.480%
<input checked="" type="checkbox"/>	46625H100	JP MORGAN CHASE & CO COM Rating: B	2,694,000		\$0.00	\$111,379.88	
<input checked="" type="checkbox"/>	949746101	WELLS FARGO & CO NEW COM	2,125,000	0.680%	\$0.00	\$61,589.50	0.741%
<input type="checkbox"/>	DIVERSIFIED METALS & MINING						
<input checked="" type="checkbox"/>	35671D857	FREEMONT-MCMORAN COPPER & GOLD INC COM Rating: B-	675,000	0.642%	\$0.00	\$23,507.28	0.747%
<input type="checkbox"/>	DRUG RETAIL						
<input checked="" type="checkbox"/>	126650100	CVS CAREMARK CORP COM Rating: A+	1,894,000	0.723%	\$0.00	\$68,904.30	0.947%
<input type="checkbox"/>	ELECTRIC UTILITIES						
<input checked="" type="checkbox"/>	30161N101	EXELON CORP COM Rating: B+	1,252,000	0.725%	\$0.00	\$94,688.76	4.297%
<input type="checkbox"/>	ELECTRICAL COMPONENTS & EQUIP						
<input checked="" type="checkbox"/>	291011104	EMERSON ELEC CO COM Rating: A	1,100,000	0.555%	\$0.00	\$41,825.90	3.146%
<input type="checkbox"/>	EXPLORATION & PRODUCTION						
<input checked="" type="checkbox"/>	037411105	APACHE CORP COM Rating: A	763,000	0.933%	\$0.00	\$56,523.04	0.582%
<input checked="" type="checkbox"/>	25179M103	DEVON ENERGY CORP NEW COM Rating: B+	665,000	0.579%	\$0.00	\$29,451.18	0.871%
<input type="checkbox"/>	FERTILIZERS & AGRICULTURAL						
<input checked="" type="checkbox"/>	61166W101	MONSANTO CO NEW COM	637,000	0.617%	\$0.00	\$64,277.44	1.297%

<input type="checkbox"/>	COM Rating B+	GENERAL MERCHANDISE STORES	\$63,122.85	0.748%	\$0.00	\$74,075.57	\$887.40	1.406%	\$48.37
<input checked="" type="checkbox"/>	87612E106 COM	TARGET CORP	\$63,122.85	0.748%	\$0.00	\$74,075.57	\$887.40	1.406%	\$48.37
<input type="checkbox"/>	Rating A+	HEALTH CARE EQUIPMENT	\$74,163.27	0.879%	\$176.32	\$83,221.86	\$705.28	0.951%	\$58.68
<input checked="" type="checkbox"/>	071813109 COM	BAXTER INTL INC	\$35,677.44	0.423%	\$176.32	\$35,529.21	\$705.28	1.977%	\$58.68
<input checked="" type="checkbox"/>	Rating A-	883556102 COM	\$38,485.83	0.456%	\$0.00	\$47,692.65	\$0.00	0.000%	\$47.69
		THERMO FISHER SCIENTIFIC INC							
<input type="checkbox"/>	Rating B-	HEALTH CARE SERVICES	\$82,790.36	0.981%	\$0.00	\$55,636.72	\$0.00	0.000%	\$66.42
<input checked="" type="checkbox"/>	302182100 COM	EXPRESS SCRIPTS INC	\$82,790.36	0.981%	\$0.00	\$55,636.72	\$0.00	0.000%	\$66.42
<input type="checkbox"/>	Rating B+	HEAVY ELECTRICAL EQUIPMENT	\$50,595.90	0.599%	\$0.00	\$63,967.72	\$0.00	0.000%	\$19.10
<input checked="" type="checkbox"/>	000375204 COM	ABB LTD	\$50,595.90	0.599%	\$0.00	\$63,967.72	\$0.00	0.000%	\$19.10
<input type="checkbox"/>		HOME IMPROVEMENT RETAIL	\$63,559.21	0.753%	\$0.00	\$50,643.12	\$1,977.30	3.111%	\$28.93
<input checked="" type="checkbox"/>	437076102 COM	HOME DEPOT INC	\$63,559.21	0.753%	\$0.00	\$50,643.12	\$1,977.30	3.111%	\$28.93
<input type="checkbox"/>	Rating A	HOUSEHOLD PRODUCTS	\$59,538.66	0.705%	\$0.00	\$33,274.69	\$1,728.32	2.903%	\$60.63
<input checked="" type="checkbox"/>	742718109 COM	PROCTER & GAMBLE CO	\$59,538.66	0.705%	\$0.00	\$33,274.69	\$1,728.32	2.903%	\$60.63
<input type="checkbox"/>	Rating A+	HYPERMARKETS & SUPER CENTERS	\$52,220.65	0.619%	\$266.23	\$46,495.15	\$1,064.93	2.039%	\$53.45
<input checked="" type="checkbox"/>	931142103 COM	WAL-MART STORES INC	\$52,220.65	0.619%	\$266.23	\$46,495.15	\$1,064.93	2.039%	\$53.45
<input type="checkbox"/>	Rating A+	INDUSTRIAL CONGLOMERATES	\$55,844.83	0.662%	\$369.10	\$130,166.40	\$1,476.40	2.644%	\$15.13
<input checked="" type="checkbox"/>	369604103 COM	GENERAL ELEC CO	\$55,844.83	0.662%	\$369.10	\$130,166.40	\$1,476.40	2.644%	\$15.13
<input type="checkbox"/>	Rating A	INDUSTRIAL GASES	\$45,375.15	0.538%	\$0.00	\$33,504.39	\$904.00	1.992%	

<input checked="" type="checkbox"/>	74005P104 PRAXAIR INC COM Rating A+	565 0000	\$45,375.15	0.538%	\$0.00	\$33,504.39	\$904.00	1.992%	\$80.31
<input checked="" type="checkbox"/>	INDUSTRIAL MACHINERY								
<input checked="" type="checkbox"/>	701094104 PARKER HANNIFIN CORP COM Rating A-	855 0000	\$46,067.40	0.546%	\$0.00	\$45,965.40	\$855.00	1.856%	\$53.88
<input checked="" type="checkbox"/>	INTEGRATED OIL & GAS								
<input checked="" type="checkbox"/>	166764100 CHEVRON CORP COM Rating A-	1,447,0000	\$111,404.53	1.320%	\$0.00	\$48,620.14	\$3,935.84	3.533%	\$76.99
<input checked="" type="checkbox"/>	30231G102 EXXON MOBIL CORP COM Rating A+	1,586 0000	\$108,149.34	1.281%	\$0.00	\$66,497.98	\$2,664.48	2.464%	\$68.19
<input checked="" type="checkbox"/>	674599105 OCCIDENTAL PETE CORP COM Rating A-	930 0000	\$75,655.50	0.896%	\$306.90	\$66,510.05	\$1,227.60	1.623%	\$81.35
<input checked="" type="checkbox"/>	INTEGRATED TELECOM SVCS								
<input checked="" type="checkbox"/>	00206R102 AT & T INC COM Rating B+	1,494,0000	\$41,876.82	0.496%	\$0.00	\$31,691.40	\$2,509.92	5.994%	\$28.03
<input checked="" type="checkbox"/>	92343V104 VERIZON COMMUNICATIONS COM Rating B	1,480,0000	\$49,032.40	0.581%	\$0.00	\$60,796.64	\$2,812.00	5.735%	\$33.13
<input checked="" type="checkbox"/>	INTERNET SOFTWARE & SERVICES								
<input checked="" type="checkbox"/>	38259P508 GOOGLE INC CL.A.COM Rating B	171 0000	\$106,016.58	1.256%	\$0.00	\$79,590.76	\$0.00	0.000%	\$619.98
<input checked="" type="checkbox"/>	INVESTMENT BANKING & BROKERAGE								
<input checked="" type="checkbox"/>	38141G104 GOLDMAN SACHS GROUP INC. COM Rating B+	339 0000	\$57,236.76	0.678%	\$0.00	\$57,244.92	\$474.60	0.829%	\$168.84
<input checked="" type="checkbox"/>	617446448 MORGAN STANLEY COM NEW Rating B	1,908 0000	\$56,476.80	0.669%	\$0.00	\$49,084.11	\$381.60	0.676%	\$29.60
<input checked="" type="checkbox"/>	808513105 SCHWAB CHARLES CORP	2,304 0000	\$43,361.28	0.514%	\$0.00	\$36,375.32	\$552.96	1.275%	\$18.82

<input checked="" type="checkbox"/>	458140100 INTEL CORP COM Rating: B+	3,416,000	\$69,686.40	0.826%	\$0.00	\$69,308.82	\$1,912.96	2.745%	\$20.40
<input checked="" type="checkbox"/>	882508104 TEXAS INSTRS INC COM Rating: B	1,638,000	\$42,686.28	0.506%	\$0.00	\$60,047.45	\$786.24	1.842%	\$26.06
<input checked="" type="checkbox"/>	SOFT DRINKS								
<input checked="" type="checkbox"/>	713448108 PEPSICO INC COM Rating: A+	1,198,000	\$72,838.40	0.863%	\$539.10	\$79,737.92	\$2,156.40	2.961%	\$60.80
<input checked="" type="checkbox"/>	STEEL								
<input checked="" type="checkbox"/>	670346105 NUCOR CORP COM Rating: B	1,302,000	\$60,738.30	0.720%	\$468.72	\$57,233.80	\$1,874.88	3.087%	\$46.65
<input checked="" type="checkbox"/>	SYSTEMS SOFTWARE								
<input checked="" type="checkbox"/>	68389X105 ORACLE CORP COM Rating: B+	2,601,000	\$63,802.53	0.756%	\$0.00	\$51,915.69	\$520.20	0.815%	\$24.53
<input checked="" type="checkbox"/>	TOBACCO								
<input checked="" type="checkbox"/>	718172109 PHILIP MORRIS INTL COM	1,019,000	\$49,105.61	0.582%	\$471.54	\$54,377.03	\$2,364.08	4.814%	\$48.19
<input checked="" type="checkbox"/>	TRUCKING								
<input checked="" type="checkbox"/>	445658107 HUNT J B TRANS SVCS INC COM Rating: B+	800,000	\$25,816.00	0.306%	\$0.00	\$25,955.82	\$352.00	1.363%	\$32.27
MUTUAL FUNDS									
<input checked="" type="checkbox"/>	COMMODITY								
<input checked="" type="checkbox"/>	722005667 PIMCO COMMODITY REALRETURN STRATEGY FD USA-INS Rating: N/A	13,879,0830	\$114,918.81	1.362%	\$0.00	\$86,034.45	\$6,884.03	5.990%	\$8.28
<input checked="" type="checkbox"/>	OTHER DOMESTIC EQUITY								
<input checked="" type="checkbox"/>	349847600 FORUM FDS ABSOLUTE STRATEGIES FD INSTL SHS Rating: N/A	9,187,7500	\$96,011.99	1.138%	\$0.00	\$98,585.59	\$1,139.28	1.187%	\$10.45
<input checked="" type="checkbox"/>	REIT FDS								
<input checked="" type="checkbox"/>	779919109 T ROWE PRICE REAL ESTATE FD	7,003,6520	\$96,860.51	1.148%	\$0.00	\$114,671.38	\$3,852.01	3.977%	\$13.83

SHS Rating	Symbol	Value	Yield	Cost	Gain/Loss	Yield	Value	Yield	Value
<input type="checkbox"/>	SMALL CAP GROWTH	\$57,319.46	0.679%	\$0.00	\$48,951.00	\$0.00	\$0.00	0.000%	\$6.37
<input checked="" type="checkbox"/>	817288825 SENTINEL FDS SMALL CO FD-I Rating: N/A	\$57,319.46	0.679%	\$0.00	\$48,951.00	\$0.00	\$0.00	0.000%	\$6.37
<input type="checkbox"/>	SMALL CAP VALUE	\$178,100.93	2.110%	\$0.00	\$203,170.00	\$3,820.65	\$3,820.65	2.145%	\$24.24
<input checked="" type="checkbox"/>	018918698 ALLIANZ FDS NFJ SMALL-CAP VALUE FD INSTL CL Rating: N/A	\$178,100.93	2.110%	\$0.00	\$203,170.00	\$3,820.65	\$3,820.65	2.145%	\$24.24
PROPRIETARY FUNDS									
<input type="checkbox"/>	FIXED INCOME	\$2,034,182.92	24.102%	\$3,811.15	\$1,897,004.45	\$78,059.30	\$78,059.30	3.837%	
<input checked="" type="checkbox"/>	766287702 RIDGEWORTH FD-INTERMEDIATE BD I SHS #850 Rating: N/A	\$1,485,132.72	17.597%	\$3,811.15	\$1,407,048.40	\$58,254.10	\$58,254.10	3.922%	
<input checked="" type="checkbox"/>	766287876 RIDGEWORTH FD-INVT GRADE BD I SHS #506 Rating: N/A	\$732,458.35	8.679%	\$1,678.70	\$702,634.73	\$26,660.36	\$26,660.36	3.640%	\$70.44
<input checked="" type="checkbox"/>	76628813 RIDGEWORTH FD-INTL EQUITY INDEX I SHS #530 Rating: N/A	\$66,373.4010	8.918%	\$2,132.45	\$704,414.27	\$31,593.74	\$31,593.74	4.198%	\$11.34
<input type="checkbox"/>	INTL DIVERSIFIED	\$293,938.33	3.483%	\$0.00	\$228,616.99	\$14,970.77	\$14,970.77	5.093%	
<input checked="" type="checkbox"/>	76628813 RIDGEWORTH FD-INTL EQUITY INDEX I SHS #530 Rating: N/A	\$293,938.33	3.483%	\$0.00	\$228,616.99	\$14,970.77	\$14,970.77	5.093%	\$12.88
<input type="checkbox"/>	MID CAP VALUE	\$189,414.65	2.244%	\$0.00	\$175,585.03	\$2,379.58	\$2,379.58	1.256%	
<input checked="" type="checkbox"/>	766288615 RIDGEWORTH FD-MIDCAP VAL EQUITY I SHS #412 Rating: N/A	\$189,414.65	2.244%	\$0.00	\$175,585.03	\$2,379.58	\$2,379.58	1.256%	\$9.95
<input type="checkbox"/>	OTHER INTL EQUITY	\$65,697.23	0.778%	\$0.00	\$85,754.03	\$2,454.84	\$2,454.84	3.737%	
<input checked="" type="checkbox"/>	76628870 RIDGEWORTH FD-INTL 130/30 I SHS #242 Rating: N/A	\$65,697.23	0.778%	\$0.00	\$85,754.03	\$2,454.84	\$2,454.84	3.737%	\$6.53
REAL ESTATE									
<input type="checkbox"/>	VACANT & UNDEVELOPED	\$941,000.00	11.149%	\$0.00	\$289,780.50	\$0.00	\$0.00	0.000%	
<input checked="" type="checkbox"/>	RE1404012 MARSHALL CNTY MISSISSIPPI 268.9 ACRES	\$941,000.00	11.149%	\$0.00	\$289,780.50	\$0.00	\$0.00	0.000%	\$0.00
MISCELLANEOUS ASSETS									
<input type="checkbox"/>	ACCOUNT RECEIVABLES	\$0.00	0.000%	\$0.00	\$1.00	\$0.00	\$0.00	0.000%	
<input checked="" type="checkbox"/>	997001FA5 CLASS ACTION PENDING AMERICAN INTL GROUP	\$0.00	0.000%	\$0.00	\$0.00	\$0.00	\$0.00	0.000%	\$0.00

	ON RCPT OF FINAL PMT											
☒	997000KD5 CLASS ACTION PENDING. BRISTOL MYERS 2ND ON RCPT OF FINAL PMT	1 0000	\$0.00	0.0000%	\$0.00	\$1.00	\$0.00	0.0000%	\$0.00		\$0.00	
☒	997000ZY3 CLASS ACTION PENDING COCA COLA CO (THE) ON RCPT OF FINAL PMT	1 0000	\$0.00	0.0000%	\$0.00	\$0.00	\$0.00	0.0000%	\$0.00		\$0.00	
☒	997000NNO CLASS ACTION PENDING FEDERAL HOME LOAN MTG CORP ON RCPT OF FINAL PMT	1 0000	\$0.00	0.0000%	\$0.00	\$0.00	\$0.00	0.0000%	\$0.00		\$0.00	
☒	997000UK8 CLASS ACTION PENDING MERRILL LYNCH & CO INC ON RCPT OF FINAL PMT	1 0000	\$0.00	0.0000%	\$0.00	\$0.00	\$0.00	0.0000%	\$0.00		\$0.00	
☒	997001FD9 CLASS ACTION PENDING MOTOROLA ON RCPT OF FINAL PMT	1 0000	\$0.00	0.0000%	\$0.00	\$0.00	\$0.00	0.0000%	\$0.00		\$0.00	
TOTAL:			\$8,439,866.91	100%	\$16,620.60	\$7,375,296.24	\$184,359.74		2.184%			

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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