Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2009

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

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

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

Name of foundation
TELOS FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address) Room/suite
P O BOX 321418

City or town, state, and ZIP code
FLOWOOD, MS 39232-1418

A Employer identification number
64-0854272

B Telephone number (see page 10 of the instructions)
(601) 321-1950

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization. ☒ 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) ▶ $ 5,218,139.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) ______________
(Part I, column (d) must be on cash basis)

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants etc, received (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	111,168.	111,168.	111,168.	ATCH 1
	5a Gross rents	-748.	-748.	-748.	
	b Net rental income or (loss) -748.				
	6a Net gain or (loss) from sale of assets not on line 10	-484,383.			
	b Gross sales price for all assets on line 6a 3,017,961.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	8,788.	8,788.	8,788.	ATCH 2
	12 **Total** Add lines 1 through 11	-365,175.	119,208.	119,208.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 3	6,840.	0.	0.	0.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)**	-6,715.	-6,715.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	52,608.	52,608.	52,608.	
	24 **Total operating and administrative expenses.** Add lines 13 through 23	52,733.	45,893.	52,608.	0.
	25 Contributions, gifts, grants paid	604,606.			604,606.
	26 **Total expenses and disbursements** Add lines 24 and 25	657,339.	45,893.	52,608.	604,606.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-1,022,514.			
	b **Net investment income** (if negative, enter -0-)		73,315.		
	c **Adjusted net income** (if negative, enter -0-)			66,600.	

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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	End of year (c) Fair Market Value
Assets 1	Cash - non-interest-bearing	7,672.	4,442.	4,442.
2	Savings and temporary cash investments	581,661.	1,151,666.	1,151,666.
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) **	523,685.	221,856.	223,708.
b	Investments - corporate stock (attach schedule) ATCH 7	3,870,784.	2,698,572.	2,263,785.
c	Investments - corporate bonds (attach schedule) ATCH 8	240,893.	164,121.	174,988.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 9	1,398,949.	1,360,473.	1,399,550.
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)	6,623,644.	5,601,130.	5,218,139.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	6,623,644.	5,601,130.	
30	**Total net assets or fund balances** (see page 17 of the instructions)	6,623,644.	5,601,130.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	6,623,644.	5,601,130.	

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	6,623,644.
2	Enter amount from Part I, line 27a	2	-1,022,514.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,601,130.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,601,130.

** ATCH 6

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 SCHEDULE			
b				
c				
d				
e				

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-484,383.
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	903,428.	6,483,042.	0.139352
2007	480,160.	7,780,271.	0.061715
2006	598,502.	7,529,367.	0.079489
2005	502,575.	7,477,440.	0.067212
2004	183,582.	6,743,423.	0.027224

2 **Total** of line 1, column (d)	2	0.374992
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	0.074998
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	4,960,758.
5 Multiply line 4 by line 3	5	372,047.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	733.
7 Add lines 5 and 6	7	372,780.
8 Enter qualifying distributions from Part XII, line 4	8	604,606.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	733.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	733.
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	733.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 3,776.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	3,776.
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	3,043.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 3,043. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ ______ (2) On foundation managers ▶$ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ MS,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ NONE

14 The books are in care of ▶ JUDY BELL Telephone no ▶ 601-321-1950

Located at ▶ 219 KATHERINE DRIVE FLOWOOD, MS ZIP + 4 ▶ 39232

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

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☐ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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

5a During the year did the foundation pay or incur any amount to
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

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

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 10		0.	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				

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

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		

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 N/A	
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	4,154,326.
b	Average of monthly cash balances	1b	881,977.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	5,036,303.
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	0.
3	Subtract line 2 from line 1d	3	5,036,303.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	75,545.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,960,758.
6	**Minimum investment return.** Enter 5% of line 5	6	248,038.

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	248,038.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	733.		
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	733.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	247,305.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	247,305.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	247,305.

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	604,606.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	604,606.
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	733.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	603,873.

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					247,305.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only					
b Total for prior years 20 07 ,20 06 ,20 05					
3 Excess distributions carryover, if any, to 2009					
a From 2004					
b From 2005	137,773.				
c From 2006	226,147.				
d From 2007	103,968.				
e From 2008	581,514.				
f **Total** of lines 3a through e		1,049,402.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 604,606.					
a Applied to 2008, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)					
d Applied to 2009 distributable amount					247,305.
e Remaining amount distributed out of corpus		357,301.			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a))*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,406,703.			
b Prior years' undistributed income Subtract line 4b from line 2b					
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					
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions					
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions					
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					
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)					
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)					
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		1,406,703.			
10 Analysis of line 9					
a Excess from 2005	137,773.				
b Excess from 2006	226,147.				
c Excess from 2007	103,968.				
d Excess from 2008	581,514.				
e Excess from 2009	357,301.				

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))

WILLIAM M. MOUNGER, II

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

N/A

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

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

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

ATTACHMENT 11

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 12				
Total . . . . . ▶ 3a				604,606.
b *Approved for future payment*				
Total . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	111,168.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	523000	8,040.			
8 Gain or (loss) from sales of assets other than inventory	523000	-484,383.			
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-476,343.		111,168.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 -365,175.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Willa M. M. II | 11/10/15 | Pres.

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only			
Preparer's signature	Date 11/10/2010	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00086078
Firm's name (or yours if self-employed), address, and ZIP code	BKD, LLP 190 E CAPITOL STREET, SUITE 500 JACKSON, MS 39201-2190		EIN ▶ 44-0160260 Phone no 601-948-6700

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: TELOS FOUNDATION, INC.

Employer identification number: 64-0854272

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	-486,278.
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	-486,278.

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						

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	1,895.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	1,895.

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-486,278.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			1,895.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-484,383.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV **Capital Loss Limitation**

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

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

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if:*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

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

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

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

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 ARCHSTONE PARTNER II	VARIOUS	VARIOUS	478.	0.	478.
ENTERPRISE PRODUCTION PARTNERS	VARIOUS	VARIOUS	0.	34.	-34.
ENTERPRISE PRODUCTION PARTNERS	VARIOUS	VARIOUS	1,451.		1,451.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 1,895.

Telos Foundation, Inc. (A Mississippi Non-Profit Corporation)
64-0854272, Jackson, MS
Form 990-PF, Calendar Year 2009

MK acct 3109527 was closed in Mar-09

Part II - Balance Sheets

Page 2 - Line 10a Investments - U.S. And State	No. of Shares	Book Value	FMV per Share	FMV
FNMA CMO Series 2005-36	165,000	39,536.04		37,761.37
FNMA CMO Series 2005-27	100,000	100,000.00		101,781.00
FNMA CMO Series 2006-62	60,000	17,319 78		17,707.91
FHLMC CMO Series 3333	25,000	25,000 00		25,266.50
GNMA CMO Series 2008-60 HP	40,000	40,000.00		41,191.20
Total to Line 10a		**221,855.82**		**223,707.98**

Page 2 - Line 10b Investments - Stock	No. of Shares	Book Value	FMV per Share	FMV
Bank of America	3,000	51,238.96	15.060	45,180 00
Alcatel Lucent	9,232	130,725.00	3 320	30,650 24
First Horizon National Corp	5,079	48,753 80	13.400	68,058.60
General Electric	8,000	288,497.00	15.130	121,040.00
Regions Financial Corp	5,000	114,799 50	5.290	26,450.00
Bristol Myers Squibb Company	2,000	39,502.28	25.250	50,500.00
Caterpillar Inc Del	1,200	37,557.72	56.990	68,388.00
Entergy Coporation	1,000	78,965.30	81.840	81,840 00
Intel Corp.	3,486	54,703.38	20.400	71,114.40
Johnson & Johnson	1,000	53,557.28	64.410	64,410.00
Pfizer Inc.	2,000	28,170.00	18.190	36,380.00
S and P Mid Cap	1,000	120,708.60	131.740	131,740.00
SPDR S&P	1,000	103,597.80	111.400	111,400 00
Subtotal		1,150,776.62		907,151.24
Artisan Small Cap Value (Mutual Fund)	16,100	287,080.74	14.330	230,717.20
Eaton Vance Tax-Managed	5,368	60,235.01	13.130	70,481.84
American Funds Europacific	7,362	315,983.01	38.150	280,869.30
Lateef Fund A	23,309	225,052.58	8.640	201,389.71
American Funds Growth Fund	9,807	311,406.63	27.150	266,265.81
Hartford Capital Appreciation Fund	10,004	348,037.56	30.680	306,910.08
Subtotal		1,547,795.53		1,356,633.94
Total to Line 10b		**2,698,572.15**		**2,263,785.18**

Page 2 - Line 10c Investments - Corp. Bonds	No. of Shares	Book Value	FMV per Share	FMV
Goldman Sachs Group	22,000	20,912.32	1.064	23,416.36
American Express	25,000	24,831.50	1.073	26,816.50
Caterpillar Fin Serv Crp	20,000	19,876.00	1.055	21,098.40

JP Morgan Chase	10,000	9,511.00	1.061	10,605.10
Caterpillar Fin Serv Crp	15,000	15,000.00	0.981	14,712.75
American Express	25,000	23,990.50	1.046	26,154.00
Industrial Metals Jump Basket	50,000	50,000 00	1.044	52,185.00
Subtotal		164,121.32		174,988 11
Total to Line 10c		**164,121.32**		**174,988.11**

Page 2 - Line 13 Investments - Other	**No. of Shares**	**Book Value**	**FMV per Share**	**FMV**
BancorpSouth Cap	4,000	105,655.00	26.150	104,600 00
Capital One Cap	2,200	55,486.00	24 220	53,284.00
US Cellular	2,000	50,414.85	24.990	49,980.00
Zions Capital Trust	2,000	54,456.00	20.479	40,958.00
Subtotal		266,011.85		248,822.00
Archstone Partners II	514	646,514.91	1,481.640	762,176.36
American Debt Purchasing Pool		82,263.00		100,000.00
ADP Reinvestment Pool		10,917.00		11,034 00
Subtotal		739,694 91		873,210.36
Suntrust BK S&P CD	100,000	100,000.00	1.023	102,250.00
Suntrust Contingent CPN S&P	100,000	100,000.00	1 000	100,000.00
Subtotal		200,000.00		202,250.00
FT Preferred Income 20 Reinvest	9,292	88,702.50	8 100	75,267.23
Subtotal		88,702 50		75,267.23
Total to Line 13		**1,294,409.26**		**1,399,549.59**

ACCOUNT ACTIVITY *Continued*

REALIZED GAIN (LOSS) DETAIL

DESCRIPTION	SYMBOL /CUSIP	DATE ACQUIRED	DATE SOLD	QUANTITY	PURCHASE PRICE	TOTAL COST	SALE PRICE	TOTAL PROCEEDS	REALIZED GAIN (LOSS)	
STRYKER CORP JAN '08 @ 70 CALL 100 MULTIPLIER	SYK+AN	01/20/2009	09/05/2008	-5.000	$0.00	$0.00	$2.30	$1,149.99	$1,149.99	SHORT TERM
STRYKER CORP JAN '08 @ 65 CALL 100 MULTIPLIER	SYK/AM	01/20/2009	09/05/2008	-5.000	$0.00	$0.00	$4.50	$2,249 98	$2,249.98	SHORT TERM
VERIZON COMMUNICATIONS JAN '09 @ 37.5 CALL 100 MULTIPLIER	VZ *AU	01/20/2009	09/10/2008	-20.000	$0.00	$0.00	$1.01	$2,029 98	$2,029 98	SHORT TERM
APPLE INC FORMERLY APPLE COMPUTER, INC.	AAPL	01/11/2008	01/30/2009	700.000	$172.36	$120,652.00	$91.08	$63,758 16	($56,893 84)	LONG TERM

REALIZED GAIN (LOSS) DETAIL *Continued*

DESCRIPTION	SYMBOL /CUSIP	DATE ACQUIRED	DATE SOLD	QUANTITY	PURCHASE PRICE	TOTAL COST	SALE PRICE	TOTAL PROCEEDS	REALIZED GAIN (LOSS)	
FIRST HORIZON NATIONAL CORP	FHN	09/26/2007	01/30/2009	2,099.095	$26.38	$55,339.00	$9.59	$20,130.20	($35,208.80)	LONG TERM
FIRST HORIZON NATIONAL CORP	FHN	04/19/2007	01/30/2009	2,097.905	$37.79	$79,289.05	$9.59	$20,118.80	($59,170.25)	LONG TERM
ULTRASHORT LEHMAN BROTHERS 20+ YEAR TREASURY PROSHARES **DO NOT MARGIN - ETF POLICY**	TBT	01/28/2009	01/30/2009	5,000.000	$43.36	$216,814.00	$47.31	$236,555.17	$19,741.17	SHORT TERM
VERIZON COMMUNICATIONS	VZ	07/28/2008	01/30/2009	2,000.000	$33.60	$67,200.00	$29.84	$59,680.86	($7,519.14)	SHORT TERM
ARTIO INTERNATIONAL EQUITY A ** CUSIP CHANGE 04315J407 **	48137	04/13/2005	02/13/2009	4,706.621	$31.87	$150,000.00	$21.35	$100,486.35	($49,513.65)	LONG TERM
ARTIO INTERNATIONAL EQUITY A ** CUSIP CHANGE 04315J407 **	48137	12/16/2005	02/13/2009	1,356.484	$36.86	$50,000.00	$21.35	$28,960.93	($21,039.07)	LONG TERM
ARTIO INTERNATIONAL EQUITY A ** CUSIP CHANGE 04315J407 **	48137	01/03/2006	02/13/2009	76.632	$35.75	$2,739.61	$21.35	$1,636.09	($1,103.52)	LONG TERM
ARTIO INTERNATIONAL EQUITY A ** CUSIP CHANGE 04315J407 **	48137	01/03/2006	02/13/2009	190.404	$35.75	$6,806.93	$21.35	$4,065.13	($2,741.80)	LONG TERM
ARTIO INTERNATIONAL EQUITY A ** CUSIP CHANGE 04315J407 **	48137	01/03/2006	02/13/2009	1,094.691	$36.54	$40,000.00	$21.35	$23,371.65	($16,628.35)	LONG TERM
ARTIO INTERNATIONAL EQUITY A ** CUSIP CHANGE 04315J407 **	48137	01/12/2006	02/13/2009	797.024	$37.64	$30,000.00	$21.35	$17,016.46	($12,983.54)	LONG TERM
ARTIO INTERNATIONAL EQUITY A ** CUSIP CHANGE 04315J407 **	48137	02/02/2006	02/13/2009	2,080.076	$38.49	$80,062.14	$21.35	$44,409.62	($35,652.52)	LONG TERM
ARTIO INTERNATIONAL EQUITY A ** CUSIP CHANGE 04315J407 **	48137	12/27/2006	02/13/2009	68.784	$42.08	$2,894.43	$21.35	$1,468.54	($1,425.89)	LONG TERM
ARTIO INTERNATIONAL EQUITY A ** CUSIP CHANGE 04315J407 **	48137	12/27/2006	02/13/2009	326.643	$42.08	$13,745.15	$21.35	$6,973.83	($6,771.32)	LONG TERM
ARTIO INTERNATIONAL EQUITY A ** CUSIP CHANGE 04315J407 **	48137	12/27/2006	02/13/2009	693.322	$42.08	$29,174.97	$21.35	$14,802.43	($14,372.54)	LONG TERM
ARTIO INTERNATIONAL EQUITY A ** CUSIP CHANGE 04315J407 **	48137	12/28/2007	02/13/2009	187.938	$43.40	$8,156.52	$21.35	$4,012.48	($4,144.04)	LONG TERM
ARTIO INTERNATIONAL EQUITY A ** CUSIP CHANGE 04315J407 **	48137	12/28/2007	02/13/2009	210.197	$43.40	$9,122.57	$21.35	$4,487.71	($4,634.86)	LONG TERM
ARTIO INTERNATIONAL EQUITY A ** CUSIP CHANGE 04315J407 **	48137	12/28/2007	02/13/2009	1,169.387	$43.40	$50,751.41	$21.35	$24,966.41	($25,785.00)	LONG TERM
ARTIO INTERNATIONAL EQUITY A ** CUSIP CHANGE 04315J407 **	48137	12/30/2008	02/13/2009	250.938	$23.77	$5,964.79	$21.35	$5,357.53	($607.26)	SHORT TERM
FIRST HORIZON NATIONAL CORP	FHN	12/26/2007	03/11/2009	0.920	$16.73	$15.39	$0.00	$0.00	($15.39)	LONG TERM
FREEPORT MCMORAN COPPER AND GOLD CLASS B	FCX	02/13/2009	03/20/2009	1,300.000	$30.33	$39,423.02	$36.30	$47,189.73	$7,766.71	SHORT TERM
CATERPILLAR INC DEL MAR '09 @ 34 CALL 100 MULTIPLIER	CXJ CH	03/23/2009	02/13/2009	-12.000	$0.00	$0.00	$1.09	$1,307.99	$1,307.99	SHORT TERM
FEDEX CORPORATION MAR '09 @ 55 CALL 100 MULTIPLIER	FDX CV	03/23/2009	02/13/2009	-8.000	$0.00	$0.00	$2.55	$2,042.94	$2,042.94	SHORT TERM
FREEPORT MCMORAN COPPER AND MAR 35 CALL	FCX CG	03/23/2009	02/13/2009	-13.000	$1.30	$1,689.99	$1.30	$1,689.99	$0.00	SHORT TERM
AMGEN INC	AMGN	12/16/2008	04/02/2009	130.000	$58.75	$7,637.15	$47.89	$6,225.84	($1,411.31)	SHORT TERM
AON CORPORATION	AON	11/16/2005	04/02/2009	45.000	$36.07	$1,623.15	$40.68	$1,830.65	$207.50	LONG TERM
AON CORPORATION	AON	10/07/2005	04/02/2009	184.000	$31.99	$5,886.16	$40.68	$7,485.33	$1,599.17	LONG TERM
BMC SOFTWARE INC	BMC	08/21/2007	04/02/2009	329.000	$29.05	$9,556.14	$34.41	$11,320.82	$1,764.68	LONG TERM
BECTON DICKINSON	BDX	11/16/2005	04/02/2009	12.000	$58.95	$707.40	$67.31	$807.70	$100.30	LONG TERM
BECTON DICKINSON	BDX	02/24/2005	04/02/2009	100.000	$58.60	$5,860.00	$67.31	$6,730.87	$870.87	LONG TERM

REALIZED GAIN (LOSS) DETAIL *Continued*

DESCRIPTION	SYMBOL /CUSIP	DATE ACQUIRED	DATE SOLD	QUANTITY	PURCHASE PRICE	TOTAL COST	SALE PRICE	TOTAL PROCEEDS	REALIZED GAIN (LOSS)	
COLGATE-PALMOLIVE CO	CL	11/04/2008	04/02/2009	130 000	$66.00	$8,580.07	$61.50	$7,994.95	($585.12)	SHORT TERM
EXXON MOBIL CORPORATION	XOM	02/24/2005	04/02/2009	24 000	$60.35	$1,448.40	$70 59	$1,694 21	$245.81	LONG TERM
EXXON MOBIL CORPORATION	XOM	11/16/2005	04/02/2009	80.000	$56.39	$4,511.20	$70 59	$5,647.38	$1,136 18	LONG TERM
GAP INC	GPS	09/11/2008	04/02/2009	526 000	$19 49	$10,250.74	$14 38	$7,563 88	($2,686.86)	SHORT TERM
KELLOGG CO	K	11/16/2005	04/02/2009	93.000	$44.47	$4,135.71	$38 40	$3,571.31	($564.40)	LONG TERM
KELLOGG CO	K	04/05/2005	04/02/2009	133 000	$43 57	$5,794.45	$38 40	$5,107 36	($687.09)	LONG TERM
LOCKHEED MARTIN CORP	LMT	08/21/2007	04/02/2009	94 000	$96 25	$9,047.40	$69.33	$6,516 98	($2,530.42)	LONG TERM
NIKE INC CL B	NKE	05/23/2007	04/02/2009	192 000	$55.09	$10,577.00	$50.44	$9,684 69	($892.31)	LONG TERM
NOBLE ENERGY INC	NBL	05/09/2008	04/02/2009	118 000	$97.31	$11,483.00	$58.13	$6,859 87	($4,623.13)	SHORT TERM
OCCIDENTAL PETE CORP (DE)	OXY	07/27/2007	04/02/2009	134 000	$57.70	$7,731 21	$61.30	$8,214 42	$483.21	LONG TERM
OIL STATES INTERNATIONAL INC	OIS	08/07/2008	04/02/2009	203 000	$52 60	$10,677.76	$14 88	$3,021.11	($7,656.65)	SHORT TERM
ROSS STORES INCORPORATED	ROST	05/09/2008	04/02/2009	261.000	$34.84	$9,094.55	$37.12	$9,688.96	$594.41	SHORT TERM
ST JUDE MEDICAL INC	STJ	07/10/2008	04/02/2009	248.000	$42.40	$10,515 32	$35 76	$8,869.10	($1,646 22)	SHORT TERM
STRYKER CORP	SYK	09/05/2008	04/02/2009	1,000 000	$64 86	$64,860 50	$34.26	$34,261.80	($30,598.70)	SHORT TERM
TIME WARNER, INC	TWX	11/08/2007	04/02/2009	0 667	$39.42	$26 28	$18 89	$12.59	($13.69)	LONG TERM
TIME WARNER CABLE, INC	TWC	11/08/2007	04/02/2009	0.350	$51 74	$18 11	$27 37	$9.58	($8 53)	LONG TERM
VERIZON COMMUNICATIONS	VZ	10/15/2007	04/02/2009	273 000	$44.44	$12,133.39	$32 71	$8,930 51	($3,202.88)	LONG TERM
ACCENTURE LTD	50G111	01/20/2009	04/02/2009	231.000	$32 10	$7,415 03	$28 68	$6,625.64	($789.39)	SHORT TERM
1 FOR 1 EXCHANGE										
CUSIP. G1151C101										
ACE LTD FTW	ACE	11/16/2005	04/02/2009	49.000	$55 12	$2,700.88	$42 03	$2,059.59	($641 29)	LONG TERM
ACE LTD FTW	ACE	02/24/2005	04/02/2009	132.000	$44 90	$5,926.80	$42 03	$5,548 30	($378.50)	LONG TERM
BB & T CORP	BBT	02/13/2009	04/20/2009	1,000.000	$15.52	$15,517.50	$20.38	$20,380 87	$4,863.37	SHORT TERM
FORMERLY SOUTHERN NATL CORP										
FIRST ENERGY CORP	FE	07/10/2008	04/24/2009	126.000	$82 36	$10,377.75	$39 95	$5,033.57	($5,344 18)	SHORT TERM
AGILENT TECHNOLOGIES INC	A	09/26/2006	04/30/2009	324 000	$32.95	$10,674.34	$18 58	$6,019.76	($4,654.58)	LONG TERM
ARCHER-DANIELS-MIDLAND CO	ADM	01/30/2009	04/30/2009	272 000	$27.45	$7,466.24	$24.65	$6,705.06	($761.18)	SHORT TERM
BAXTER INTERNATIONAL INC.	BAX	01/05/2007	04/30/2009	130 000	$46 82	$6,086 45	$49.17	$6,392.63	$306.18	LONG TERM
CA INC	CA	12/16/2008	04/30/2009	436.000	$17.79	$7,756.13	$17 40	$7,586 81	($169.32)	SHORT TERM
THE CHUBB CORPORATION	CB	11/28/2007	04/30/2009	219 000	$54.53	$11,943 12	$39 28	$8,602.09	($3,341.03)	LONG TERM
CONOCOPHILLIPS	COP	11/16/2005	04/30/2009	33.000	$63.50	$2,095 50	$40.63	$1,340 76	($754.74)	LONG TERM
CONOCOPHILLIPS	COP	03/09/2005	04/30/2009	110 000	$55.15	$6,066 96	$40.63	$4,469 19	($1,597.77)	LONG TERM
EMBARQ CORPORATION	78E105	02/12/2009	04/30/2009	211 000	$34.84	$7,351.77	$36 80	$7,765.19	$413 42	SHORT TERM
STOCK MERGER @ 1.37										
CUSIP. 156700106										
EMERSON ELECTRIC CO	EMR	07/10/2008	04/30/2009	213.000	$49.25	$10,490.78	$34 12	$7,268.52	($3,222 26)	SHORT TERM
GENERAL MILLS INC	GIS	05/20/2008	04/30/2009	159.000	$62 09	$9,872 22	$50 51	$8,031 74	($1,840.48)	SHORT TERM
HEWLETT-PACKARD CO	HPQ	11/16/2005	04/30/2009	14 000	$28.15	$394 10	$36 22	$507 07	$112 97	LONG TERM
HEWLETT-PACKARD CO	HPQ	08/25/2005	04/30/2009	222.000	$26 79	$5,946 60	$36 22	$8,040 63	$2,094.03	LONG TERM
INTL BUSINESS MACHINES CORP	IBM	02/24/2005	04/30/2009	33.000	$92 17	$3,041.61	$103.63	$3,419 70	$378 09	LONG TERM
INTL BUSINESS MACHINES CORP	IBM	11/16/2005	04/30/2009	53.000	$85 45	$4,528 85	$103 63	$5,492.25	$963 40	LONG TERM
J.P MORGAN CHASE & CO.	JPM	04/12/2006	04/30/2009	249 000	$41.88	$10,427.15	$33 42	$8,322.03	($2,105.12)	LONG TERM
OWEN ILLINOIS	OI	03/24/2008	04/30/2009	200.000	$56 77	$11,353 66	$25 07	$5,013 87	($6,339.79)	LONG TERM
PRAXAIR INC	PX	02/24/2005	04/30/2009	124.000	$44.41	$5,506 84	$74.89	$9,286.62	$3,779.78	LONG TERM
SPINOFF FROM UNION CARBIDE										
SEMPRA ENERGY	SRE	09/11/2008	04/30/2009	179.000	$57.47	$10,287 51	$45 98	$8,231.18	($2,056.33)	SHORT TERM
STATE STREET CORP NEW	STT	12/16/2008	04/30/2009	213 000	$35.75	$7,614.20	$34 24	$7,293 53	($320 67)	SHORT TERM
TIME WARNER CABLE, INC.	TWC	11/08/2007	04/30/2009	418 000	$51.75	$21,629.75	$32.52	$13,593.14	($8,036.61)	LONG TERM
UNITED TECHNOLOGIES CORP	UTX	11/16/2005	04/30/2009	35 000	$53.44	$1,870.40	$48 99	$1,714.76	($155 64)	LONG TERM
UNITED TECHNOLOGIES CORP	UTX	02/24/2005	04/30/2009	118 000	$49.53	$5,844.54	$48.99	$5,781 18	($63.36)	LONG TERM
WATSON PHARMACEUTICALS INC.	WPI	09/29/2008	04/30/2009	349.000	$28.42	$9,919.42	$30.77	$10,739 22	$819 80	SHORT TERM

REALIZED GAIN (LOSS) DETAIL *Continued*

DESCRIPTION	SYMBOL /CUSIP	DATE ACQUIRED	DATE SOLD	QUANTITY	PURCHASE PRICE	TOTAL COST	SALE PRICE	TOTAL PROCEEDS	REALIZED GAIN (LOSS)	
COOPER INDUSTRIES LTD	CBE100	11/16/2005	04/30/2009	60 000	$36.63	$2,197 80	$32.95	$1,977.21	($220.59)	LONG TERM
1 FOR 1 EXCHANGE										
NEW CUSIP G24140108										
COOPER INDUSTRIES LTD	CBE100	02/24/2005	04/30/2009	170.000	$34 10	$5,797 00	$32.95	$5,602.08	($194.92)	LONG TERM
1 FOR 1 EXCHANGE										
NEW CUSIP G24140108										
COVIDIEN LTD	G2552X	09/11/2008	04/30/2009	185.000	$56 57	$10,465 23	$33 17	$6,136.44	($4,328 79)	SHORT TERM
1 FOR 1 EXCHANGE										
NEW CUSIP G2554F105										
NOBLE CORP	NE	06/11/2008	04/30/2009	175.000	$65 81	$11,516 02	$27 12	$4,746 33	($6,769 69)	SHORT TERM
ENTERPRISE PRODUCT PARTNERS LP	293792107	02/13/2009	05/14/2009	1,800 000	$23 20	$41,760 00	$24 19	$43,545 74	$1,785.74	SHORT TERM
ENTERPRISE PRODUCT PARTNERS LP	EPD IE	05/14/2009	02/13/2009	-18.000	$0 99	$1,782 00	$1.35	$2,429.98	$647.98	SHORT TERM
SEP '09 @ 25 CALL										
100 MULTIPLIER										
MCDONALDS CORP	MCD	10/05/2006	06/03/2009	149.000	$39 78	$5,927 41	$56 31	$8,389 97	$2,462.56	LONG TERM
MCDONALDS CORP	MCD	04/30/2009	06/03/2009	851.000	$53 37	$45,416.17	$56.31	$47,918.57	$2,502 40	SHORT TERM
MCDONALDS CORP	MCD/FK	06/04/2009	04/30/2009	-10.000	$1.31	$1,309 96	$1 31	$1,309.96	$0.00	SHORT TERM
JUN '09 @ 55 CALL										
100 MULTIPLIER										
COCA-COLA CO	KO	04/24/2009	06/10/2009	1,900.000	$42.74	$81,204 29	$45 66	$86,747 01	$5,542 72	SHORT TERM
FIRST HORIZON NATIONAL CORP	FHN	12/28/2007	06/10/2009	0.009	$16 47	$0.15	$0 00	$0.00	($0.15)	LONG TERM
COCA-COLA CO	KO FI	06/11/2009	04/30/2009	-19 000	$0.66	$1,249 21	$0 66	$1,249.21	$0 00	SHORT TERM
JUN '09 @ 45 CALL										
100 MULTIPLIER										
SNOW CAPITAL OPPORTUNITY CL-I	SNOIX	01/25/2007	06/12/2009	4,723 666	$21 17	$100,000 00	$14.64	$69,154.47	($30,845.53)	LONG TERM
SNOW CAPITAL OPPORTUNITY CL-I	SNOIX	11/08/2007	06/12/2009	4,504.505	$22 20	$100,000.00	$14.64	$65,945.95	($34,054 05)	LONG TERM
SNOW CAPITAL OPPORTUNITY CL-I	SNOIX	12/27/2007	06/12/2009	163 467	$20 62	$3,370 68	$14 64	$2,393 16	($977 52)	LONG TERM
SNOW CAPITAL OPPORTUNITY CL-I	SNOIX	12/27/2007	06/12/2009	40 028	$20 62	$825.37	$14 64	$586 01	($239 36)	LONG TERM
SNOW CAPITAL OPPORTUNITY CL-I	SNOIX	12/27/2007	06/12/2009	116 932	$20 62	$2,411.14	$14 64	$1,711 88	($699 26)	LONG TERM
SNOW CAPITAL OPPORTUNITY CL-I	SNOIX	07/31/2008	06/12/2009	4,220 597	$17 77	$75,000.00	$14 64	$61,789 54	($13,210 46)	SHORT TERM
SNOW CAPITAL OPPORTUNITY CL-I	SNOIX	12/29/2008	06/12/2009	33 053	$10.66	$352 35	$14 64	$483.90	$131 55	SHORT TERM
SNOW CAPITAL OPPORTUNITY CL-I	SNOIX	12/29/2008	06/12/2009	486.172	$10.66	$5,182.59	$14 64	$7,117 56	$1,934 97	SHORT TERM
SNOW CAPITAL OPPORTUNITY CL-I	SNOIX	12/29/2008	06/12/2009	116 844	$10 66	$1,245 56	$14.64	$1,710 60	$465 04	SHORT TERM
COCA-COLA CO	KO	04/24/2009	06/19/2009	100.000	$42 74	$4,273.91	$45 66	$4,565 63	$291 72	SHORT TERM
COCA-COLA CO	KO FI	06/22/2009	04/30/2009	-1 000	$0.66	$65.75	$0.66	$65.75	$0 00	SHORT TERM
JUN '09 @ 45 CALL										
100 MULTIPLIER										
PRECISION CASTPARTS CORP	PCP/FP	06/22/2009	04/30/2009	-10.000	$0.00	$0.00	$3.00	$2,999 92	$2,999 92	SHORT TERM
JUN '09 @ 80 CALL										
100 MULTIPLIER										
CATERPILLAR INC DEL	CAT HH	07/08/2009	04/30/2009	-12 000	$0 15	$180.00	$2.13	$2,555.93	$2,375.93	SHORT TERM
AUG '09 @ 49 CALL										
100 MULTIPLIER										
INTEL CORP	NQ /GS	07/08/2009	02/13/2009	-30 000	$0 19	$570 00	$0 63	$1,889.98	$1,319.98	SHORT TERM
JUL '09 @ 17 CALL										
100 MULTIPLIER										
MICROSOFT CORPORATION	MSQ GN	07/08/2009	04/30/2009	-10.000	$0 67	$670 00	$0 67	$669.98	($0 02)	SHORT TERM
JUL '09 @ 22 CALL										
100 MULTIPLIER										
MORGAN STANLEY	MS	04/24/2009	07/08/2009	4,000.000	$21.87	$87,478 80	$25 40	$101,600.98	$14,122 18	SHORT TERM
NOT ELIGIBLE FOR CERT FORM										

REALIZED GAIN (LOSS) DETAIL *Continued*

DESCRIPTION	SYMBOL /CUSIP	DATE ACQUIRED	DATE SOLD	QUANTITY	PURCHASE PRICE	TOTAL COST	SALE PRICE	TOTAL PROCEEDS	REALIZED GAIN (LOSS)	
MORGAN STANLEY JUL '09 @ 28 CALL 100 MULTIPLIER	MS GS	07/08/2009	04/30/2009	-20.000	$0.24	$480.00	$1.46	$2,919.92	$2,439.92	SHORT TERM
TIME WARNER, INC.	TWX	11/08/2007	07/08/2009	1,666.000	$39.42	$65,675.86	$23.53	$39,200.14	($26,475.72)	LONG TERM
FEDEX CORPORATION JUL '09 @ 65 CALL 100 MULTIPLIER	FDX/GM	07/20/2009	04/30/2009	-8.000	$0.00	$0.00	$1.70	$1,362.92	$1,362.92	SHORT TERM
CHEVRON CORPORATION SEP '09 @ 75 CALL 100 MULTIPLIER	CVX IO	07/23/2009	04/30/2009	-10.000	$0.39	$390.00	$1.65	$1,649.95	$1,259.95	SHORT TERM
MICROSOFT CORPORATION	MSFT	11/16/2005	07/23/2009	133.000	$27.48	$3,654.84	$25.28	$3,362.39	($292.45)	LONG TERM
MICROSOFT CORPORATION	MSFT	02/24/2005	07/23/2009	232.000	$25.23	$5,853.36	$25.28	$5,865.23	$11.87	LONG TERM
MICROSOFT CORPORATION	MSFT	04/30/2009	07/23/2009	635.000	$20.32	$12,902.06	$25.28	$16,053.53	$3,151.47	SHORT TERM
PRECISION CASTPARTS CORP	PCP	04/28/2008	07/23/2009	95.000	$121.27	$11,521.01	$79.35	$7,538.34	($3,982.67)	LONG TERM
PRECISION CASTPARTS CORP	PCP	04/30/2009	07/23/2009	905.000	$75.17	$68,027.22	$79.35	$71,812.62	$3,785.40	SHORT TERM
WACHOVIA PFD FUNDING 7.25% SER-A NON-CUML PFD/QRTLY PAY PERP/CALL 12/31/22 @25	WNA.P	05/14/2009	07/23/2009	5,000.000	$17.45	$87,245.00	$19.00	$94,997.55	$7,752.55	SHORT TERM
FIRST HORIZON NATIONAL CORP	FHN	12/28/2007	08/10/2009	3,754.000	$16.47	$61,833.19	$13.58	$50,980.25	($10,852.94)	LONG TERM
PROCTER & GAMBLE CO	PG	11/16/2005	08/13/2009	33.000	$56.18	$1,853.94	$52.10	$1,719.26	($134.68)	LONG TERM
PROCTER & GAMBLE CO	PG	02/24/2005	08/13/2009	109.000	$53.64	$5,846.76	$52.10	$5,678.76	($168.00)	LONG TERM
PROCTER & GAMBLE CO	PG	04/29/2009	08/13/2009	1,000.000	$50.57	$50,568.00	$52.10	$52,098.76	$1,530.76	SHORT TERM
FIRST HORIZON NATIONAL CORP	FHN	12/28/2007	09/09/2009	0.505	$16.21	$8.19	$0.00	$0.00	($8.19)	LONG TERM
PROSPECT CAPITAL CORPORATION	PSEC	07/23/2009	09/14/2009	400.000	$9.50	$3,799.96	$10.38	$4,151.89	$351.93	SHORT TERM
CATERPILLAR INC DEL SEP '09 @ 48 CALL 100 MULTIPLIER	CAT IZ	09/15/2009	08/13/2009	-12.000	$1.44	$1,728.00	$2.24	$2,687.93	$959.93	SHORT TERM
PROSPECT CAPITAL CORPORATION	PSEC	07/23/2009	09/15/2009	2,600.000	$9.50	$24,699.74	$10.30	$26,779.31	$2,079.57	SHORT TERM
FEDEX CORPORATION SEP '09 @ 65 CALL 100 MULTIPLIER	FDX IM	09/18/2009	08/13/2009	-8.000	$11.00	$8,800.00	$4.20	$3,362.87	($5,437.13)	SHORT TERM
FEDEX CORPORATION FORMERLY FDX CORP.	FDX	02/13/2009	10/16/2009	800.000	$52.73	$42,182.00	$77.01	$61,606.41	$19,424.41	SHORT TERM
FEDEX CORPORATION OCT '09 @ 70 CALL 100 MULTIPLIER	FDX JN	10/19/2009	09/18/2009	-8.000	$7.01	$5,607.85	$7.01	$5,607.85	$0.00	SHORT TERM
NORFOLK SOUTHERN CORP	NSC	08/07/2008	10/30/2009	147.000	$71.77	$10,549.98	$46.46	$6,829.45	($3,720.53)	LONG TERM
CHEVRON CORPORATION NOT ELIGIBLE FOR CERT FORM	CVX	08/21/2007	11/13/2009	118.000	$84.93	$10,022.22	$73.20	$8,637.97	($1,384.25)	LONG TERM
CHEVRON CORPORATION NOT ELIGIBLE FOR CERT FORM	CVX	04/30/2009	11/13/2009	882.000	$65.99	$58,201.95	$73.20	$64,565.14	$6,363.19	SHORT TERM
CHEVRON CORPORATION DEC '09 @ 70 CALL 100 MULTIPLIER	CVX LN	11/16/2009	08/13/2009	-10.000	$3.20	$3,204.91	$3.20	$3,204.91	$0.00	SHORT TERM
Realized Capital Gain (Loss) This Year						$2,627,009.59		$2,171,200.85	($455,808.74)	
Long Term Gain (Loss) This Year						$1,321,191.62		$839,406.28	($481,785.34)	
Short Term Gain (Loss) This Year						$1,305,817.97		$1,331,794.57	$25,976.60	

This information should not be used for tax preparation without the assistance of your tax advisor.

ACCOUNT ACTIVITY *Continued*

REALIZED GAIN (LOSS) DETAIL

DESCRIPTION	SYMBOL /CUSIP	DATE ACQUIRED	DATE SOLD	QUANTITY	PURCHASE PRICE	TOTAL COST	SALE PRICE	TOTAL PROCEEDS	REALIZED GAIN (LOSS)	
BANK OF AMERICA CORP	BAC	02/24/2005	01/15/2009	128 000	$45 91	$5,876 48	$8 11	$1,037 80	($4,838 68)	LONG TERM
BANK OF AMERICA CORP	BAC	11/16/2005	01/15/2009	94 000	$45 40	$4,267 60	$8 11	$762 13	($3,505 47)	LONG TERM
BECTON DICKINSON	BDX	11/16/2005	01/20/2009	60 000	$58 95	$3,537 00	$71 28	$4,276 52	$739 52	LONG TERM
EXXON MOBIL CORPORATION	XOM	02/24/2005	01/20/2009	25 000	$60 35	$1,508 75	$76 44	$1,911 09	$402 34	LONG TERM
PROCTER & GAMBLE CO	PG	11/16/2005	01/30/2009	37 000	$56 18	$2,078 66	$55 55	$2,055 27	($23 39)	LONG TERM
AMDOCS LTD	DOX	02/24/2005	01/30/2009	199 000	$28 98	$5,767 02	$16 84	$3,351 74	($2,415 28)	LONG TERM
AMDOCS LTD	DOX	11/16/2005	01/30/2009	163 000	$27 74	$4,521 62	$16 84	$2,745 39	($1,776 23)	LONG TERM

REALIZED GAIN (LOSS) DETAIL *Continued*

DESCRIPTION	SYMBOL /CUSIP	DATE ACQUIRED	DATE SOLD	QUANTITY	PURCHASE PRICE	TOTAL COST	SALE PRICE	TOTAL PROCEEDS	REALIZED GAIN (LOSS)	
AT&T INC	T	01/30/2007	02/12/2009	311 000	$36 94	$11,488 31	$23 76	$7,390 15	($4,098 16)	LONG TERM
Realized Capital Gain (Loss) This Year						**$39,045.44**		**$23,530.09**	**($15,515.35)**	
Long Term Gain (Loss) This Year						**$39,045.44**		**$23,530.09**	**($15,515.35)**	

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GUIDE TO STOCK RATINGS

Morgan Keegan & Company, Inc Performance Ratings
Performance ratings are developed by Morgan Keegan Research Analysts

O = Outperform (Expected to outperform the S&P 500 over the next 6 months)
M = Market Perform (Expected to perform in line with the S&P 500 over the next 6 months)
U = Underperform (Expected to underperform the S&P 500 over the next 6 months)

For regulatory purposes, our ratings of (O) Outperform, (M) Market Perform, and (U) Underperform most closely correspond to Buy, Hold, and Sell, respectively

MOR ACCOUNT NEWS

Earlier this year, we added the "Summary of Account" box at the top of page one to help you easily identify any contributions or withdrawals of cash or securities you made to your account By segregating these changes, we calculated a "Change in Value," which represents an approximation of the investment performance of your holdings However, in November we began temporarily posting an "N/A" for certain line items in this Summary

First, since the Summary of Account box was added mid-year in 2009, we are not able to accurately calculate certain Year-to-Date (YTD) values until the new year begins

Second, because annuities are technically held at the annuity company, there are also challenges in distinguishing client contributions from systematic earnings It is important to note that beginning and ending values are accurate, only the ability to clearly distinguish "client" additions and to attribute the remaining "Change In Value" to investment performance is in question An "N/A" will serve as a "placeholder" while we are working diligently to resolve these issues

We appreciate your patience while we continue to refine our statement content and format to provide you with the most accurate and relevant information about your accounts Please look for further communications with more detailed information about the "Summary of Account" box and calculations on Morgan Keegan's Client Access Web site or from your financial advisor

REALIZED GAIN (LOSS) DETAIL

DESCRIPTION	SYMBOL /CUSIP	DATE ACQUIRED	DATE SOLD	QUANTITY	PURCHASE PRICE	TOTAL COST	SALE PRICE	TOTAL PROCEEDS	REALIZED GAIN (LOSS)	
WACHOVIA PFD FUNDING 7 25% SER-A NON-CUML PFD/QRTLY PAY PERP/CALL 12/31/22 @25	WNA.P	10/14/2008	01/13/2009	2,000.000	$15.70	$31,400.00	$20.20	$40,393.77	$8,993.77	SHORT TERM
WACHOVIA PFD FUNDING 7 25% SER-A NON-CUML PFD/QRTLY PAY PERP/CALL 12/31/22 @25	WNA.P	02/25/2009	04/13/2009	6,500.000	$11.96	$77,752 55	$13.64	$88,657 72	$10,905.17	SHORT TERM
REGIONS FINANCING TR III 8 875 TR PFD SECS 041578/QRTLY PAY CALL 6/15/13 @25.00	RF.PZ	04/25/2008	04/27/2009	1,000.000	$25 00	$25,000 00	$15.74	$15,743.58	($9,256 42)	LONG TERM
ENERGY TRANSFER PARTNERS LP	29273R109	04/15/2009	04/30/2009	3,000 000	$37.55	$112,650.00	$39.56	$118,681 10	$6,031.10	SHORT TERM
FREDDIE MAC BOOKENTRY 5 000 % 07/29/16	3128X1SW8	06/30/2005	05/05/2009	200,000 000	$100.00	$200,000 00	$100 00	$200,000.00	$0.00	LONG TERM
FREDDIE MAC BOOKENTRY 5 250 % 04/29/19	3128X26V2	05/28/2008	05/05/2009	15,000.000	$100.00	$15,000 00	$100.00	$15,000.00	$0 00	SHORT TERM
GOLDMAN SACHS GROUP INC GLOBAL NTS/BOOKENTRY/FIXED 6 650 % 05/15/09	38141GAA2	03/03/2005	05/15/2009	10,000.000	$100 06	$10,006 50	$100.00	$10,000.00	($6 50)	LONG TERM
GOLDMAN SACHS GROUP INC GLOBAL NTS/BOOKENTRY/FIXED 6 650 % 05/15/09	38141GAA2	07/08/2005	05/15/2009	30,000.000	$100.06	$30,019 50	$100.00	$30,000 00	($19 50)	LONG TERM
ISHARES TR IBOXX HIGH YIELD	HYG	08/26/2008	06/23/2009	300 000	$92 77	$27,832.20	$76.34	$22,902 96	($4,929.24)	SHORT TERM
REGIONS FINANCIAL CORP BOOKENTRY/FIXED 7 000 % 03/01/11	758940AF7	08/18/2008	06/23/2009	30,000.000	$96 69	$29,005.80	$96.00	$28,800.00	($205 80)	SHORT TERM

REALIZED GAIN (LOSS) DETAIL *Continued*

DESCRIPTION	SYMBOL /CUSIP	DATE ACQUIRED	DATE SOLD	QUANTITY	PURCHASE PRICE	TOTAL COST	SALE PRICE	TOTAL PROCEEDS	REALIZED GAIN (LOSS)	
GEAUGA SVGS BK NEWBERRY OH CERT OF DEPOSIT/DEATH PUT FDIC INSD/PAYS MONTHLY 5 000 % 06/30/15	36840ABJ3	06/08/2005	06/30/2009	100,000.000	$100 00	$100,000 00	$100.00	$100,000 00	$0 00	LONG TERM
AAG HOLDING CO 7 50% 11/05/33 SERIES PFD/QRTLY PAY CALLABLE 110508 @25	GFW	12/05/2006	07/23/2009	700.000	$26 52	$18,563.00	$18 40	$12,877 75	($5,685 25)	LONG TERM
AAG HOLDING CO 7 50% 11/05/33 SERIES PFD/QRTLY PAY CALLABLE 110508 @25	GFW	12/06/2006	07/23/2009	500.000	$26.37	$13,187 00	$18.40	$9,198 40	($3,988.60)	LONG TERM
AAG HOLDING CO 7 50% 11/05/33 SERIES PFD/QRTLY PAY CALLABLE 110508 @25	GFW	08/23/2007	07/23/2009	700.000	$23 82	$16,675.96	$18.40	$12,877 75	($3,798 21)	LONG TERM
AAG HOLDING CO 7 50% 11/05/33 SERIES PFD/QRTLY PAY CALLABLE 110508 @25	GFW	08/23/2007	07/23/2009	300 000	$24 50	$7,351.00	$18 40	$5,519 04	($1,831.96)	LONG TERM
BANK OF AMERICA CORP 6 000 % 09/01/17	060505DH4	08/22/2008	07/23/2009	25,000.000	$97.78	$24,443 75	$94.50	$23,625 00	($818 75)	SHORT TERM
CIT GROUP INC SR NOTES FIXED RT BK ENT PUT IN EVENT OF HLDRS DEATH 6 050 % 05/15/13	12557WCW8	08/22/2007	07/23/2009	20,000 000	$91.88	$18,375 00	$35 50	$7,100.00	($11,275 00)	LONG TERM
CITIGROUP INC 6 000 % 08/15/17	172967EH0	08/22/2008	07/23/2009	25,000.000	$95 21	$23,801.50	$89.25	$22,312 50	($1,489 00)	SHORT TERM
TRIANGLE CAPITAL CORPORATION	TCAP	08/07/2009	09/15/2009	345 000	$10.42	$3,594 90	$10 98	$3,788 90	$194 00	SHORT TERM
TRIANGLE CAPITAL CORPORATION	TCAP	08/07/2009	09/16/2009	4,655 000	$10 42	$48,505 10	$10.90	$50,717 85	$2,212 75	SHORT TERM
FREDDIE MAC FREDDIENOTES/DEATH PUT BOOKENTRY 5 000 % 03/15/19	3133F1CY1	05/28/2008	10/16/2009	5,000.000	$99 72	$4,988.25	$100.00	$5,000 00	$13.75	LONG TERM
Realized Capital Gain (Loss) This Year						**$838,150.01**		**$823,196.32**	**($14,953.69)**	
Long Term Gain (Loss) This Year						**$444,164.21**		**$408,316.82**	**($35,847.69)**	
Short Term Gain (Loss) This Year						**$393,985.80**		**$414,879.80**	**$20,894.00**	

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GUIDE TO STOCK RATINGS

Morgan Keegan & Company, Inc Performance Ratings
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For regulatory purposes, our ratings of (O) Outperform, (M) Market Perform, and (U) Underperform most closely correspond to Buy, Hold, and Sell, respectively

Telos Foundation, Inc. (A Mississippi Corporation)
64-0864272
Form 990-PF, Calendar Year 2009

Part XV, Lines 2b, c and d

B Individual and organizations requesting funds should submit a request which sets forth a brief resume of qualifications and outline of the proposed use of the requested funds. Needy persons should submit evidence as to the need for food, clothing, shelter and other items of basic substance. Requests for loans should contain evidence of an inability to obtain conventional financing.

C Applications are accepted at any time. Notice of approval, rejection, or requests for additional information is usually sent in 2 months.

D Preference is given to Mississippi residents and charitable organizations. Most contributions and/or grants are made for Christian preaching, teaching, and other religious activities, but to the extent funds are available, contributions and/or grants may be made for other purposes and to individuals and organizations in other states. No more than $10,000 is granted to any one person over a 4-year period. Grants to organizations are dependent on need at the discretion of the foundation manager.

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)	
		MORGAN KEEGAN 30192306 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
453,221.		468,736.					-15,515.	
		MORGAN KEEGAN 30192900 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
259,154.		714,963.					-455,809.	
		MORGAN KEEGAN 3019527 PROPERTY TYPE: SECURITIES				P		
294,252.		309,206.					-14,954.	
		ARCHSTONE PARTNER II PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
478.		0.					478.	
		ENTERPRISE PRODUCTION PARTNERS PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
0.		34.					-34.	
		ENTERPRISE PRODUCTION PARTNERS					VARIOUS	VARIOUS
1,451.							1,451.	
TOTAL GAIN (LOSS)							-484,383.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
IRS	263.	263.	263.
MORGAN KEEGAN 30192306	2,696.	2,696.	2,696.
MORGAN KEEGAN 30192900	37,820.	37,820.	37,820.
MORGAN KEEGAN 3109527	67,254.	67,254.	67,254.
AMERICAN DEBT REPURCHASING POOL 0907	13.	13.	13.
ARCHSTONE PARTNERS II	3,108.	3,108.	3,108.
ENTERPRISE PRODUCTION PARTNERS	14.	14.	14.
TOTAL	111,168.	111,168.	111,168.

9E7000 1 000

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
TELOS FOUNDATION, INC.	64-0854272

DESCRIPTION OF PROPERTY

INVESTMENT IN ARCHSTONE PARTNERS II

| | Yes | | No | Did you actively participate in the operation of the activity during the tax year?

REAL RENTAL INCOME	-748.	
OTHER INCOME		
TOTAL GROSS INCOME		-748.
OTHER EXPENSES:		
DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		
TOTAL RENT OR ROYALTY INCOME (LOSS)		-748.
Less Amount to		
Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		-748.
Deductible Rental Loss (if Applicable)		

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA

RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
INVESTMENT IN ARCHST	-748.			-748.
TOTALS	-748.			-748.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
BNP PARIBAS PRIME BROKERAGE	19,148.	19,148.	19,148.
REBATE INCOME	2,095.	2,095.	2,095.
ROYALTY INCOME - ARCHSTONE PARTNERS II	976.	976.	976.
ORDINARY INCOME - AM REINVESTMENT POOL	-1,266.	-1,266.	-1,266.
ORDINARY INCOME - AM DEBT PURCHASE POOL	-5,233.	-5,233.	-5,233.
ORDINARY INCOME - ARCHSTONE PARTNERS II	-1,282.	-1,282.	-1,282.
ORDINARY INCOME - ENTERPRISE PRODUCTION	-1,431.	-1,431.	-1,431.
OTHER INCOME - ARCHSTONE PARTNERS II	-4,219.	-4,219.	-4,219.
TOTALS	8,788.	8,788.	8,788.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	6,840.			
TOTALS	6,840.	0.	0.	0.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAXES	-7,140.	-7,140.
STATE TAXES	24.	24.
FOREIGN TAXES - ARCHSTONE	401.	401.
TOTALS	-6,715.	-6,715.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
MARGIN INTEREST EXPENSE	452.	452.	452.
BANK SERVICE CHARGE	163.	163.	163.
INVESTMENT MANAGEMENT FEES	28,088.	28,088.	28,088.
OTHER DEDUCTIONS - PASSTHROUGH	22,527.	22,527.	22,527.
MISCELLANEOUS EXPENSES	1,378.	1,378.	1,378.
TOTALS	52,608.	52,608.	52,608.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 6

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
US GOVERNMENT OBLIGATIONS	221,856.	223,708.
US OBLIGATIONS TOTAL	221,856.	223,708.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 7

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CORPORATE STOCKS	2,698,572.	2,263,785.
TOTALS	2,698,572.	2,263,785.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 8

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CORPORATE BONDS	164,121.	174,988.
TOTALS	164,121.	174,988.

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 9

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
OTHER INVESTMENTS	1,201,231.	1,288,516.
AMERICAN DEBT REPURCHASING	20,593.	100,000.
ADP REINVESTMENT	66,101.	11,034.
ARCHSTONE PARTNERS II	72,548.	
TOTALS	1,360,473.	1,399,550.

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
WILLIAM M. MOUNGER, II 4731 E. MASSENA DRIVE JACKSON, MS 39211	PRESIDENT 0.00	0.	0.	0.
CALLIE BRANDON MOUNGER 4731 E. MASSENA DRIVE JACKSON, MS 39211	VICE-PRESIDENT 0.00	0.	0.	0.
WILLIAM E. MOUNGER, II 4731 E. MASSENA DRIVE JACKSON, MS 39211	SECRETARY/TREASURER 0.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

WILLIAM M. MOUNGER, II
4781 MASSENA DRIVE
JACKSON, MS 39211

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MISSISSIPPI MUSEUM OF ART 380 SOUTH LAMAR STREET JACKSON, MS 39201	NONE EXEMPT	UNRESTRICTED	6,000
CENTER FOR PREGNANCY CHOICES 4539 OFFICE PARK DRIVE JACKSON, MS 39206	NONE EXEMPT	UNRESTRICTED	3,000
AFRICAN BIBLE COLLEGES P O BOX 103 CLINTON, MS 39060	NONE EXEMPT	UNRESTRICTED - CHRISTIAN	5,000
UNIVERSITY OF MISSISSIPPI P O BOX 249 UNIVERSITY, MS 38677	NONE EXEMPT	UNRESTRICTED - EDUCATION	6,250
THE MISSISSIPPI GIRLCHOIR 3318 NORTH STATE STREET JACKSON, MS 39216	NONE EXEMPT	UNRESTRICTED	6,000.
THIRD MILLENNIUM MINISTRIES P O BOX 300769 FERN PARK, FL 32730-0769	NONE EXEMPT	UNRESTRICTED - CHRISTIAN	60,000

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
STEWPOT COMMUNITY SERVICES 1100 WEST CAPITOL STREET JACKSON, MS 39203	NONE EXEMPT	UNRESTRICTED - COMMUNITY WELFARE	1,000
TRAINING PASTORS INTERNATIONAL P O BOX 2135 GRENADA, MS 38902	NONE EXEMPT	UNRESTRICTED - CHRISTIAN EDUCATION	52,118.
MISSION FIRST P O. BOX 250 JACKSON, MS 39205	NONE EXEMPT	UNRESTRICTED - COMMUNITY WELFARE	50,000
YOUNG LIFE P O BOX 520 COLORADO SPRINGS, CO 80901	NONE EXEMPT	UNRESTRICTED	20,000
REFORMED UNIVERSITY MINISTRIES P O BOX 13476 JACKSON, MS 39236	NONE EXEMPT	UNRESTRICTED	1,000
MISSION MISSISSIPPI P O BOX 226655 JACKSON, MS 39225	NONE EXEMPT	UNRESTRICTED	5,000.

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VOICES OF CALVARY MINISTRIES 531 W CAPITOL STREET JACKSON, MS 39203	NONE EXEMPT	UNRESTRICTED - CHRISTIAN	10,000
MISSISSIPPI CHILDREN'S MUSEUM P O BOX 55409 JACKSON, MS 39296	NONE	UNRESTRICTED	10,000.
JACKSON PREPARATORY SCHOOL P O BOX 4940 JACKSON, MS 39296	NONE EXEMPT	UNRESTRICTED - EDUCATION	88,000
EDUCATING AFRICANS FOR CHRIST P O BOX 5303 JACKSON, MS 39296	NONE EXEMPT	UNRESTRICTED - CHRISTIAN	7,828
RICE UNIVERSITY P O BOX 1892 HOUSTON, TX 77251	NONE EXEMPT	UNRESTRICTED - EDUCATION	5,000
BB KING MUSEUM AND DELTA INTERPRETIVE CENTER 400 SECOND STREET INDIANOLA, MS 38751	NONE	UNRESTRICTED	10,000.

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DELTA WATERFOWL FOUNDATION P O BOX 3128 BISMARK, ND 58502	NONE	UNRESTRICTED	15,000
FAITH COMMUNITY CHURCH			400
FELLOWSHIP OF CHRISTIAN ATHLETES 8701 LEADS ROAD KANSAS CITY, MO 64129	NONE	UNRESTRICTED - CHRISTIAN	100
FOUNDATION FOR MS WILDLIFE, FISHERIES, & PARKS P O BOX 14194 JACKSON, MS 39236	NONE	UNRESTRICTED	2,500
HERE'S LIFE MISSION P O BOX 6177 JACKSON, MS 39208	NONE	UNRESTRICTED	5,000
JH RANCH 402 OFFICE PARK DRIVE SUITE 310 BIRMINGHAM, AL 35223	NONE	UNRESTRICTED	20,000

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GALLOWAY MEMORIAL UNITED METHODIST CHURCH 305 NORTH CONGRESS STREET JACKSON, MS 39201	NONE	UNRESTRICTED - CHRISTIAN	110
MISSISSIPPI CHARITABLE	NONE	UNRESTRICTED	1,800
VANDERBILT UNIVERSITY - OWEN GRADUATE SCHOOL 2301 VANDERBILT PLACE NASHVILLE, TN 37235	NONE	UNRESTRICTED	200,000.
SOUTHERN CHRISTIAN	NONE	UNRESTRICTED	1,000
USA INTERNATIONAL BALLET COMPETITION 201 EAST PASCAGOULA STREET, SUITE 101 JACKSON, MS 39201	NONE	UNRESTRICTED	12,000
MISSISSIPPI TECHNOLOGY ALLIANCE 134 MARKETRIDGE DRIVE RIDGELAND, MS 39157	NONE	UNRESTRICTED	500
		TOTAL CONTRIBUTIONS PAID	604,606.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print	Name of Exempt Organization TELOS FOUNDATION, INC.	**Employer identification number** 64-0854272
File by the extended due date for filing the return See instructions	Number, street, and room or suite no If a P O box, see instructions P O BOX 321418	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions FLOWOOD, MS 39232-1418	

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

[ ] Form 990	[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 6069
[ ] Form 990-BL	[ ] Form 990-T (sec 401(a) or 408(a) trust)	[ ] Form 4720	[ ] Form 8870
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ JUDY BELL

 Telephone No ▶ 601 321-1950 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 is for

4 I request an additional 3-month extension of time until 11/15/2010 .

5 For calendar year 2009 , or other tax year beginning ______, and ending ______.

6 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS REQUIRED TO ACCUMULATE THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a 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	**8a**	$	733.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$	3,776.
c Balance Due. Subtract line 8b from line 8a 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	**8c**	$	

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ COPY Title ▶ Date ▶

BKD, LLP
190 E CAPITOL STREET, SUITE 500
JACKSON, MS 39201-2190