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Return of Private Foundation

OMB No 1545-0052

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

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 , and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE FLORENCE FOUNDATION		A Employer identification number 63-0843906
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 4519 MCINNIS AVENUE		B Telephone number 251-344-0711
	City or town, state, and ZIP code MOSS POINT, MS 39563		C If exemption application is pending, check here ☐
	H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,342,948. (Part I, column (d) must be on cash basis)		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	136,646.	135,393.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<25,614.>			
	b Gross sales price for all assets on line 6a	609,510.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	<7,132.>	369.		STATEMENT 2	
12 Total. Add lines 1 through 11	103,900.	135,762.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	30,000.	15,000.		15,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 3	3,556.	0.	3,556.
	c Other professional fees				
	17 Interest				
	18 Taxes	STMT 4	498.	498.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 5	2,104.	0.	2,104.
	24 Total operating and administrative expenses. Add lines 13 through 23		36,158.	15,498.	20,660.
	25 Contributions, gifts, grants paid		142,500.		142,500.
26 Total expenses and disbursements. Add lines 24 and 25		178,658.	15,498.	163,160.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<74,758.>			
b Net investment income (if negative, enter -0-)			120,264.		
c Adjusted net income (if negative enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		225,695.	199,767.	199,767.
	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				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 7		288,703.	0.	0.
	b	Investments - corporate stock STMT 8		1,457,208.	1,632,399.	1,939,976.
	c	Investments - corporate bonds STMT 9		649,647.	772,256.	791,643.
11	Investments - land, buildings and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 10		330,216.	305,318.	411,562.	
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		2,951,469.	2,909,740.	3,342,948.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)		4,122.	0.	
23	Total liabilities (add lines 17 through 22)		4,122.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		2,947,347.	2,947,347.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		0.	<37,607.>		
30	Total net assets or fund balances		2,947,347.	2,909,740.		
31	Total liabilities and net assets/fund balances		2,951,469.	2,909,740.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,947,347.
2	Enter amount from Part I, line 27a	2	<74,758.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	39,206.
4	Add lines 1, 2, and 3	4	2,911,795.
5	Decreases not included in line 2 (itemize) ▶ TIMING DIFFERENCES BOOK AND TAX	5	2,055.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,909,740.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
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	609,510.	635,124.	<25,614.>	
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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			<25,614.>	
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		<25,614.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		If gain, also enter in Part I, line 8 If (loss), enter -0- in Part I, line 8 3		N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	178,372.	3,343,997.	.053341
2007	172,580.	3,690,011.	.046770
2006	174,647.	3,508,878.	.049773
2005	190,616.	3,550,133.	.053693
2004	136,485.	3,373,247.	.040461
2 Total of line 1, column (d)			2 .244038
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 .048808
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 2,982,616.
5 Multiply line 4 by line 3			5 145,576.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,203.
7 Add lines 5 and 6			7 146,779.
8 Enter qualifying distributions from Part XII, line 4			8 163,160.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	1,203.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,203.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,203.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,400.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	1,200.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,600.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,397.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☒ 1,397. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ AL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► **N/A**

14 The books are in care of ► **DWAIN G LUCE, JR.** Telephone no. ► **228-474-6383**
 Located at ► **4519 MCINNIS AVENUE, MOSS POINT, MS** ZIP+4 ► **39563**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► **15** **N/A**

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No	
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DWAIN G. LUCE, JR. 4519 MCINNIS AVENUE MOSS POINT, MS 39563	TRUSTEE 4.00	10,000.	0.	0.
C. WILLIAM BODIE, M.D. 900 DOWNTOWNER BLVD., #347 MOBILE, AL 36609	TRUSTEE 1.00	10,000.	0.	0.
THOMAS F. GARTH P.O. BOX 2727 MOBILE, AL 36652	TRUSTEE 1.00	10,000.	0.	0.

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

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

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	2,450,480.
b Average of monthly cash balances	1b	223,508.
c Fair market value of all other assets	1c	354,049.
d Total (add lines 1a, b, and c)	1d	3,028,037.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	3,028,037.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	45,421.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,982,616.
6 Minimum investment return. Enter 5% of line 5	6	149,131.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	149,131.
2a Tax on investment income for 2009 from Part VI, line 5	2a	1,203.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	168.
c Add lines 2a and 2b	2c	1,371.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	147,760.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	147,760.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	147,760.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	163,160.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	163,160.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,203.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	161,957.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				147,760.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			139,168.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 163,160.				
a Applied to 2008, but not more than line 2a			139,168.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				23,992.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				123,768.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

N/A

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

- [illegible]

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 11				
Total			▶ 3a	142,500.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

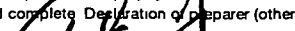
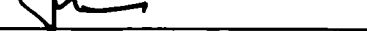
[illegible]

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

b If "Yes," complete the following schedule.

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

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

Sign Here	Under penalties of perjury, I declare that I prepared this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.			
	 Signature of officer or trustee		6/29/10 Date	 Director Title
Paid Preparer's Use Only	Preparer's signature 		Date 6/17/10	Check if self-employed ☐
	Firm's name (or yours if self-employed), address, and ZIP code SMITH DUKES & BUCKALEW LLP 3800 AIRPORT BLVD MOBILE, AL 36608-1667		EIN 13-1000000 Phone no. (251) 343-1200	

Form **990-PF** (2009)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	500 SHRS GLADSTONE CAPITAL CORP	P	01/06/06	07/24/09
b	5,000 SHRS REGIONS FINANCIAL	P	04/25/08	08/18/09
c	750 SHRS ENERGY TRANSFER PARTNERS	P	10/12/05	09/11/09
d	65,000 SHRS CATERPILLAR	P	01/06/06	11/16/09
e	50,000 SHRS COLONIAL BANK	P	01/06/06	02/09/09
f	50,000 SHRS COLONIAL BANK	P	01/06/06	02/17/09
g	25,000 SHRS FORD MOTOR CREDIT	P	01/06/06	04/03/09
h	40,000 SHRS FHLB BOND	P	01/06/06	02/05/09
i	100,000 SHRS FNMA INVST	P	01/06/06	04/27/09
j	50,000 SHRS FNMA NOTE	P	01/28/08	04/27/09
k	100,000 SHRS FHLMC MTN	P	01/06/06	05/05/09
l	CAPITAL GAINS FROM PARTNERSHIPS	P		/ /09
m	CAPITAL LOSSES FROM PARTNERSHIPS	P		/ /09
n	1231 GAIN FROM PARTNERSHIPS	P		/ /09
o	CAPITAL GAINS DIVIDENDS			

(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 5,102.		11,106.	<6,004.>
b 113,378.		125,000.	<11,622.>
c 32,280.		21,690.	10,590.
d 65,000.		65,000.	0.
e 44,247.		49,375.	<5,128.>
f 44,247.		49,375.	<5,128.>
g 7,500.		24,875.	<17,375.>
h 40,000.		39,200.	800.
i 100,000.		100,000.	0.
j 50,000.		50,003.	<3.>
k 100,000.		99,500.	500.
l 1,514.			1,514.
m <20.>			<20.>
n 483.			483.
o 5,779.			5,779.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<6,004.>
b			<11,622.>
c			10,590.
d			0.
e			<5,128.>
f			<5,128.>
g			<17,375.>
h			800.
i			0.
j			<3.>
k			500.
l			1,514.
m			<20.>
n			483.
o			5,779.

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	<25,614.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORPORATE BONDS	42,756.	0.	42,756.
CORPORATE BONDS OID	3,204.	0.	3,204.
CORPORATE STOCKS	85,992.	5,779.	80,213.
DIVIDENDS FROM PARTNERSHIPS	152.	0.	152.
INTEREST FROM PARTNERSHIPS	496.	0.	496.
U.S. GOVERNMENT AGENCIES	9,825.	0.	9,825.
TOTAL TO FM 990-PF, PART I, LN 4	142,425.	5,779.	136,646.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY INCOME FROM PARTNERSHIP	369.	369.	
PARTNERSHIP INCOME	<7,501.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<7,132.>	369.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,556.	0.		3,556.
TO FORM 990-PF, PG 1, LN 16B	3,556.	0.		3,556.

FORM 990-PF	TAXES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	498.	498.		0.
TO FORM 990-PF, PG 1, LN 18	498.	498.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMMUNITY FOUNDATION DUES	595.	0.		595.
D & O LIABILITY INSURANCE	1,509.	0.		1,509.
TO FORM 990-PF, PG 1, LN 23	2,104.	0.		2,104.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT 6
DESCRIPTION				AMOUNT
EXCESS PARTNERSHIP DISTRIBUTIONS OVER REPORTED TAX AMOUNTS				39,206.
TOTAL TO FORM 990-PF, PART III, LINE 3				39,206.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
U,S GOVT DEBT SECURITIES	X		0.	0.	
TOTAL U.S. GOVERNMENT OBLIGATIONS					
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
DOW CHEMICAL -- 1600 SHARES	11,467.	44,208.	
LILLY ELI & COMPANY -- 1000 SHARES	18,777.	35,710.	
MERCHANTS & MARINE BANK -- 14485 SHARES	47,654.	179,400.	
ROYAL DUTCH PETROLEUM -- 1000 SHARES	19,998.	60,110.	
HARTFORD FINANCIAL SERV GROUP INC -- 300 SHARES	2,041.	6,978.	
COCA COLA CO -- 200 SHARES	5,871.	11,400.	
WESTAR ENERGY INC -- 1000 SHARES	51,765.	62,988.	
MERRILL LYNCH CAPITAL TR, 7.12% PFD -- 1800 SHARES	46,125.	37,800.	
EXXON MOBIL -- 700 SHARES	28,728.	47,733.	
JOHNSON & JOHNSON -- 1000 SHARES	52,104.	64,410.	
COLONIAL PPTYS TR -- 1,000 SHARES	23,233.	11,730.	
PLUM CREEK TIMBER CO. -- 2,000 SHARES	49,162.	75,520.	
MICROSOFT - 1000 SHARES	22,055.	30,480.	
GE CAPL CORP PINES 6.1% - 3000 SHARES	76,049.	71,940.	
SOUTHERN CO. - 2000 SHARES	59,116.	66,640.	
ALLIANT ENERGY -- 1000 SH	20,231.	30,260.	
CONSOLIDATED EDISON -- 950 SH	37,506.	43,159.	
DOMINION RES -- 500 SH	26,875.	38,920.	
EXELON CORP -- 1600 SH	43,303.	78,192.	
KRAFT FOODS-- 500 SH	15,680.	13,590.	
NORTHWEST NATURAL GAS -- 1000 SH	26,442.	45,040.	
TECO ENERGY -- 1600 SH	52,294.	72,990.	
VULCAN MATERIAL -- 450 SH	18,862.	23,701.	
PROSPECT CAPITAL CORP -- 2,091 SHS	30,572.	24,695.	
GLADSTONE CAP CORP CEF -- 500	0.	0.	
GEORGIA POWER SERIES O -- 4,000 PFD	101,879.	99,880.	
BP PLC 1,500 SHS	99,770.	86,955.	
INTERNATIONAL BUSINESS MACHINES CORP	32,490.	65,450.	
NUVEEN MULTI-CURRENCY SHORT TERM GOVT. INCOME FUND	98,981.	77,050.	

ANWORTH MORTGAGE ASSET CORP SER B CUM CONV PFD 6.25%	100,000.	90,720.
PREFERRED PLUC TR SERIES	37,500.	32,445.
FEDERAL NATIONAL MTG ASSOC PFD PERPETUAL	100,000.	3,960.
SYSCO CORP	29,293.	27,940.
REGIONS FINANCING TRUST	0.	0.
BRISTOL MYERS SQUIBB COMPANY	40,800.	50,500.
CIT GROUP	5,578.	4,252.
DPL INC	48,643.	60,720.
PG&E CORPORATION	51,555.	62,510.
SUMMIT HOUSING PARTNERS LLC	100,000.	100,000.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,632,399.	1,939,976.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COCA COLA ENTERPRISES, 7.125% -- \$25,000	25,285.	29,040.
COLONIAL BANK SUB NTS, 8% -- \$100,000	0.	0.
FORD MOTOR CO, 7.125% -- \$25,000	0.	0.
SOUTHTRUST BANK BHAM MED TERM -- 50,000	50,949.	46,165.
FORD MOTOR CREDIT NOTES 7.25% DUE 10/25/11 - \$25,000	25,858.	25,250.
GM CORP 7.75% DUE 1/19/10 - \$25,000	25,000.	25,021.
GMAC 6.875% DUE 9/15/11 - \$25,000	25,110.	24,562.
CIT GROUP INTERNOTES 6.05% DUE 5/15/13 - \$25,000	0.	0.
CATERPILLAR 6% DUE 8/18 - \$65,000	0.	0.
COMCAST 6.5% DUE 1/15/15 - \$25,000	25,396.	27,964.
GE ELECTRIC 5% DUE 2/1/13 - \$100,000	100,350.	105,815.
TIME WARNER 6.875% DUE 6/15/18 - \$25,000	25,300.	28,019.
JOHN HANCOCK LIFE 5.1% -- 35,000	35,000.	35,847.
CAPITAL ONE FINANCIAL CORP SENIOR NOTE	97,628.	105,194.
AMERICAN EXPRESS 3.10% DUE 05/21/12	100,000.	101,303.
CIT GROUP SECURED NOTE 7.00% DUE 05/01/13	2,080.	1,686.
CIT GROUP SECURED NOTE 7.00% DUE 05/01/14	6,535.	2,496.
CIT GROUP SECURED NOTES 7.00% DUE 5/15/15	3,068.	2,408.
CIT GROUP SECURED NOTE 7.00% DUE 05/01/17	4,780.	5,477.
CIT GROUP SECURED NOTE 7.00% DUE 05/01/16	2,960.	3,845.
DOW CHEMICAL INTERNOTES 8.00% DUE 05/15/16	50,003.	50,411.
GATX INC SENIOR NOTES 8.75% DUE 05/15/14	51,013.	56,619.
REGIONS BANK SUBORDINATE NOTE 7.50% DUE 05/15/18	115,941.	114,521.
TOTAL TO FORM 990-PF, PART II, LINE 10C	772,256.	791,643.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
KINDER MORGAN ENERGY - 1000 SHARES	COST	40,261.	60,980.
ENTERPRISE LP -- 2000 SH	COST	97,244.	129,032.
TEPPCO LP -- 1700 SH	COST	0.	0.
INERGY LP -- 1,000	COST	23,875.	35,680.
MAGELLAN MIDSTREAM LP -- 700	COST	56,848.	86,660.
LTD PENN VA RESOURCES -- 1,000	COST	34,640.	43,120.
NUSTAR ENERGY LP	COST	52,450.	56,090.
ENERGY TRANSFER PARTNERS LP	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		305,318.	411,562.

FORM 990-PF	GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR	STATEMENT	11
RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
USA MITCHELL CANCER INSTITUTE 1 MOBILE INFIRMARY CIRCLE MOBILE, AL 36604	HEALTH	PUBLIC CHARITY	5,000.
CRITTENTON YOUTH SERVICES 4367 DOWNTOWNER LOOP NORTH MOBILE, AL 36609	EDUCATION	PUBLIC CHARITY	10,000.
AMERICAN LUNG ASSOCIATION OF ALABAMA P.O. BOX 3188 BESSEMER, AL 35023	I'LL NEVER SMOKE CAMPAIGN	PUBLIC CHARITY	24,000.
CAMP FOCUS 1300 SCHILLINGER ROAD SUITE MOBILE, AL 36695	OPERATIONS	PUBLIC CHARITY	12,500.
CAMP RAP-A-HOPE 2701 AIRPORT BLVD. MOBILE, AL 36606	HEALTH	PUBLIC CHARITY	2,000.

THE FLORENCE FOUNDATION

63-0843906

EDITH MURPHY FOUNDATION P.O. BOX 7552 MOBILE, AL 36670	HEALTH & EDUCATION	PUBLIC CHARITY	3,000.
ELIJAH HOUSE P.O. BOX 6978 MOBILE, AL 36660	PRISON REFORM	PUBLIC CHARITY	5,000.
LOAVES & FISHES 15 NORTH JOACHIM STREET MOBILE, AL 36602	OPERATIONS	PUBLIC CHARITY	2,000.
MOBILE COUNTY SPELLING BEE 6729 ROLLING GREEN DRIVE MOBILE, AL 36695	EDUCATION	PUBLIC SCHOOLS	5,000.
MOBILE INFIRMARY FOUNDATION P.O. BOX 2226 MOBILE, AL 36652	PULMONARY REHAB CENTER	PUBLIC CHARITY	25,000.
MOBILE RESCUE MISSION 206 STATE STREET MOBILE, AL 36601	OPERATIONS	PUBLIC CHARITY	2,000.
PROVIDENCE HOSPITAL FOUNDATION P.O. BOX 850429 MOBILE, AL 36685	HEALTH & EDUCATION	PUBLIC CHARITY	5,000.
SPRINGHILL COLLEGE 4000 DAUPHIN STREET MOBILE, AL 36608	HEALTH & EDUCATION	PUBLIC CHARITY	5,000.
THE SALVATION ARMY DAUPHIN STREET MOBILE, AL 36604	OPERATIONS	PUBLIC CHARITY	2,000.
THE SHOULDER P.O. BOX 7130 SPANISH FORT, AL 36577	HEALTH & EDUCATION	PUBLIC CHARITY	5,000.

THE FLORENCE FOUNDATION

63-0843906

UNIV. OF MOBILE NURSING PROGRAM
5735 COLLEGE PKWY EIGHT MILE,
AL 36695

NURSING PROGRAM
SCHLORSHIP

PUBLIC
CHARITY

20,000.

VICTORY HEALTH CLINIC
P.O. BOX 851717 MOBILE, AL
36609

HEALTH & EDUCATION

PUBLIC
CHARITY

5,000.

WINGS OF LIFE
800 ST. LOUIS STREET MOBILE, AL REHAB CENTER
36602

PUBLIC
CHARITY

5,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

142,500.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

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

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

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

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

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

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

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization THE FLORENCE FOUNDATION	Employer identification number 63-0843906
	Number, street, and room or suite no. If a P.O. box, see instructions. 4519 MCINNIS AVENUE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MOSS POINT, MS 39563	

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

- | | | |
|---|---|------------------------------------|
| ☐ Form 990 | ☐ Form 990-T (corporation) | ☐ Form 4720 |
| ☐ Form 990-BL | ☐ Form 990-T (sec. 401(a) or 408(a) trust) | ☐ Form 5227 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 6069 |
| ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 8870 |

DWAIN G LUCE, JR.

- The books are in the care of ► **4519 MCINNIS AVENUE - MOSS POINT, MS 39563**

Telephone No ► **228-474-6383**

FAX No. ►

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

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for.

► ☒ calendar year **2009** or

► ☐ tax year beginning _____, and ending _____.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	2,600.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	1,400.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	1,200.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)