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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

OMB No 1545-0052

**2009**

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

For calendar year 2009, or tax year beginning 02/01, 2009, and ending 01/31, 2010

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 <b>STOKES AND SARAH BROWN CHARITABLE FOUNDATION</b>		A Employer identification number <b>26-0110679</b>
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite <b>2055002233</b>		B Telephone number (see page 10 of the instructions) <b>(251) 690-1024</b>
	City or town, state, and ZIP code <b>REGIONS BANK TRUST DEPT PO BOX 2886</b>		C If exemption application is pending, check here <input type="checkbox"/>
	<b>MOBILE, AL 36652-2886</b>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>3,972,837.</b>		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>			
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>			

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) if the foundation is not required to attach Sch. B. <input checked="" type="checkbox"/>				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B. <input type="checkbox"/>				
3	Interest on savings and temporary cash investments	260.	260.		STMT 1
4	Dividends and interest from securities	98,600.	100,080.		STMT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-119,051.			
b	Gross sales price for all assets on line 6a	1,231,401.			
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)	444.			STMT 3
12	Total. Add lines 1 through 11	-19,747.	100,340.		
13	Compensation of officers, directors, trustees, etc.	30,982.	30,982.		
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 4	800.	NONE	NONE	800.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)	530.	530.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule)				
24	Total operating and administrative expenses. Add lines 13 through 23	32,312.	31,512.	NONE	800.
25	Contributions, gifts, grants paid	185,000.			185,000.
26	Total expenses and disbursements. Add lines 24 and 25	217,312.	31,512.	NONE	185,800.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-237,059.			
b	Net investment income (if negative, enter -0-)		68,828.		
c	Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

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SCANNED DEC 17 2010

Revenue

Operating and Administrative Expenses

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	110,836.	142,383.	142,383.
	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 ▶ . . . . .	NONE		
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U.S. and state government obligations (attach schedule) . . . . .	487,334.	583,157.	604,918.
	b	Investments - corporate stock (attach schedule) . . . . .	3,854,996.	3,490,651.	3,225,536.
	c	Investments - corporate bonds (attach schedule) . . . . .			
	11	Investments - land, buildings, and equipment: basis ▶ . . . . .			
	Less: accumulated depreciation (attach schedule) ▶ . . . . .				
12	Investments - mortgage loans . . . . .				
13	Investments - other (attach schedule) . . . . .	STMT 12.			
14	Land, buildings, and equipment: basis ▶ . . . . .				
	Less: accumulated depreciation (attach schedule) ▶ . . . . .				
15	Other assets (describe ▶ . . . . .)				
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	4,453,166.	4,216,191.	3,972,837.	
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	<b>Total liabilities</b> (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 . . . . .	4,453,166.	4,216,191.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .			
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	4,453,166.	4,216,191.	
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	4,453,166.	4,216,191.		

### 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	4,453,166.
2	Enter amount from Part I, line 27a . . . . .	2	-237,059.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 13 . . . . .	3	84.
4	Add lines 1, 2, and 3 . . . . .	4	4,216,191.
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	4,216,191.

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**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.)
<b>1a SEE PART IV DETAIL</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69</b>					
(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))		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss) . . . . .</b> { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			<b>2</b>	<b>-117,366.</b>	
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b> 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. . . . .			<b>3</b>		

**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	267,218.	4,307,150.	0.06204056046
2007	352,717.	5,261,630.	0.06703569046
2006	266,659.	4,988,164.	0.05345834660
2005	8,718.	2,578,715.	0.00338075359
2004			
<b>2 Total of line 1, column (d) . . . . .</b>			<b>2</b> 0.18591535111
<b>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 . . . . .</b>			<b>3</b> 0.04647883778
<b>4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . . . .</b>			<b>4</b> 3,653,091.
<b>5 Multiply line 4 by line 3 . . . . .</b>			<b>5</b> 169,791.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .</b>			<b>6</b> 688.
<b>7 Add lines 5 and 6 . . . . .</b>			<b>7</b> 170,479.
<b>8 Enter qualifying distributions from Part XII, line 4 . . . . .</b> 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.			<b>8</b> 185,800.

**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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	688.
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	688.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	688.
6	<b>Credits/Payments:</b>		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	936.
b	Exempt foreign organizations-tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	<b>Total credits and payments.</b> Add lines 6a through 6d	7	936.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	248.
11	Enter the amount of line 10 to be: <b>Credited to 2010 estimated tax</b> 248. <b>Refunded</b>	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?		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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file <b>Form 1120-POL</b> for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ \$ _____ (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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 14		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 <span style="float: right;">N/A</span>				
14	The books are in care of <span style="float: right;">Telephone no.</span>	<span style="float: right;">(251) 690-1024</span>		
Located at <span style="float: right;">ZIP + 4</span>		<span style="float: right;">36602</span>		
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		

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
<b>1a</b> During the year did the foundation (either directly or indirectly).			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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)?		<b>1b</b>	X
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>		
<b>c</b> 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?		<b>1c</b>	X
<b>2</b> 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)):			
<b>a</b> At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years			
<b>b</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.)		<b>2b</b>	X
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.			
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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.)		<b>3b</b>	
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		<b>4a</b>	X
<b>b</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?		<b>4b</b>	X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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 15 - 16		30,982.	-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

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**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	
<b>Total.</b> Add lines 1 through 3 . . . . .	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
<b>a</b>	Average monthly fair market value of securities	<b>1a</b> 3,708,722.
<b>b</b>	Average of monthly cash balances	<b>1b</b> NONE
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions)	<b>1c</b> NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b> 3,708,722.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b> NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b> 3,708,722.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b> 55,631.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b> 3,653,091.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b> 182,655.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b> 182,655.
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b> 688.
<b>b</b>	Income tax for 2009. (This does not include the tax from Part VI.)	<b>2b</b>
<b>c</b>	Add lines 2a and 2b	<b>2c</b> 688.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b> 181,967.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b> NONE
<b>5</b>	Add lines 3 and 4	<b>5</b> 181,967.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b> NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b> 181,967.

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b> 185,800.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b> NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:	
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b> NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b> NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b> 185,800.
<b>5</b>	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)	<b>5</b> 688.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b> 185,112.

**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 . . . . .				181,967.
2 Undistributed income, if any, as of the end of 2009.				
a Enter amount for 2008 only . . . . .			NONE	
b Total for prior years: 20 <u>07</u> , 20 <u>  </u> , 20 <u>  </u> . . . . .		NONE		
3 Excess distributions carryover, if any, to 2009.				
a From 2004 . . . . .	NONE			
b From 2005 . . . . .	NONE			
c From 2006 . . . . .	NONE			
d From 2007 . . . . .	23,523.			
e From 2008 . . . . .	53,732.			
f Total of lines 3a through e . . . . .	77,255.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ <u>185,800.</u>				
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 . . . . .				181,967.
e Remaining amount distributed out of corpus . . . . .	3,833.			
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 . . . . .	81,088.			
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 . . . . .	81,088.			
10 Analysis of line 9.				
a Excess from 2005 . . . . .	NONE			
b Excess from 2006 . . . . .	NONE			
c Excess from 2007 . . . . .	23,523.			
d Excess from 2008 . . . . .	53,732.			
e Excess from 2009 . . . . .	3,833.			

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

SEE STATEMENT 17

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

SEE ATTACHED STATEMENT FOR LINE 2

**c** Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>  SEE STATEMENT 18				
<b>Total . . . . .</b>			<b>3a</b>	185,000.
<b>b Approved for future payment</b>				
<b>Total . . . . .</b>			<b>3b</b>	

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[illegible]

12 Subtotal. Add columns (b), (d), and (e) . . . . .		-19,747.
13 Total. Add line 12, columns (b), (d), and (e) . . . . .		13 -19,747.

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

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

<b>Line No.</b> ▼	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**

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

[illegible]

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

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.			
Sign Here	 Signature of officer or trustee		REGIONS BANK, TRUSTEE
	Date		12/15/2010
	Title		TRUST OFFICER
Paid Preparer's Use Only	Preparer's signature		Date
	Firm's name (or yours if self-employed), address, and ZIP code		Check if self-employed <input type="checkbox"/>
		Preparer's identifying number (See Signature on page 30 of the instructions)	EIN
		Phone no.	

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis	Gain or (loss)	
1,053.00		1000. AT&T INC DTD 05/13/08 5.6% 05/15/2 PROPERTY TYPE: SECURITIES 1,001.00				05/09/2008 52.00	09/08/2009
34,167.00		1200. AETNA U S HEALTHCARE INC PROPERTY TYPE: SECURITIES 51,577.00				08/13/2008 -17,410.00	11/19/2009
19,675.00		240. AIR PRODS & CHEMICALS INC COM W/ RT PROPERTY TYPE: SECURITIES 15,260.00				08/02/2006 4,415.00	11/19/2009
8,439.00		8000. ALABAMA POWER CO SERIES: 07-D DTD PROPERTY TYPE: SECURITIES 8,066.00				01/15/2008 373.00	05/27/2009
11,156.00		270. AMERICAN EXPRESS CO PROPERTY TYPE: SECURITIES 15,670.00				02/06/2007 -4,514.00	12/22/2009
39,990.00		1520. BANK OF NEW YORK MELLON CORP PROPERTY TYPE: SECURITIES 63,145.00				08/01/2007 -23,155.00	11/19/2009
1,005.00		1000. CVS/CAREMARK CORPORATION DTD 9/11/ PROPERTY TYPE: SECURITIES 1,016.00				09/21/2009 -11.00	10/06/2009
1,062.00		1000. CISCO SYSTEMS INC CALLABLE 5.5% 02 PROPERTY TYPE: SECURITIES 995.00				02/14/2006 67.00	07/07/2009
7,749.00		7000. CISCO SYSTEMS INC CALLABLE 5.5% 02 PROPERTY TYPE: SECURITIES 6,968.00				02/14/2006 781.00	09/11/2009
18,925.00		500. CITRIX SYSTEM INC PROPERTY TYPE: SECURITIES 15,545.00				08/13/2008 3,380.00	11/19/2009
7,005.00		7000. CREDIT SUISSE FB USA 4.875% 08/1 PROPERTY TYPE: SECURITIES 6,964.00				01/09/2006 41.00	02/27/2009

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**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
8,093.00		8000. CREDIT SUISSE FB USA PROPERTY TYPE: SECURITIES 7,958.00		4.875% 08/1		P	01/09/2006	04/23/2009
							135.00	
1,053.00		1000. CREDIT SUISSE NEW YORK DTD 5/4/09 PROPERTY TYPE: SECURITIES 1,018.00				P	05/27/2009	07/08/2009
							35.00	
12,608.00		400. DARDEN RESTAURANTS INC PROPERTY TYPE: SECURITIES 13,984.00				P	08/13/2008	11/19/2009
							-1,376.00	
8,258.00		8000. DEERE JOHN CAPITAL CORP SERIES: MT PROPERTY TYPE: SECURITIES 8,244.00				P	01/30/2008	05/27/2009
							14.00	
11,996.00		400. WALT DISNEY CO COM PROPERTY TYPE: SECURITIES 9,969.00				P	01/18/2006	11/19/2009
							2,027.00	
6,309.00		6000. WALT DISNEY CO DTD 12/22/08 4.5% 1 PROPERTY TYPE: SECURITIES 6,024.00				P	12/18/2008	08/12/2009
							285.00	
8,166.00		8000. DOMINION RES INC VA NEW SERIES: C PROPERTY TYPE: SECURITIES 7,570.00				P	04/05/2006	07/01/2009
							596.00	
1,069.00		1000. DUKE ENERGY CORP CALLABLE 6.25% 01 PROPERTY TYPE: SECURITIES 1,057.00				P	01/09/2006	06/08/2009
							12.00	
17,090.00		1000. E M C CORP MASS COM PROPERTY TYPE: SECURITIES 14,130.00				P	12/02/2005	11/19/2009
							2,960.00	
24,906.00		600. EMERSON ELEC CO PROPERTY TYPE: SECURITIES 23,214.00				P	12/02/2005	11/19/2009
							1,692.00	
32,345.00		760. EMERSON ELEC CO PROPERTY TYPE: SECURITIES 29,404.00				P	12/02/2005	12/22/2009
							2,941.00	

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Kind of Property		Description				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)	
91.00		90.61 FEDERAL HOME LOAN MORTGAGE CORP PROPERTY TYPE: SECURITIES 88.00				3.00	02/17/2009
117.00		117.34 FEDERAL HOME LOAN MORTGAGE CORP PROPERTY TYPE: SECURITIES 114.00				3.00	03/16/2009
155.00		154.53 FEDERAL HOME LOAN MORTGAGE CORP PROPERTY TYPE: SECURITIES 150.00				5.00	04/15/2009
154.00		153.92 FEDERAL HOME LOAN MORTGAGE CORP PROPERTY TYPE: SECURITIES 149.00				5.00	05/15/2009
146.00		145.74 FEDERAL HOME LOAN MORTGAGE CORP PROPERTY TYPE: SECURITIES 142.00				4.00	06/15/2009
162.00		162.02 FEDERAL HOME LOAN MORTGAGE CORP PROPERTY TYPE: SECURITIES 157.00				5.00	07/15/2009
130.00		129.7 FEDERAL HOME LOAN MORTGAGE CORP PROPERTY TYPE: SECURITIES 126.00				4.00	08/17/2009
114.00		114.31 FEDERAL HOME LOAN MORTGAGE CORP PROPERTY TYPE: SECURITIES 111.00				3.00	09/15/2009
117.00		117.34 FEDERAL HOME LOAN MORTGAGE CORP PROPERTY TYPE: SECURITIES 114.00				3.00	10/15/2009
104.00		103.7 FEDERAL HOME LOAN MORTGAGE CORP PROPERTY TYPE: SECURITIES 101.00				3.00	11/16/2009
117.00		116.51 FEDERAL HOME LOAN MORTGAGE CORP PROPERTY TYPE: SECURITIES 113.00				4.00	12/15/2009

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Kind of Property		Description				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)	
145.00		144.9 FEDERAL HOME LOAN MORTGAGE CORP P PROPERTY TYPE: SECURITIES 141.00				08/15/2006 4.00	01/15/2010
1,472.00		1471.55 FD HM LN MTG CORP PARTN CTFS POO PROPERTY TYPE: SECURITIES 1,437.00				08/09/2006 35.00	02/17/2009
887.00		886.93 FD HM LN MTG CORP PARTN CTFS POOL PROPERTY TYPE: SECURITIES 866.00				08/09/2006 21.00	03/16/2009
18.00		17.51 FD HM LN MTG CORP PARTN CTFS POOL PROPERTY TYPE: SECURITIES 17.00				08/09/2006 1.00	04/15/2009
852.00		851.67 FD HM LN MTG CORP PARTN CTFS POOL PROPERTY TYPE: SECURITIES 832.00				08/09/2006 20.00	05/15/2009
16.00		15.59 FD HM LN MTG CORP PARTN CTFS POOL PROPERTY TYPE: SECURITIES 15.00				08/09/2006 1.00	06/15/2009
767.00		766.54 FD HM LN MTG CORP PARTN CTFS POOL PROPERTY TYPE: SECURITIES 748.00				08/09/2006 19.00	07/15/2009
14.00		14.39 FD HM LN MTG CORP PARTN CTFS POOL PROPERTY TYPE: SECURITIES 14.00				08/09/2006	08/17/2009
14.00		14.47 FD HM LN MTG CORP PARTN CTFS POOL PROPERTY TYPE: SECURITIES 14.00				08/09/2006	09/15/2009
14.00		13.92 FD HM LN MTG CORP PARTN CTFS POOL PROPERTY TYPE: SECURITIES 14.00				08/09/2006	10/15/2009
14.00		13.97 FD HM LN MTG CORP PARTN CTFS POOL PROPERTY TYPE: SECURITIES 14.00				08/09/2006	11/16/2009

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**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				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)	
10,546.00		9933.07 FD HM LN MTG CORP PARTN CTFS POOL PROPERTY TYPE: SECURITIES 9,699.00				847.00	12/14/2009
581.00		580.75 FD HM LN MTG CORP PARTN CTFS POOL PROPERTY TYPE: SECURITIES 567.00				14.00	12/15/2009
105.00		104.61 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 102.00				3.00	02/17/2009
167.00		167.15 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 163.00				4.00	03/16/2009
164.00		164.17 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 160.00				4.00	04/15/2009
164.00		163.88 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 160.00				4.00	05/15/2009
170.00		169.52 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 165.00				5.00	06/15/2009
180.00		179.94 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 175.00				5.00	07/15/2009
165.00		164.76 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 160.00				5.00	08/17/2009
107.00		106.95 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 104.00				3.00	09/15/2009
96.00		96.14 FEDERAL HOME LOAN MTG CORP POOL #G PROPERTY TYPE: SECURITIES 94.00				2.00	10/15/2009

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
102.00		102.01 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 99.00				P	08/15/2006	11/16/2009 3.00
117.00		117.19 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 114.00				P	08/15/2006	12/15/2009 3.00
123.00		123.44 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 120.00				P	08/15/2006	01/15/2010 3.00
530.00		530.1 FEDERAL HOME LOAN MTG CORP POOL #G PROPERTY TYPE: SECURITIES 564.00				P	12/14/2009	01/15/2010 -34.00
652.00		651.94 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 645.00				P	12/11/2006	02/17/2009 7.00
934.00		933.56 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 923.00				P	12/11/2006	03/16/2009 11.00
1,041.00		1041.22 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES 1,030.00				P	12/11/2006	04/15/2009 11.00
1,055.00		1055.01 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES 1,043.00				P	12/11/2006	05/15/2009 12.00
943.00		942.78 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 932.00				P	12/11/2006	06/15/2009 11.00
996.00		996.13 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 985.00				P	12/11/2006	07/15/2009 11.00
847.00		847.23 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 838.00				P	12/11/2006	08/17/2009 9.00

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**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
694.00		693.5 FEDERAL HOME LOAN MTG CORP POOL # G PROPERTY TYPE: SECURITIES 686.00				P	12/11/2006	09/15/2009 8.00
629.00		629.03 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 622.00				P	12/11/2006	10/15/2009 7.00
725.00		724.72 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 717.00				P	12/11/2006	11/16/2009 8.00
614.00		613.98 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 607.00				P	12/11/2006	12/15/2009 7.00
867.00		867.33 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 858.00				P	12/11/2006	01/15/2010 9.00
852.00		852.38 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 860.00				P	05/09/2007	02/17/2009 -8.00
973.00		972.88 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 981.00				P	05/09/2007	03/16/2009 -8.00
1,098.00		1098.48 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES 1,108.00				P	05/09/2007	04/15/2009 -10.00
883.00		882.93 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 890.00				P	05/09/2007	05/15/2009 -7.00
671.00		671.35 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 677.00				P	05/09/2007	06/15/2009 -6.00
786.00		785.54 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 792.00				P	05/09/2007	07/15/2009 -6.00

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
1,383.00		1383.34 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES 1,395.00				05/09/2007 -12.00	08/17/2009
928.00		928.07 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 936.00				05/09/2007 -8.00	09/15/2009
889.00		888.97 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 896.00				05/09/2007 -7.00	10/15/2009
645.00		644.6 FEDERAL HOME LOAN MTG CORP POOL #G PROPERTY TYPE: SECURITIES 650.00				05/09/2007 -5.00	11/16/2009
514.00		514.39 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 519.00				05/09/2007 -5.00	12/15/2009
1,272.00		1272.03 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES 1,283.00				05/09/2007 -11.00	01/15/2010
684.00		684.17 FEDERAL HOME LOAN MORTGAGE CORP P PROPERTY TYPE: SECURITIES 692.00				12/10/2007 -8.00	02/17/2009
795.00		795.06 FEDERAL HOME LOAN MORTGAGE CORP P PROPERTY TYPE: SECURITIES 804.00				12/10/2007 -9.00	03/16/2009
582.00		581.83 FEDERAL HOME LOAN MORTGAGE CORP P PROPERTY TYPE: SECURITIES 588.00				12/10/2007 -6.00	04/15/2009
616.00		616.01 FEDERAL HOME LOAN MORTGAGE CORP P PROPERTY TYPE: SECURITIES 623.00				12/10/2007 -7.00	05/15/2009
628.00		628.09 FEDERAL HOME LOAN MORTGAGE CORP P PROPERTY TYPE: SECURITIES 635.00				12/10/2007 -7.00	06/15/2009

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**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				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)	
547.00		546.99 FEDERAL HOME LOAN MORTGAGE CORP P PROPERTY TYPE: SECURITIES 553.00				12/10/2007 -6.00	07/15/2009
452.00		452.15 FEDERAL HOME LOAN MORTGAGE CORP P PROPERTY TYPE: SECURITIES 457.00				12/10/2007 -5.00	08/17/2009
328.00		327.69 FEDERAL HOME LOAN MORTGAGE CORP P PROPERTY TYPE: SECURITIES 331.00				12/10/2007 -3.00	09/15/2009
233.00		233.24 FEDERAL HOME LOAN MORTGAGE CORP P PROPERTY TYPE: SECURITIES 236.00				12/10/2007 -3.00	10/15/2009
291.00		290.7 FEDERAL HOME LOAN MORTGAGE CORP PO PROPERTY TYPE: SECURITIES 294.00				12/10/2007 -3.00	11/16/2009
329.00		329.3 FEDERAL HOME LOAN MORTGAGE CORP PO PROPERTY TYPE: SECURITIES 333.00				12/10/2007 -4.00	12/15/2009
358.00		358.17 FEDERAL HOME LOAN MORTGAGE CORP P PROPERTY TYPE: SECURITIES 362.00				12/10/2007 -4.00	01/15/2010
108.00		108.12 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 106.00				02/15/2007 2.00	02/17/2009
141.00		141.13 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 139.00				02/15/2007 2.00	03/16/2009
209.00		209.25 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 206.00				02/15/2007 3.00	04/15/2009
168.00		168.1 FEDERAL HOME LOAN MTG CORP POOL #G PROPERTY TYPE: SECURITIES 166.00				02/15/2007 2.00	05/15/2009

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**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				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)	
172.00		171.84 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 169.00				02/15/2007 3.00	06/15/2009
144.00		144.3 FEDERAL HOME LOAN MTG CORP POOL #G PROPERTY TYPE: SECURITIES 142.00				02/15/2007 2.00	07/15/2009
130.00		129.7 FEDERAL HOME LOAN MTG CORP POOL #G PROPERTY TYPE: SECURITIES 128.00				02/15/2007 2.00	08/17/2009
114.00		113.94 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 112.00				02/15/2007 2.00	09/15/2009
124.00		124.23 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 122.00				02/15/2007 2.00	10/15/2009
131.00		131.39 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 129.00				02/15/2007 2.00	11/16/2009
117.00		117.36 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 116.00				02/15/2007 1.00	12/15/2009
144.00		144.27 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 142.00				02/15/2007 2.00	01/15/2010
132.00		131.62 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 130.00				12/10/2007 2.00	02/17/2009
213.00		212.75 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 211.00				12/10/2007 2.00	03/16/2009
208.00		208.04 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 206.00				12/10/2007 2.00	04/15/2009

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**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
215.00		215.14 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 213.00				P	12/10/2007	05/15/2009 2.00
212.00		211.97 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 210.00				P	12/10/2007	06/15/2009 2.00
197.00		196.93 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 195.00				P	12/10/2007	07/15/2009 2.00
184.00		183.77 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 182.00				P	12/10/2007	08/17/2009 2.00
134.00		134.42 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 133.00				P	12/10/2007	09/15/2009 1.00
127.00		126.77 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 126.00				P	12/10/2007	10/15/2009 1.00
112.00		111.68 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 111.00				P	12/10/2007	11/16/2009 1.00
148.00		147.53 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 146.00				P	12/10/2007	12/15/2009 2.00
159.00		158.87 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES 157.00				P	12/10/2007	01/15/2010 2.00
2,123.00		2000. FEDERAL NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES 2,046.00				5 P	12/10/2007	06/08/2009 77.00
978.00		978. FEDERAL NATL MTGE ASSN POOL #725424 PROPERTY TYPE: SECURITIES 974.00				P	03/07/2007	02/25/2009 4.00

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
1,400.00		1400.33 FEDERAL NATL MTGE ASSN POOL #725 PROPERTY TYPE: SECURITIES 1,394.00				6.00	03/07/2007 03/25/2009
1,487.00		1487.22 FEDERAL NATL MTGE ASSN POOL #725 PROPERTY TYPE: SECURITIES 1,480.00				7.00	03/07/2007 04/27/2009
1,494.00		1494.18 FEDERAL NATL MTGE ASSN POOL #725 PROPERTY TYPE: SECURITIES 1,487.00				7.00	03/07/2007 05/26/2009
1,658.00		1657.64 FEDERAL NATL MTGE ASSN POOL #725 PROPERTY TYPE: SECURITIES 1,650.00				8.00	03/07/2007 06/25/2009
1,504.00		1504.13 FEDERAL NATL MTGE ASSN POOL #725 PROPERTY TYPE: SECURITIES 1,497.00				7.00	03/07/2007 07/27/2009
1,235.00		1234.63 FEDERAL NATL MTGE ASSN POOL #725 PROPERTY TYPE: SECURITIES 1,229.00				6.00	03/07/2007 08/25/2009
825.00		824.6 FEDERAL NATL MTGE ASSN POOL #72542 PROPERTY TYPE: SECURITIES 821.00				4.00	03/07/2007 09/25/2009
726.00		726.48 FEDERAL NATL MTGE ASSN POOL #7254 PROPERTY TYPE: SECURITIES 723.00				3.00	03/07/2007 10/26/2009
722.00		721.6 FEDERAL NATL MTGE ASSN POOL #72542 PROPERTY TYPE: SECURITIES 718.00				4.00	03/07/2007 11/25/2009
773.00		772.84 FEDERAL NATL MTGE ASSN POOL #7254 PROPERTY TYPE: SECURITIES 769.00				4.00	03/07/2007 12/28/2009
913.00		912.78 FEDERAL NATL MTGE ASSN POOL #7254 PROPERTY TYPE: SECURITIES 909.00				4.00	03/07/2007 01/25/2010

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**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				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)	
91.00		90.51 FEDERAL NATIONAL MORTGAGE ASSN POO PROPERTY TYPE: SECURITIES 90.00				04/09/2007 1.00	02/25/2009
126.00		126.29 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 125.00				04/09/2007 1.00	03/25/2009
140.00		140.16 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 139.00				04/09/2007 1.00	04/27/2009
130.00		130.02 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 129.00				04/09/2007 1.00	05/26/2009
169.00		168.83 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 167.00				04/09/2007 2.00	06/25/2009
150.00		150.1 FEDERAL NATIONAL MORTGAGE ASSN POO PROPERTY TYPE: SECURITIES 149.00				04/09/2007 1.00	07/27/2009
101.00		100.7 FEDERAL NATIONAL MORTGAGE ASSN POO PROPERTY TYPE: SECURITIES 100.00				04/09/2007 1.00	08/25/2009
94.00		93.84 FEDERAL NATIONAL MORTGAGE ASSN POO PROPERTY TYPE: SECURITIES 93.00				04/09/2007 1.00	09/25/2009
73.00		72.83 FEDERAL NATIONAL MORTGAGE ASSN POO PROPERTY TYPE: SECURITIES 72.00				04/09/2007 1.00	10/26/2009
89.00		89.07 FEDERAL NATIONAL MORTGAGE ASSN POO PROPERTY TYPE: SECURITIES 88.00				04/09/2007 1.00	11/25/2009
84.00		83.62 FEDERAL NATIONAL MORTGAGE ASSN POO PROPERTY TYPE: SECURITIES 83.00				04/09/2007 1.00	12/28/2009

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Kind of Property		Description				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)	
92.00		92.38 FEDERAL NATIONAL MORTGAGE ASSN POO PROPERTY TYPE: SECURITIES 92.00				04/09/2007	01/25/2010
438.00		437.78 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 423.00				06/18/2007	02/25/2009
636.00		636.25 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 615.00				06/18/2007	03/25/2009
623.00		622.74 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 602.00				06/18/2007	04/27/2009
679.00		679.07 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 656.00				06/18/2007	05/26/2009
580.00		579.69 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 560.00				06/18/2007	06/25/2009
687.00		686.76 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 663.00				06/18/2007	07/27/2009
589.00		589.1 FEDERAL NATIONAL MORTGAGE ASSN POO PROPERTY TYPE: SECURITIES 569.00				06/18/2007	08/25/2009
426.00		426.23 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 412.00				06/18/2007	09/25/2009
483.00		482.58 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 466.00				06/18/2007	10/26/2009
414.00		413.55 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 400.00				06/18/2007	11/25/2009

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Kind of Property		Description				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)	
434.00		433.86 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 419.00				06/18/2007 15.00	12/28/2009
491.00		491.21 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 475.00				06/18/2007 16.00	01/25/2010
853.00		853.28 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 860.00				05/07/2007 -7.00	02/25/2009
1,157.00		1156.9 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 1,166.00				05/07/2007 -9.00	03/25/2009
1,063.00		1062.78 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES 1,071.00				05/07/2007 -8.00	04/27/2009
834.00		833.94 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 840.00				05/07/2007 -6.00	05/26/2009
952.00		952.19 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 959.00				05/07/2007 -7.00	06/25/2009
984.00		984.17 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 992.00				05/07/2007 -8.00	07/27/2009
779.00		778.73 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 785.00				05/07/2007 -6.00	08/25/2009
776.00		776.27 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 782.00				05/07/2007 -6.00	09/25/2009
647.00		646.82 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 652.00				05/07/2007 -5.00	10/26/2009

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Kind of Property		Description				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)	
625.00		625.16 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 630.00				05/07/2007 -5.00	11/25/2009
554.00		554.22 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 558.00				05/07/2007 -4.00	12/28/2009
727.00		726.66 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 732.00				05/07/2007 -5.00	01/25/2010
803.00		803.1 FEDERAL NATIONAL MORTGAGE ASSN POO PROPERTY TYPE: SECURITIES 862.00				12/14/2009 -59.00	01/25/2010
1,420.00		1419.85 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES 1,415.00				08/27/2007 5.00	02/25/2009
824.00		824.49 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 822.00				08/27/2007 2.00	03/25/2009
588.00		587.92 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 586.00				08/27/2007 2.00	04/27/2009
978.00		977.51 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 974.00				08/27/2007 4.00	05/26/2009
1,225.00		1225.16 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES 1,221.00				08/27/2007 4.00	06/25/2009
1,263.00		1262.9 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 1,258.00				08/27/2007 5.00	07/27/2009
1,110.00		1110.02 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES 1,106.00				08/27/2007 4.00	08/25/2009

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Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
1,126.00		1125.83 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES 1,122.00				08/27/2007 4.00	09/25/2009
388.00		388.41 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 387.00				08/27/2007 1.00	10/26/2009
315.00		314.78 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 314.00				08/27/2007 1.00	11/25/2009
540.00		540.42 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 538.00				08/27/2007 2.00	12/28/2009
1,012.00		1011.7 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 1,008.00				08/27/2007 4.00	01/25/2010
21.00		20.65 FEDERAL NATL MTG ASSN POOL #892270 PROPERTY TYPE: SECURITIES 21.00				08/09/2006	02/25/2009
422.00		421.83 FEDERAL NATL MTG ASSN POOL #89227 PROPERTY TYPE: SECURITIES 421.00				08/09/2006 1.00	03/25/2009
19.00		18.76 FEDERAL NATL MTG ASSN POOL #892270 PROPERTY TYPE: SECURITIES 19.00				08/09/2006	04/27/2009
20.00		19.79 FEDERAL NATL MTG ASSN POOL #892270 PROPERTY TYPE: SECURITIES 20.00				08/09/2006	05/26/2009
831.00		831.05 FEDERAL NATL MTG ASSN POOL #89227 PROPERTY TYPE: SECURITIES 828.00				08/09/2006 3.00	06/25/2009
19.00		19.23 FEDERAL NATL MTG ASSN POOL #892270 PROPERTY TYPE: SECURITIES 19.00				08/09/2006	07/27/2009

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Kind of Property		Description				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)	
768.00		767.87 FEDERAL NATL MTG ASSN POOL #89227 PROPERTY TYPE: SECURITIES 765.00				08/09/2006 3.00	08/25/2009
21.00		20.67 FEDERAL NATL MTG ASSN POOL #892270 PROPERTY TYPE: SECURITIES 21.00				08/09/2006	09/25/2009
18.00		17.82 FEDERAL NATL MTG ASSN POOL #892270 PROPERTY TYPE: SECURITIES 18.00				08/09/2006	10/26/2009
846.00		845.81 FEDERAL NATL MTG ASSN POOL #89227 PROPERTY TYPE: SECURITIES 843.00				08/09/2006 3.00	11/25/2009
17.00		16.68 FEDERAL NATL MTG ASSN POOL #892270 PROPERTY TYPE: SECURITIES 17.00				08/09/2006	12/28/2009
620.00		620. FEDERAL NATL MTG ASSN POOL #892270 PROPERTY TYPE: SECURITIES 618.00				08/09/2006 2.00	01/25/2010
194.00		193.9 FEDERAL NATIONAL MORTGAGE ASSN POO PROPERTY TYPE: SECURITIES 189.00				08/09/2006 5.00	02/25/2009
257.00		256.87 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 250.00				08/09/2006 7.00	03/25/2009
42.00		42.36 FEDERAL NATIONAL MORTGAGE ASSN POO PROPERTY TYPE: SECURITIES 41.00				08/09/2006 1.00	04/27/2009
120.00		120.43 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 117.00				08/09/2006 3.00	05/26/2009
188.00		187.74 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 183.00				08/09/2006 5.00	06/25/2009

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Kind of Property		Description				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)	
232.00		232.17 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 226.00				08/09/2006 6.00	07/27/2009
103.00		102.66 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 100.00				08/09/2006 3.00	08/25/2009
218.00		217.97 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 212.00				08/09/2006 6.00	09/25/2009
89.00		89.44 FEDERAL NATIONAL MORTGAGE ASSN POO PROPERTY TYPE: SECURITIES 87.00				08/09/2006 2.00	10/26/2009
187.00		187.22 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 182.00				08/09/2006 5.00	11/25/2009
85.00		84.59 FEDERAL NATIONAL MORTGAGE ASSN POO PROPERTY TYPE: SECURITIES 82.00				08/09/2006 3.00	12/28/2009
150.00		150.13 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 146.00				08/09/2006 4.00	01/25/2010
306.00		305.9 FEDERAL NATL MTG ASSN POOL #938134 PROPERTY TYPE: SECURITIES 309.00				12/10/2007 -3.00	02/25/2009
462.00		461.51 FEDERAL NATL MTG ASSN POOL #93813 PROPERTY TYPE: SECURITIES 466.00				12/10/2007 -4.00	03/25/2009
588.00		588.4 FEDERAL NATL MTG ASSN POOL #938134 PROPERTY TYPE: SECURITIES 595.00				12/10/2007 -7.00	04/27/2009
562.00		561.87 FEDERAL NATL MTG ASSN POOL #93813 PROPERTY TYPE: SECURITIES 568.00				12/10/2007 -6.00	05/26/2009

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

Kind of Property		Description				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)	
506.00		506.14 FEDERAL NATL MTG ASSN POOL #93813 PROPERTY TYPE: SECURITIES 511.00				12/10/2007 -5.00	06/25/2009
757.00		756.59 FEDERAL NATL MTG ASSN POOL #93813 PROPERTY TYPE: SECURITIES 765.00				12/10/2007 -8.00	07/27/2009
556.00		556.32 FEDERAL NATL MTG ASSN POOL #93813 PROPERTY TYPE: SECURITIES 562.00				12/10/2007 -6.00	08/25/2009
553.00		552.62 FEDERAL NATL MTG ASSN POOL #93813 PROPERTY TYPE: SECURITIES 558.00				12/10/2007 -5.00	09/25/2009
209.00		208.75 FEDERAL NATL MTG ASSN POOL #93813 PROPERTY TYPE: SECURITIES 211.00				12/10/2007 -2.00	10/26/2009
324.00		323.91 FEDERAL NATL MTG ASSN POOL #93813 PROPERTY TYPE: SECURITIES 327.00				12/10/2007 -3.00	11/25/2009
303.00		303.46 FEDERAL NATL MTG ASSN POOL #93813 PROPERTY TYPE: SECURITIES 307.00				12/10/2007 -4.00	12/28/2009
630.00		630.29 FEDERAL NATL MTG ASSN POOL #93813 PROPERTY TYPE: SECURITIES 637.00				12/10/2007 -7.00	01/25/2010
458.00		457.82 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 461.00				11/08/2007 -3.00	02/25/2009
470.00		470.22 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 474.00				11/08/2007 -4.00	03/25/2009
614.00		614.03 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 618.00				11/08/2007 -4.00	04/27/2009

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

Kind of Property		Description				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)	
479.00		479.42 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 483.00				11/08/2007 -4.00	05/26/2009
523.00		522.63 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 526.00				11/08/2007 -3.00	06/25/2009
753.00		753.48 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 759.00				11/08/2007 -6.00	07/27/2009
622.00		621.93 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 626.00				11/08/2007 -4.00	08/25/2009
431.00		431.03 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 434.00				11/08/2007 -3.00	09/25/2009
443.00		443.24 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 446.00				11/08/2007 -3.00	10/26/2009
433.00		433.04 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 436.00				11/08/2007 -3.00	11/25/2009
357.00		356.9 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 359.00				11/08/2007 -2.00	12/28/2009
558.00		558.26 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES 562.00				11/08/2007 -4.00	01/25/2010
47,500.00		500. GENENTECH INC COM NEW PROPERTY TYPE: SECURITIES 40,570.00				08/01/2007 6,930.00	04/24/2009
32,651.00		500. GENERAL DYNAMICS CORP COM PROPERTY TYPE: SECURITIES 46,992.00				08/13/2008 -14,341.00	10/08/2009

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
1,024.00		1000. GENERAL ELECTRIC CO PROPERTY TYPE: SECURITIES 1,002.00		5% 02/01/201	P	01/09/2006 22.00	06/08/2009
1,065.00		1000. GENERAL ELECTRIC CO PROPERTY TYPE: SECURITIES 1,002.00		5% 02/01/201	P	01/09/2006 63.00	11/09/2009
1,058.00		1000. GOLDMAN SACHS GROUP INC DTD PROPERTY TYPE: SECURITIES 1,022.00		5/6/09	P	05/27/2009 36.00	07/07/2009
8,610.00		50. GOLDMAN SACHS GROUP INC COM PROPERTY TYPE: SECURITIES 8,252.00			P	08/13/2008 358.00	11/19/2009
1,006.00		1000. HSBC FINANCE CORP PROPERTY TYPE: SECURITIES 980.00		4.625% 09/15/2	P	01/09/2006 26.00	07/07/2009
1,048.00		1000. HEWLETT-PACKARD CO DTD PROPERTY TYPE: SECURITIES 1,018.00		03/03/08 4.	P	04/11/2008 30.00	07/07/2009
7,446.00		7000. HEWLETT-PACKARD CO DTD PROPERTY TYPE: SECURITIES 7,052.00		03/03/08 4.	P	04/18/2008 394.00	09/11/2009
56,499.00		1000. ISHARES TR RUSSELL 1000 VALUE PROPERTY TYPE: SECURITIES 69,158.00			P	08/13/2008 -12,659.00	11/19/2009
16,668.00		370. JP MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 15,461.00			P	08/01/2007 1,207.00	10/08/2009
1,100.00		1000. J P MORGAN CHASE & CO DTD PROPERTY TYPE: SECURITIES 994.00		04/23/09	P	04/27/2009 106.00	09/08/2009
1,075.00		1000. KELLOGG CO DTD PROPERTY TYPE: SECURITIES 1,009.00		12/03/07 5.125% 12/	P	11/29/2007 66.00	07/07/2009

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

Kind of Property		Description				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)	
48,912.00		2300. LOWES CO PROPERTY TYPE: SECURITIES 73,298.00				P 08/13/2008 -24,386.00	11/19/2009
1,054.00		1000. MCDONALDS CORP SERIES: MTN DTD 02/ PROPERTY TYPE: SECURITIES 1,018.00				P 05/09/2008 36.00	07/07/2009
5,958.00		200. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 5,608.00				P 12/02/2005 350.00	11/19/2009
1,024.00		1000. MORGAN STANLEY 5.05% 01/21/2011 PROPERTY TYPE: SECURITIES 1,000.00				P 01/24/2006 24.00	07/07/2009
1,064.00		1000. ORACLE CORPORATION DTD 04/09/08 5. PROPERTY TYPE: SECURITIES 1,000.00				P 04/02/2008 64.00	07/07/2009
1,053.00		1000. PFIZER INC DTD 3/24/09 4.45% 03/15 PROPERTY TYPE: SECURITIES 1,024.00				P 03/18/2009 29.00	07/07/2009
6,353.00		6000. PROCTER & GAMBLE CO MAKE WHOLE 4.6 PROPERTY TYPE: SECURITIES 6,021.00				P 12/16/2008 332.00	05/15/2009
5,290.00		5000. SHELL INTL FIN MAKE WHOLE 6.375% 1 PROPERTY TYPE: SECURITIES 5,290.00				P 05/18/2009	05/20/2009
1,025.00		1000. SUNTRUST BANK ATLANTA 6.375% 0 PROPERTY TYPE: SECURITIES 1,064.00				P 01/09/2006 -39.00	07/07/2009
44,009.00		1800. SYSCO CORP COM PROPERTY TYPE: SECURITIES 57,264.00				P 08/01/2006 -13,255.00	10/08/2009
1,971.00		2000. TARGET CORP CALLABLE 5.375% 05/01/ PROPERTY TYPE: SECURITIES 1,946.00				P 08/28/2007 25.00	06/08/2009

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

Kind of Property		Description				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)	
7,185.00		7000. TARGET CORP CALLABLE 5.375% 05/01/ PROPERTY TYPE: SECURITIES 6,811.00				10/17/2007 374.00	07/23/2009
2,258.00		2000. TENNESSEE VALLEY AUTHORITY SER A P PROPERTY TYPE: SECURITIES 2,175.00				03/08/2006 83.00	06/08/2009
1,130.00		1000. TENNESSEE VALLEY AUTHORITY SER A P PROPERTY TYPE: SECURITIES 1,088.00				03/08/2006 42.00	11/09/2009
8,222.00		200. TIFFANY & CO PROPERTY TYPE: SECURITIES 7,236.00				08/13/2008 986.00	11/19/2009
20,928.00		400. TRAVELERS COMPANIES, INC. PROPERTY TYPE: SECURITIES 18,629.00				12/02/2005 2,299.00	11/19/2009
1,029.00		1000. TRAVELERS COMPANIES, INC. CALLABLE PROPERTY TYPE: SECURITIES 975.00				09/05/2007 54.00	07/07/2009
1,072.00		1000. US BANK NA 6.375% DTD 7/26/01 DUE PROPERTY TYPE: SECURITIES 1,067.00				01/09/2006 5.00	07/07/2009
5,103.00		5000. UNITED STATES TREASURY 3.5% 02/1 PROPERTY TYPE: SECURITIES 5,102.00				06/08/2009 1.00	06/10/2009
293,700.00		292000. UNITED STATES TREASURY 3.5% 02 PROPERTY TYPE: SECURITIES 294,611.00				11/19/2009 -911.00	12/11/2009
20,116.00		20000. UNITED STATES TREASURY 3.5% 02/ PROPERTY TYPE: SECURITIES 20,342.00				06/09/2008 -226.00	12/11/2009
7,594.00		7000. UNITED STATES TREASURY 4.125% 05 PROPERTY TYPE: SECURITIES 7,534.00				07/07/2009 60.00	11/02/2009

**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)	
16,274.00		15000. UNITED STATES TREASURY PROPERTY TYPE: SECURITIES 14,790.00		4.125% 0	0	P	06/02/2008	11/02/2009
							1,484.00	
7,006.00		7000. UNITED STATES TREASURY PROPERTY TYPE: SECURITIES 7,138.00		4.875% 05	05	P	11/06/2008	05/07/2009
							-132.00	
7,017.00		7000. UNITED STATES TREASURY DTD 10/31/0 PROPERTY TYPE: SECURITIES 7,108.00				P	05/07/2009	10/05/2009
							-91.00	
1,054.00		1000. UNITED STATES TREASURY N/B DTD 05/ PROPERTY TYPE: SECURITIES 1,088.00				P	01/29/2009	10/06/2009
							-34.00	
7,251.00		7000. UNITED STATES TREASURY N/B DTD 05/ PROPERTY TYPE: SECURITIES 7,615.00				P	01/29/2009	10/27/2009
							-364.00	
6,236.00		6000. UNITED STATES TREASURY N/B DTD 05/ PROPERTY TYPE: SECURITIES 5,880.00				P	06/20/2008	11/09/2009
							356.00	
8,527.00		8000. UNITED TECH CORP 6.35% DTD 2/26/01 PROPERTY TYPE: SECURITIES 8,524.00				P	01/09/2006	03/18/2009
							3.00	
32,027.00		650. VULCAN MATLS CO PROPERTY TYPE: SECURITIES 57,544.00				P	11/17/2006	11/19/2009
							-25,517.00	
1,047.00		1000. WACHOVIA CORP DTD 06/08/07 5.75% 0 PROPERTY TYPE: SECURITIES 1,012.00				P	10/30/2007	09/08/2009
							35.00	
5,417.00		100. WALMART STORES INC COM PROPERTY TYPE: SECURITIES 4,794.00				P	12/02/2005	11/19/2009
							623.00	
1,045.00		1000. WAL MART STORES INC 5.875% 04/05/2 PROPERTY TYPE: SECURITIES 998.00				P	03/30/2007	07/07/2009
							47.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
7,410.00		7000. WAL MART STORES INC PROPERTY TYPE: SECURITIES 6,987.00		5.875% 04/05/2	P	03/30/2007	09/21/2009 423.00	
7,810.00		200. WALGREEN CO COM PROPERTY TYPE: SECURITIES 9,248.00			P	12/02/2005	11/19/2009 -1,438.00	
11,336.00		400. WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES 14,367.00			P	02/06/2007	11/19/2009 -3,031.00	
43,391.00		1600. WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES 55,894.00			P	08/13/2008	12/22/2009 -12,503.00	
TOTAL GAIN (LOSS) .....		.....					----- -117,366. =====	

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INTEREST	260.	260.
	-----	-----
TOTAL	260.	260.
	=====	=====

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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIV & INT	98,600.	100,080.
	-----	-----
TOTAL	98,600.	100,080.
	=====	=====

## FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL TAX REFUND	444.
	-----
TOTALS	444.
	=====

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

FORM 990PF, PART I - ACCOUNTING FEES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	800.			800.
TOTALS	800.	NONE	NONE	800.
	=====	=====	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES ON QUALIFIED FOR	530.	530.
TOTALS	530.	530.
	=====	=====

## STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

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

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
JOHN DEERE CAPITAL CORP	19,150.	28,498.	29,075.
FEDERAL NATIONAL MORTGAGE ASSN	15,348.	17,224.	18,260.
TENN VALLEY AUTHORITY 6.79%	22,707.	28,500.	29,238.
US TREASURY 3.5% 2/15/2010	20,342.		
US TREASURY 4.125% 5/15/2015	14,534.		
US TREASURY 4.875% 5/15/2009	7,138.		
US TREASURY 3.875% 5/15/2008	5,880.		
FEDERAL HOME LOAN MORTGAGE 5%	6,467.	4,961.	5,435.
FEDERAL HOME LOAN MORTGAGE 5.5	14,236.	18,251.	18,249.
FEDERAL HOME LOAN MORTGAGE 5%	6,036.	4,421.	4,831.
FEDERAL HOME LOAN MORTGAGE 5%	40,484.	30,599.	32,914.
FEDERAL HOME LOAN MORTGAGE 6%	39,549.	28,562.	30,389.
FEDERAL HOME LOAN MORTGAGE 6%	22,671.	16,764.	17,795.
FEDERAL HOME LOAN MORTGAGE 5%	7,164.	5,265.	5,652.
FEDERAL HOME LOAN MORTGAGE 5%	7,286.	5,486.	5,926.
FEDERAL NATIONAL MORTGAGE ASSN	58,296.	44,643.	47,708.
FEDERAL NATIONAL MORTGAGE ASSN	7,294.	13,424.	14,452.
FEDERAL NATIONAL MORTGAGE ASSN	28,476.	24,984.	26,849.
FEDERAL NATIONAL MORTGAGE ASSN	35,872.	28,084.	28,087.
FEDERAL NATIONAL MORTGAGE ASSN	35,734.	25,846.	27,533.
FEDERAL NATIONAL MORTGAGE ASSN	17,033.	18,845.	19,884.
FEDERAL NATIONAL MORTGAGE ASSN	5,576.	5,968.	6,402.
FEDERAL NATIONAL MORTGAGE ASSN	23,040.	20,835.	22,163.
FEDERAL NATIONAL MORTGAGE ASSN	27,021.	22,217.	24,449.
CITIGROUP INC 2.25% 12/10/12		48,923.	48,822.
FED NATL MTG ASSN 6% POOL 8/36		3,759.	4,091.
US TREASURY 6.25% 8/15/23		9,530.	9,775.
US TREASURY 4.375% 2/15/38		10,770.	9,828.
US TREASURY TIP 7/15/18 1.375%		48,891.	49,093.

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

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

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
US TREASURY N/B 11/30/11 .75%		67,907.	68,018.
		-----	-----
TOTALS	487,334.	583,157.	604,918.
	=====	=====	=====

## STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

## FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
A T & T, INC. 5.6%	8,003.	10,222.	10,640.
ALABAMA POWER CO. SERIES 07-D	8,066.		
BP CAPITAL MARKETS PLC 5.25%	4,997.	10,527.	11,034.
CATERPILLAR, INC. 7.9%	3,994.	8,944.	9,891.
CISCO SYSTEMS, INC. CALLABLE	7,963.		
CREDIT SUISSE FB USA 4.875%	14,922.	10,431.	10,931.
JOHN DEERE CAPITAL CORP 4.95%	8,244.		
WALT DISNEY CO. 4.5%	6,024.		
DOMINION RES INC VA NEW	7,570.		
DUKE ENERGY CORP CALLABLE 6.25	8,444.	7,388.	7,666.
GENERAL ELECTRIC CO. 5%	15,012.	20,497.	21,390.
HSBC FINANCE	7,842.	9,944.	10,229.
HEWLETT-PACKARD CO. 4.5%	8,070.		
INGERSOLL-RAND GL HLD	5,023.		
KELLOGG CO. 5.125	8,044.	10,315.	10,921.
MCDONALDS CORP. 5.35%	8,141.	10,391.	10,866.
MERRILL LYNCH 6.875%	8,301.	10,282.	10,796.
MORGAN STANLEY 5.05%	8,003.	10,118.	10,390.
ORACLE CORPORATION 5.75%	7,996.	10,312.	10,935.
PEPSICO INC.	5,539.		
PROCTER & GAMBLE	6,021.		
SUNTRUST BANK	8,513.		
TARGET CORP	15,545.		
TRAVELERS COMPANIES, INC.	7,791.		
US BANK NA	8,529.		
UNITED TECHNOLOGIES CORP	8,524.		
VERIZON COMMUNICATIONS	7,063.		
WACHOVIA CORP	8,095.		
WALMART STORES, INC.	7,985.		

## STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

## FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
A T & T, INC.	65,401.	65,401.	41,337.
ABBOTT LABS	50,975.	50,975.	52,940.
AETNA, INC.	51,577.		
AIR PRODS & CHEMS, INC.	46,988.	31,728.	37,980.
ALLERGAN, INC.	45,212.	45,212.	51,750.
AMERICAN EXPRESS CO.	76,881.	61,212.	45,192.
BANK OF NEW YORK MELLON	63,145.		
CVS/CAREMARK CORPORATION	56,526.	56,526.	48,555.
CISCO SYSTEMS, INC.	37,002.	37,002.	47,187.
CITRIX SYSTEM, INC.	51,299.	35,754.	47,783.
DARDEN RESTAURANTS, INC.	59,430.	45,447.	48,048.
DELL, INC.	57,456.	57,456.	27,090.
DEVON ENERGY CORP.	58,623.	58,623.	40,146.
WALT DISNEY CO.	48,101.	38,132.	45,212.
EMC CORP MASS	43,207.	29,077.	40,675.
EATON CORP	50,436.	50,436.	42,868.
EMERSON ELECTRIC CO.	52,618.		
EXELON CORP	64,417.	64,417.	41,058.
EXXON MOBIL CORP.	58,919.	58,919.	50,255.
GENENTECH, INC.	40,570.		
GENERAL DYNAMICS, INC.	46,992.		
GENERAL ELECTRIC CO.	58,034.	58,034.	26,532.
GOLDMAN SACHS GROUP, INC.	57,766.	49,514.	44,616.
INTEL CORP.	47,347.	47,347.	42,680.
JP MORGAN CHASE CO.	58,240.	42,779.	42,834.
JOHNSON & JOHNSON	49,312.	49,312.	50,288.
JUNIPER NETWORKS, INC.	54,453.	54,453.	52,143.
LOWES COMPANIES, INC.	73,298.		
MICROSOFT CORP	51,908.	46,300.	47,906.

## STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

## FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
NORFOLK SOUTHERN CORP	55,671.	55,671.	37,648.
ORACLE CORPORATION	54,888.	54,888.	55,344.
PROCTER & GAMBLE	45,964.	45,964.	49,240.
PRUDENTIAL FINANCIAL, INC.	69,762.	69,762.	36,493.
QUALCOMM, INC.	40,080.	40,080.	39,190.
SCHLUMBERGER LTD	29,745.	34,863.	43,153.
STRYKER CORP	37,286.	37,286.	41,536.
SYSCO CORP	57,264.		
3M CO.	55,684.	55,684.	56,343.
TIFFANY & CO.	47,335.	40,099.	48,732.
TRAVELERS COMPANIES	60,162.	41,533.	45,603.
UNITED TECHNOLOGIES	48,374.	48,374.	59,382.
VERIZON COMMUNICATIONS	13,449.	13,449.	47,837.
VULCAN MATERIALS CO.	57,544.		
WALMART STORES, INC.	47,251.	42,457.	48,087.
WALGREEN CO.	62,742.	53,494.	41,818.
WELLS FARGO & CO.	70,261.		
XTO ENERGY CORP.	60,490.	60,490.	57,941.
ISHARES S & P MIDCAP	291,429.	291,429.	241,742.
ISHARES RUSSELL 1000 VALUE	186,727.	117,569.	94,809.
ISHARES RUSSELL 2000	281,826.	281,826.	227,216.
ISHARES MSCI EAFE INDEX FUND	276,949.	276,949.	227,238.
CHEVRON CORP	41,644.	41,643.	50,484.
PEPSICO	48,072.	48,072.	47,696.
ABBOTT LABS 5.125%		10,184.	10,534.
CVS/CAREMARK 6.125%		11,090.	10,888.
COMCAST CORP 5.7%		10,339.	10,575.
CONOCOPHILLIPS 6.5%		9,204.	10,029.
GOLDMAN SACHS GROUP INC. 6%		10,474.	10,954.

## STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

## FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
HESS CORPORATION 8.125%		10,799.	10,980.
JP MORGAN CHASE 6.3%		10,324.	11,057.
MORGAN STANLEY 5.625%		10,088.	10,093.
PEPSICO INC 7.9%		9,294.	9,906.
PETROBRAS INTL 5.75%		10,069.	9,889.
PFIZER INC. 4.45%		10,213.	10,646.
SUNTRUST BANK 6.375%		10,621.	10,533.
TALISMAN ENERGY, INC. 7.75%		10,603.	10,650.
TARGET CORP 5375%10027.93		10,028.	10,695.
TIME WARNER CABLE 6.75%		9,938.	10,025.
TRAVELERS COMPANIES, INC. 6.25		10,090.	10,813.
US BANK NA 6.375%		10,716.	10,815.
VERIZON COMM. 5.55%		10,349.	10,902.
WACHOVIA CORP. 5.75%		10,252.	10,582.
BANK OF AMERICA CORP		46,230.	45,540.
BEST BUY, INC.		42,759.	36,650.
HESS CORPORATION		45,888.	46,232.
MONSANTO CO		39,205.	37,940.
ROBERT HALF, INC.		37,860.	37,688.
STATE STREET CORP		37,256.	38,592.
TEVA PHARMACUETICALS		31,769.	34,032.
		-----	-----
TOTALS	3,854,996.	3,490,651.	3,225,536.
	=====	=====	=====

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV	
	C	OR F
-----		----

EQUITIES - SEE ATTACHED	C
FIXED - SEE ATTACHED	C
INTERNATIONAL - SEE ATTACHED	C

TOTALS

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

DESCRIPTION -----	AMOUNT -----
TIP INFLATION INDEX ADJUSTMENT	82.
ROUNDING	2.
	-----
TOTAL	84.
	=====

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

TN

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

## OFFICER NAME:

REGIONS BANK, TRUSTEE

## ADDRESS:

315 DEADERICK ST, 5TH FLOOR

NASHVILLE, TN 37237-0502

## TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION ..... 30,982.

## OFFICER NAME:

VIRGINIA SORY BROWN

## ADDRESS:

3730 BURNS COURT

ANN ARBOR, MI 48105

## TITLE:

ADVISORY COMM MBR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

## OFFICER NAME:

EVELYN A. SMITH

## ADDRESS:

3730 BURNS COURT

ANN ARBOR, MI 48105

## TITLE:

ADVISORY COMM MBR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

## OFFICER NAME:

JOE GASTON

## ADDRESS:

5876 OWENS CHAPEL ROAD

SPRINGFIELD, TN 37172

## TITLE:

ADVISORY COMM MBR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

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

=====

OFFICER NAME:

WILLIAM R. GOODMAN III

ADDRESS:

122 6TH AVENUE WEST

SPRINGFIELD, TN 37172

TITLE:

ADVISORY COMM MBR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION:

30,982.

=====

STATEMENT 16

STOKES AND SARAH BROWN CHARITABLE FOUNDATION  
FORM 990PF, PART XV - LINES 2a - 2d

26-0110679

=====

RECIPIENT NAME:

REGIONS BANK, TRUSTEE

ADDRESS:

315 DEADERICK ST, 5TH FLOOR

NASHVILLE, TN 37237

RECIPIENT'S PHONE NUMBER: 615-748-2922

FORM, INFORMATION AND MATERIALS:

APPLICATION FORM IS AVAILABLE AT THE ABOVE  
ADDRESS

SUBMISSION DEADLINES:

APPLICATION FORM SHOULD BE SUBMITTED PRIOR  
TO OCTOBER 1.

RESTRICTIONS OR LIMITATIONS ON AWARDS:

THE ORGANIZATION'S EXEMPT PURPOSE IS TO SUPPORT PUBLIC CHARITIES  
& PROMOTE CHARITABLE PURPOSES DESIGNED TO BENEFIT RESIDENTS OF  
ROBERTSON CO, TENNESSEE & SURROUNDING COMMUNITIES.

STATEMENT 17

STOKES AND SARAH BROWN CHARITABLE FOUNDATION 26-0110679  
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

RECIPIENT NAME:  
FIRST UNITED METHODIST CHURCH  
ADDRESS:  
511 OAK STREET  
SPRINGFIELD, TN 37172  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 75,000.

RECIPIENT NAME:  
NORTHCREST MEDICAL CENTER  
ADDRESS:  
100 NORTHCREST DRIVE  
SPRINGFIELD, TN 37172  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 110,000.

TOTAL GRANTS PAID: 185,000.  
=====

Form **8868**

(Rev. April 2009)

Department of the Treasury  
Internal Revenue Service**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete **only Part I** and check this box ☒ **X**
  - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete **only Part II** (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

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

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

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

**Type or  
print**File by the  
due date for  
filing your  
return. See  
instructionsName of Exempt Organization **STOKES AND SARAH BROWN CHARITABLE  
FOUNDATION 2055002233**Employer identification number  
**26-0110679**

Number, street, and room or suite no. If a P O box, see instructions

**REGIONS BANK TRUST DEPT PO BOX 2886**

City, town or post office, state, and ZIP code For a foreign address, see instructions

**MOBILE, AL 36652-2886****Check type of return to be filed** (file a separate application for each return):

- |   |  |                                    |
|---|--|------------------------------------|
| <input type="checkbox"/> Form 990               | <input type="checkbox"/> Form 990-T (corporation)                | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL            | <input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ            | <input type="checkbox"/> Form 990-T (trust other than above)     | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A                             | <input type="checkbox"/> Form 8870 |

- The books are in the care of ► **REGIONS BANK TRUST DEPARTMENT**

Telephone No ► **(251) 690-1024**FAX No. ► **251-690-1330**

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **09/15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ☐ calendar year \_\_\_\_\_ or  
 ► ☒ tax year beginning **02/01, 2009**, and ending **01/31, 2010**.

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

<b>3a</b> 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.	<b>3a</b>	\$	<b>747.</b>
<b>b</b> If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	<b>936.</b>
<b>c Balance Due.</b> Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	

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

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

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

- 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  File by the extended due date for filing the return. See instructions.	Name of Exempt Organization	STOKES AND SARAH BROWN CHARITABLE FOUNDATION 2055002233	Employer identification number	26-0110679
	Number, street, and room or suite no. If a P O box, see instructions.	REGIONS BANK TRUST DEPT PO BOX 2886	For IRS use only	
	City, town or post office, state, and ZIP code For a foreign address, see instructions.	MOBILE, AL 36652-2886		

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

<input type="checkbox"/> Form 990	<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> 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 **REGIONS BANK TRUST DEPARTMENT**  
 Telephone No. **(251) 690-1024** FAX No. **251-690-1330**  
 • 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 **12/15/2010**  
 5 For calendar year **2009**, or other tax year beginning **02/01/2009**, and ending **01/31/2010**  
 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 REQUESTED IN ORDER TO GATHER THE NECESSARY INFORMATION TO PREPARE A COMPLETE AND ACCURATE TAX 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	\$	747.
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	\$	936.
c <b>Balance Due.</b> 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 **Julie S Elmka** Title **TRUST TAX OFFICER** Date **09/15/2010**

Form 8868 (Rev 4-2009)