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Form **990-PF**

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

OMB No. 1545-0052

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.

2009

For calendar year 2009, or tax year beginning 01/29, 2009, and ending 12/31, 2009

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

ENVELOPE
MAY 12 2010

Name of foundation: **B. ANTON MEMORIAL FOUNDATION**

Number and street (or P.O. box number if mail is not delivered to street address): **1525 W.W.T. HARRIS BLVD. D1114-044**

Room/suite: _____

City or town, state, and ZIP code: **CHARLOTTE, NC 28288-1161**

A Employer identification number: **65-6473083**

B Telephone number (see page 10 of the instructions): **(336) 732-7090**

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) ▶ \$ **2,582,563.**

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

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) (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)
1	Contributions, gifts, grants, etc., received (attach schedule)	2,699,112.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B.				
3	Interest on savings and temporary cash investments	286.	286.		STMT 1
4	Dividends and interest from securities	55,287.	55,087.		STMT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-173,908.			
b	Gross sales price for all assets on line 6a	451,575.			
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)				
12	Total. Add lines 1 through 11	2,580,777.	55,373.		
13	Compensation of officers, directors, trustees, etc.	28,822.	28,822.		
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)	708.	708.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	Total operating and administrative expenses.				
	Add lines 13 through 23	29,530.	29,530.		
25	Contributions, gifts, grants paid	95,000.			95,000.
26	Total expenses and disbursements. Add lines 24 and 25	124,530.	29,530.		95,000.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	2,456,247.			
b	Net investment income (if negative, enter -0-)		25,843.		
c	Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	NONE	NONE	
	2 Savings and temporary cash investments	NONE	189,858.	189,858.
	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) ▶ *		* NONE	
	Less: allowance for doubtful accounts ▶	NONE	NONE	NONE
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S. and state government obligations (attach schedule)	NONE	NONE	NONE
	b Investments - corporate stock (attach schedule)	NONE	NONE	NONE
	c Investments - corporate bonds (attach schedule)	NONE	NONE	NONE
	11 Investments - land, buildings, and equipment, basis (attach schedule) ▶	NONE		
Less: accumulated depreciation (attach schedule) ▶	NONE	NONE		
12 Investments - mortgage loans	NONE	NONE		
13 Investments - other (attach schedule)	NONE	2,260,212.	2,392,705.	
14 Land, buildings, and equipment, basis (attach schedule) ▶				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)	NONE	NONE	NONE	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	NONE	2,450,070.	2,582,563.	
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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	NONE	2,450,070.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	NONE	NONE	
30 Total net assets or fund balances (see page 17 of the instructions)	NONE	2,450,070.		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	NONE	2,450,070.		

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	NONE
2 Enter amount from Part I, line 27a	2	2,456,247.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	2,456,247.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	6,177.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,450,070.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr.)	(d) Date sold (mo, day, yr.)
1a SEE PART IV DETAIL			
b			
c			
d			
e			

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-173,908.
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 N/A

(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			
2007			
2006			
2005			
2004			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	8	

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

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments, and total tax due.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, political expenditures, unrelated business income, and state reporting requirements.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) 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 WACHOVIA BANK Telephone no. (336) 732-7090
Located at 100 NORTH MAIN STREET, WINSTON SALEM, NC ZIP + 4 27101-4047
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.

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? X Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X
(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 X
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 1b X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? Yes No X
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions.) 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		28,822.	-0-	-0-

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

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,855,696.
b	Average of monthly cash balances	1b	54.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,855,750.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,855,750.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	27,836.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,827,914.
6	Minimum investment return. Enter 5% of line 5	6	91,396.

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	91,396.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	517.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	517.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	90,879.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	90,879.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	90,879.

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	95,000.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	95,000.
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	95,000.

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				90,879.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			NONE	
b Total for prior years: 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 95,000.				
a Applied to 2008, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				90,879.
e Remaining amount distributed out of corpus	4,121.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	4,121.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010.				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	4,121.			
10 Analysis of line 9:				
a Excess from 2005	NONE			
b Excess from 2006	NONE			
c Excess from 2007	NONE			
d Excess from 2008	NONE			
e Excess from 2009	4,121.			

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)
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).)
N/A
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
N/A
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here [] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.
a The name, address, and telephone number of the person to whom applications should be addressed:
N/A
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
<p>a Paid during the year</p> <p>SEE STATEMENT 9</p>				
Total ▶ 3a				95,000.
<p>b Approved for future payment</p>				
Total ▶ 3b				

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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash, (2) Other assets, b Other transactions: (1) Sales of assets to a noncharitable exempt organization, (2) Purchases of assets from a noncharitable exempt organization, (3) Rental of facilities, equipment, or other assets, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services or membership or fundraising solicitations, c Sharing of facilities, equipment, mailing lists, other assets, or paid employees, d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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.

Signature section containing fields for Signature of officer or trustee, Date, Title, Preparer's signature, Date, Check if self-employed, Preparer's identifying number, Firm's name, EIN, and Phone no.

Schedule of Contributors

2009

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

Name of the organization

Employer identification number

B. ANTON MEMORIAL FOUNDATION

65-6473083

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

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

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

Name of organization B. ANTON MEMORIAL FOUNDATION	Employer identification number 65-6473083
---	---

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	BARBARA ANTON TRUST 	\$ 1,689,112.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	BARBARA ANTON TRUST 	\$ 1,010,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	 	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	 	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	 	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	 	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	 	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization B. ANTON MEMORIAL FOUNDATION	Employer identification number 65-6473083
---	---

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	VARIOUS ASSETS FROM TRUST _____ _____ _____	\$ 1,689,112.	01/29/2009
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					120.	
17,729.00		1155. WELLS FARGO & CO NEW COM W/RIGHTS PROPERTY TYPE: SECURITIES 40,714.00					07/18/2007 -22,985.00	04/06/2009
8,825.00		50. WHITE MTNS INS GROUP INC COM PROPERTY TYPE: SECURITIES 28,535.00					07/18/2007 -19,710.00	04/06/2009
4,346.00		125. ALEXANDRIA REAL ESTATE EQUITIES INC PROPERTY TYPE: SECURITIES 12,161.00					07/18/2007 -7,815.00	05/12/2009
10,535.00		350. AMERICAN EUROPACIFIC GROWTH FD CL F PROPERTY TYPE: SECURITIES 14,564.00					08/19/2008 -4,029.00	05/12/2009
64,207.00		2133.113 AMERICAN EUROPACIFIC GROWTH FD PROPERTY TYPE: SECURITIES 115,000.00					05/01/2008 -50,793.00	05/12/2009
69,718.00		1535. ISHARES MSCI EAFE INDEX FD PROPERTY TYPE: SECURITIES 60,705.00					12/02/2008 9,013.00	05/12/2009
26,179.00		1360. LOWES COS INC COM W/RIGHTS ATTACHE PROPERTY TYPE: SECURITIES 40,446.00					07/18/2007 -14,267.00	05/12/2009
30,540.00		615. PEPSICO INC COM PROPERTY TYPE: SECURITIES 40,442.00					07/18/2007 -9,902.00	05/12/2009
9,804.00		285. PLUM CREEK TIMBER CO INC COM PROPERTY TYPE: SECURITIES 12,081.00					07/18/2007 -2,277.00	05/12/2009
9,798.00		275. SPDR SPDR DOW JONES REIT ETF PROPERTY TYPE: SECURITIES 20,725.00					12/18/2007 -10,927.00	05/12/2009

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
28,694.00		915. WALGREEN CO COM W/RTS ATTACHED EXP PROPERTY TYPE: SECURITIES 40,945.00				07/18/2007	05/12/2009	
						-12,251.00		
14,432.00		570. WEIGHT WATCHERS INTL INC CO PROPERTY TYPE: SECURITIES 29,168.00				07/18/2007	05/12/2009	
						-14,736.00		
50,000.00		50000. TARGET CORP BD DTD 06/19/2002 CAL PROPERTY TYPE: SECURITIES 50,100.00				07/31/2007	06/15/2009	
						-100.00		
53,654.00		1045. CADBURY PLC-SPONS ADR PROPERTY TYPE: SECURITIES 34,401.00				05/12/2009	10/01/2009	
						19,253.00		
20,073.00		965. FINANCIAL FED CORP COM PROPERTY TYPE: SECURITIES 28,545.00				07/18/2007	11/16/2009	
						-8,472.00		
20,291.00		545. MERCURY GEN CORP NEW COM PROPERTY TYPE: SECURITIES 28,622.00				07/18/2007	11/16/2009	
						-8,331.00		
12,630.00		1050. TCF FINL CORP COM W/RIGHTS ATTACHE PROPERTY TYPE: SECURITIES 28,329.00				07/18/2007	11/16/2009	
						-15,699.00		
TOTAL GAIN(LOSS)						----- -173,908. =====		

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WACHOVIA PT MONEY MARKET	286.	286.
TOTAL	286.	286.

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ABBOTT LABS BD DTD 05/12/2006 5.875% 05/	2,938.	2,938.
ALEXANDRIA REAL ESTATE EQUITIES INC COM	100.	99.
ALLIANCEBERNSTEIN INT VAL-AD	2,032.	2,032.
ARTISAN SMALL CAP VALUE FD	122.	122.
ARTIO INTERNATIONAL EQUITY II-I	5,084.	5,084.
AUTOMATIC DATA PROCESSING INC COM	926.	926.
AVERY DENNISON CORP COM	653.	653.
BLACKROCK MCR CP EQ INST	283.	283.
CADBURY PLC-SPONS ADR	393.	393.
CHEVRONTXACO CORP COM	1,197.	1,197.
CITIGROUP INC BD DTD 02/22/2005 4.125% 0	1,031.	1,031.
CONOCOPHILLIPS NOTES DTD 10/9/2002 4.75%	1,188.	1,188.
DIAGEO PLC SPONSORED ADR NEW	932.	932.
EATON VANCE INCOME FD OF BOSTON IN CL	4,607.	4,607.
EXXON MOBIL CORP COM	764.	764.
FEDEX CORP COM	117.	117.
FINANCIAL FED CORP COM	434.	434.
FRANKLIN RES INC COM	1,071.	1,071.
GOLDMAN SACHS GROUP INC BD DTD 11/15/200	2,750.	2,750.
W W GRAINGER INC COM W/RIGHTS ATTACHED E	561.	561.
HARBOR FD INTL GROWTH FD	1,150.	1,150.
HENRY JACK & ASSOC INC COM	376.	376.
HEWLETT-PACKARD CO SR UNSECD DTD 2/27/07	1,313.	1,313.
HOME DEPOT INC COM	908.	908.
ISHARES DOW JONES US TELECOMMUNICATIONS	826.	826.
JOHNSON & JOHNSON COM	1,245.	1,245.
KELLOGG CO COM	856.	856.
LOWES COS INC COM W/RIGHTS ATTACHED EXP	116.	116.
MFS EMERGING MKTS DEBT FD-I	1,850.	1,850.
MAINSTAY HIGH YIELD CORPORATE BOND FUND	4,055.	3,856.
MANAGERS EMERGING MARKETS EQUITY FD	116.	116.
MCDONALDS CORP COM	953.	953.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MERCURY GEN CORP NEW COM	948.	948.
MICROSOFT CORP COM	725.	725.
OCCIDENTAL PETE CORP COM	353.	353.
PIMCO DIVERSIFIED INCOME FD CL I	1,727.	1,727.
PEPSICO INC COM	261.	261.
PEPSICO INC SR UNSECD DTD 03/02/09 3.75%	359.	359.
PFIZER INC COM W/RTS ATTACHED EXP 10/15/	1,272.	1,272.
PROCTER & GAMBLE CO COM	585.	585.
CYCLICAL/TRANS SEL SECTOR SPDR FD	359.	359.
SECTO SPDR TRUST (ENERGY) SHARES OF BENE	282.	282.
UTILITIES SELECT SECTOR SPDR FD	719.	719.
SIGMA ALDRICH CORP COM	386.	386.
SMITH & NEPHEW PLC SPDN ADR NEW	312.	312.
TCF FINL CORP COM W/RIGHTS ATTACHED EXP	420.	420.
TARGET CORP BD DTD 06/19/2002 CALLABLE 5	1,344.	1,344.
3M CO COM	1,020.	1,020.
US BANCORP DEL COM NEW W/RIGHTS ATTACHED	182.	182.
UNITED TECHNOLOGIES CORP COM	739.	739.
WAL MART STORES INC COM	362.	362.
WALGREEN CO COM W/RTS ATTACHED EXP 08/21	103.	103.
WEIGHT WATCHERS INTL INC COM	100.	100.
WELLS FARGO & CO NEW COM W/RIGHTS ATTACH	393.	393.
WELLS FARGO & CO BD DTD 01/12/2006 4.875	1,219.	1,219.
WESTERN UNION CO COM	120.	120.
WHITE MTNS INS GROUP INC COM	50.	50.
TOTAL	55,287.	55,087.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES ON QUALIFIED FOR	618.	618.
FOREIGN TAXES ON NONQUALIFIED	90.	90.
TOTALS	708.	708.
	=====	=====

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

DESCRIPTION -----	AMOUNT -----
BOOK VALUE/COST BASIS ADJUSTMENT	6,177.

TOTAL	6,177.
	=====

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

FL

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

NAME AND ADDRESS

BARBARA ANTON TRUST

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

OFFICER NAME:

WACHOVIA BANK

ADDRESS:

1525 W WT HARRIS BLVD. D1114-044

CHARLOTTE, NC 28288-1161

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 28,822.

TOTAL COMPENSATION: 28,822.
=====

=====

RECIPIENT NAME:

CHRISTIAN CHILDREN'S FUND

ATTENTION: GARY DUNCAN

ADDRESS:

2821 EMERYWOOD PARKWAY

RICHMOND, VA 23294

AMOUNT OF GRANT PAID 95,000.

TOTAL GRANTS PAID:

95,000.

=====

FEDERAL FOOTNOTES

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THIS TRUST WAS FUNDED DUE TO THE DEATH OF BARBARA ANTON

**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

B. ANTON MEMORIAL FOUNDATION

Employer identification number

65-6473083

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	24,237.
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	24,237.

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

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			120.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-198,265.
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	-198,145.

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

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		24,237.
14	Net long-term gain or (loss):			
a	Total for year	14a		-198,145.
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		-173,908.

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

FEDERAL CAPITAL GAIN DIVIDENDS

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

PLUM CREEK TIMBER CO INC COM

120.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

120.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

120.00

=====

TICKLER 05/03/10 SEQUENCE 798 12/31/09 THROUGH 12/31/09
SETTLE DATE POSITION FOR [REDACTED] ANTON FOUNDATION AS OF 12/31/09

DETAIL LIST

CUSIP #	SECURITY NAME	UNITS /	ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
	PRINCIPAL						
	=====						
	DEPOSIT ACCOUNTS						

997981006	WACHOVIA FT MONEY MARKET		158,457.05	158,457.05			
TOTAL	DEPOSIT ACCOUNTS		158,457.05	158,457.05			
	CORPORATE BONDS - NONCONVERTIBLE						

002824AT7	ABBOTT LABS BD DTD 05/12/2006 5.875% 05/15/2016	50,000	50,422.00	55,149.50	50,422.00	50,422.00	
172967CU3	CITIGROUP INC BD DTD 02/22/2005 4.125% 02/22/2010	50,000	48,739.50	50,182.00	48,739.50	48,739.50	
20825CAE4	CONOCOPHILLIPS NOTES DTD 10/9/2002 4.75% 10/15/2012	50,000	48,482.00	53,577.00	48,482.00	48,482.00	
38141GCM4	GOLDMAN SACHS GROUP INC BD DTD 11/15/2002 5.5% 11/15/2014	50,000	48,650.00	53,367.50	48,650.00	48,650.00	
428236AL7	HEWLETT-PACKARD CO SR UNSECD DTD 2/27/07 5.25% 03/01/2012	50,000	49,757.50	53,640.50	49,757.50	49,757.50	
713448BK3	PEPSICO INC SR UNSECD DTD 03/02/09 3.75% 03/01/2014	50,000	50,831.50	51,670.00	50,831.50	50,831.50	
949746NB3	WELLS FARGO & CO BD DTD 01/12/2006 4.875% 01/12/2011	50,000	49,288.50	51,805.00	49,288.50	49,288.50	
TOTAL	CORPORATE BONDS - NONCONVERTIBLE	350,000	346,171.00	369,391.50	346,171.00	346,171.00	
	CLOSED-END FUND - EQUITY						

464287713	ISHARES DOW JONES US TELECOMMUNICATIONS SECTOR INDEX FD	1,175	40,709.99	23,523.50	40,709.99	40,709.99	
81369Y407	CONSUMER DISCRETIONARY SELECT SECTOR SPDR FD	1,030	40,786.35	30,663.10	40,786.35	40,786.35	

DETAIL LIST
TICKLER 05/03/10 SEQUENCE 798 12/31/09 THROUGH 12/31/09
SETTLE DATE POSITION FOR ██████████ ANTON FOUNDATION AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS /	ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
81369Y506	ENERGY SELECT SECTOR SPDR FD	350		28,164.50	19,953.50	28,164.50	28,164.50
81369Y886	UTILITIES SELECT SECTOR SPDR FD	725		29,201.84	22,489.50	29,201.84	29,201.84
TOTAL	CLOSED-END FUND - EQUITY	3,280		138,862.68	96,629.60	138,862.68	138,862.68
	MUTUAL FUNDS - FIXED TAXABLE						
277907200	EATON VANCE INCOME FD OF BOSTON IN CL	14,254.386		65,000.00	78,969.30	65,000.00	65,000.00
55273E640	MFS EMERGING MKTS DEBT FD-I	3,225.807		40,000.00	45,290.33	40,000.00	40,000.00
56062X708	MAINSTAY HIGH YIELD CORPORATE BOND FUND CL I	13,374.486		65,000.00	75,565.85	65,000.00	65,000.00
693391880	PIMCO DIVERSIFIED INCOME FD CL I	4,352.557		40,000.00	46,180.63	40,000.00	40,000.00
TOTAL	MUTUAL FUNDS - FIXED TAXABLE	35,207.236		210,000.00	246,006.11	210,000.00	210,000.00
	COMMON STOCKS						
053015103	AUTOMATIC DATA PROCESSING INC COM	935		43,915.60	40,036.70	43,915.60	43,915.60
053611109	AVERY DENNISON CORP COM	535		34,443.45	19,522.15	34,443.45	34,443.45
084670207	BERKSHIRE HATHAWAY INC DEL CL B	10		36,590.00	32,860.00	36,590.00	36,590.00
166764100	CHEVRON CORP COM	450		41,701.50	34,645.50	41,701.50	41,701.50
25243Q205	DIAGEO PLC SPONSORED ADR NEW	645		33,810.90	44,769.45	33,810.90	33,810.90
30231G102	EXXON MOBIL CORP COM	460		41,625.40	31,367.40	41,625.40	41,625.40
31428X106	FEDEX CORP COM	355		40,998.95	29,624.75	40,998.95	40,998.95
354613101	FRANKLIN RES INC COM	295		41,652.23	31,078.25	41,652.23	41,652.23
384802104	W W GRAINGER INC COM	315		29,833.65	30,501.45	29,833.65	29,833.65
426281101	HENRY JACK & ASSOC INC COM	1,105		28,926.47	25,569.70	28,926.47	28,926.47

DETAIL LIST
TICKLER 05/03/10 SEQUENCE 798 12/31/09 THROUGH 12/31/09
SETTLE DATE POSITION FOR ██████████ ANTON FOUNDATION AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS /	ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
437076102	HOME DEPOT INC COM	1,345	33,813.30	33,813.30	38,910.85	33,813.30	33,813.30
46625H100	JP MORGAN CHASE & CO COM	595	25,864.59	25,864.59	24,793.65	25,864.59	25,864.59
478160104	JOHNSON & JOHNSON COM	645	40,086.75	40,086.75	41,544.45	40,086.75	40,086.75
487836108	KELLOGG COMPANY COM	785	33,753.98	33,753.98	41,762.00	33,753.98	33,753.98
580135101	MCDONALDS CORP COM	615	33,628.20	33,628.20	38,400.60	33,628.20	33,628.20
594918104	MICROSOFT CORP COM	1,395	42,674.06	42,674.06	42,519.60	42,674.06	42,674.06
674599105	OCCIDENTAL PETE CORP COM	535	34,309.55	34,309.55	43,522.25	34,309.55	34,309.55
703395103	PATTERSON COS INC COM	790	29,251.33	29,251.33	22,104.20	29,251.33	29,251.33
717081103	PFIZER INC COM	1,590	39,336.60	39,336.60	28,922.10	39,336.60	39,336.60
742718109	PROCTER & GAMBLE CO COM	665	33,336.45	33,336.45	40,318.95	33,336.45	33,336.45
826552101	SIGMA ALDRICH CORP COM	665	29,408.96	29,408.96	33,615.75	29,408.96	29,408.96
83175M205	SMITH & NEPHEW PLC SPDN ADR NEW	460	28,833.72	28,833.72	23,575.00	28,833.72	28,833.72
857477103	STATE STREET CORP COM	640	26,115.97	26,115.97	27,865.60	26,115.97	26,115.97
88579Y101	3M CO COM	500	45,007.00	45,007.00	41,335.00	45,007.00	45,007.00
902973304	US BANCORP DEL COM NEW	1,815	32,488.50	32,488.50	40,855.65	32,488.50	32,488.50
913017109	UNITED TECHNOLOGIES CORP COM	640	33,856.00	33,856.00	44,422.40	33,856.00	33,856.00
931142103	WAL-MART STORES INC COM	665	33,875.10	33,875.10	35,544.25	33,875.10	33,875.10
941848103	WATERS CORP COM	480	29,260.80	29,260.80	29,740.80	29,260.80	29,260.80
959802109	WESTERN UNION CO COM	2,000	40,280.00	40,280.00	37,700.00	40,280.00	40,280.00
TOTAL	COMMON STOCKS	21,930	1,018,679.01	1,018,679.01	997,428.45	1,018,679.01	1,018,679.01

DETAIL LIST
TICKLER 05/03/10 SEQUENCE 798 12/31/09 THROUGH 12/31/09
SETTLE DATE POSITION FOR ██████████ ANTON FOUNDATION AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS /	ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
	MUTUAL FUNDS - EQUITY						
04314H501	ARTISAN SMALL CAP VALUE FD INV CL	7,720.254		85,000.00	110,631.24	85,000.00	85,000.00
091929760	BLACKROCK U.S. OPPORTUNITIES PORTFOLIO CL I	4,180.92		110,000.00	140,562.53	110,000.00	110,000.00
349913889	FORWARD SMALL CAP EQUITY FUND INSTL	5,985.635		75,000.00	89,664.81	75,000.00	75,000.00
TOTAL	MUTUAL FUNDS - EQUITY	17,886.809		270,000.00	340,858.58	270,000.00	270,000.00
	MUTUAL FUNDS - INTERNATIONAL EQUITY						
018913400	ALLIANCEBERNSTEIN INT VAL-AD	7,720.254		85,000.00	107,388.73	85,000.00	85,000.00
04315J837	ARTIO INTERNATIONAL EQUITY II-I	8,577.194		85,000.00	101,039.35	85,000.00	85,000.00
411511801	HARBOR INTERNATIONAL GROWTH FUND INS CL	9,423.503		85,000.00	104,318.18	85,000.00	85,000.00
561717828	MANAGERS EMERGING MARKETS EQUITY FD	2,189.409		21,500.00	29,644.60	21,500.00	21,500.00
TOTAL	MUTUAL FUNDS - INTERNATIONAL EQUITY	27,910.36		276,500.00	342,390.86	276,500.00	276,500.00
	PRINCIPAL CASH			0.00	0.00		
*****	PRINCIPAL TOTAL	456,214 405		2,418,669.74	2,551,162.15	2,260,212.69	2,260,212.69
	INCOME						
	=====						
	DEPOSIT ACCOUNTS						
997981006	WACHOVIA PT MONEY MARKET			31,400.72	31,400.72		
TOTAL	DEPOSIT ACCOUNTS			31,400.72	31,400.72		
	INCOME CASH			0.00	0.00		
*****	INCOME TOTAL			31,400.72	31,400.72	0.00	0.00
	ASSET FILE TOTAL	456,214 405		2,450,070.46	2,582,562.87	2,260,212.69	2,260,212.69