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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No. 1545-0052

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning MAR 1, 2009, and ending FEB 28, 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 NELSON FAMILY FOUNDATION | | A Employer identification number 23-3064865 |
| | Number and street (or P.O. box number if mail is not delivered to street address) Room/suite C/O JOHN D. ISKRANT ESQ 1600 MARKET ST 3600 | | B Telephone number (404) 256-9114 |
| | City or town, state, and ZIP code PHILADELPHIA, PA 19103 | | C If exemption application is pending, check here <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 | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,428,221. (Part I, column (d) must be on cash basis.) | | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | 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)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc., received | | | N/A | |
| | 2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch. B | | | | |
| | 3 Interest on savings and temporary cash investments | 76. | 76. | | STATEMENT 1 |
| | 4 Dividends and interest from securities | 25,798. | 25,798. | | STATEMENT 2 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | <25,383.> | | | |
| | b Gross sales price for all assets on line 6a | 47. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 0. | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| b Less: Cost of goods sold | | | | | |
| c Gross profit or (loss) | | | | | |
| 11 Other income | | | | | |
| 12 Total. Add lines 1 through 11 | 491. | 25,874. | | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc. | 0. | 0. | | 0. |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees STMT 3 | 2,953. | 886. | | 2,067. |
| | b Accounting fees | | | | |
| | c Other professional fees STMT 4 | 14,528. | 14,528. | | 0. |
| | 17 Interest | | | | |
| | 18 Taxes STMT 5 | <4,938.> | 158. | | 0. |
| | 19 Depreciation and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses STMT 6 | 2,525. | 2,525. | | 0. |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 15,068. | 18,097. | | 2,067. |
| | 25 Contributions, gifts, grants paid | 139,800. | | | 139,800. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 154,868. | 18,097. | | 141,867. | |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | <154,377.> | | | | |
| b Net investment income (if negative, enter -0-) | | 7,777. | | | |
| c Adjusted net income (if negative, enter -0-) | | | N/A | | |

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only.

| | | Beginning of year | End of year | |
|---|---|-------------------|----------------|-----------------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash - non-interest-bearing | | | |
| | 2 Savings and temporary cash investments | 60,775. | 36,316. | 36,316. |
| | 3 Accounts receivable | | | |
| | Less: allowance for doubtful accounts | | | |
| | 4 Pledges receivable | | | |
| | Less: allowance for doubtful accounts | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons | | | |
| | 7 Other notes and loans receivable | | | |
| | Less: allowance for doubtful accounts | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | | | |
| | 10a Investments - U.S. and state government obligations STMT 7 | 160,231. | 179,227. | 187,283. |
| | b Investments - corporate stock STMT 8 | 1,096,884. | 918,012. | 1,006,680. |
| | c Investments - corporate bonds STMT 9 | 153,311. | 169,649. | 179,434. |
| 11 Investments - land, buildings, and equipment: basis | | | | |
| Less: accumulated depreciation | | | | |
| 12 Investments - mortgage loans | | | | |
| 13 Investments - other STMT 10 | 8,484. | 17,478. | 18,508. | |
| 14 Land, buildings, and equipment: basis | | | | |
| Less: accumulated depreciation | | | | |
| 15 Other assets (describe) | | | | |
| 16 Total assets (to be completed by all filers) | 1,479,685. | 1,320,682. | 1,428,221. | |
| Liabilities | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable | | | |
| | 22 Other liabilities (describe) | 4,625. | 0. | |
| 23 Total liabilities (add lines 17 through 22) | 4,625. | 0. | | |
| 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 <input checked="" type="checkbox"/> | | | |
| | and complete lines 27 through 31. | | | |
| | 27 Capital stock, trust principal, or current funds | 0. | 0. | |
| | 28 Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | |
| 29 Retained earnings, accumulated income, endowment, or other funds | 1,475,060. | 1,320,682. | | |
| 30 Total net assets or fund balances | 1,475,060. | 1,320,682. | | |
| 31 Total liabilities and net assets/fund balances | 1,479,685. | 1,320,682. | | |

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 | 1,475,060. |
| 2 Enter amount from Part I, line 27a | 2 | <154,377.> |
| 3 Other increases not included in line 2 (itemize) | 3 | 0. |
| 4 Add lines 1, 2, and 3 | 4 | 1,320,683. |
| 5 Decreases not included in line 2 (itemize) ADJUSTMENT FOR ROUNDING | 5 | 1. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 1,320,682. |

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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.) |
|--|--|--------------------------------------|----------------------------------|
| 1a | | | |
| b SEE ATTACHED STATEMENT | | | |
| c | | | |
| d | | | |
| e | | | |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e 47. | | | <25,383.> |

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---------------------------|--------------------------------------|---|---|
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | <25,383.> |

| | | | |
|--|--|----------|-----------|
| 2 Capital gain net income or (net capital loss) | <div> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> | 2 | <25,383.> |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 | | 3 | N/A |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|--|--|--|---|
| 2008 | 167,797. | 1,564,092. | .107281 |
| 2007 | 166,931. | 2,129,608. | .078386 |
| 2006 | 168,116. | 2,063,348. | .081477 |
| 2005 | 193,029. | 1,601,983. | .120494 |
| 2004 | 166,915. | 1,226,173. | .136127 |

| | | |
|---|----------|------------|
| 2 Total of line 1, column (d) | 2 | .523765 |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | 3 | .104753 |
| 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 | 4 | 1,319,864. |
| 5 Multiply line 4 by line 3 | 5 | 138,260. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 78. |
| 7 Add lines 5 and 6 | 7 | 138,338. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 141,867. |

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

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

| | | | |
|---|-----------|----|--------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) | | 1 | 78. |
| 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 | | | |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b) | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 2 | 0. |
| 3 Add lines 1 and 2 | | 3 | 78. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 4 | 0. |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | 5 | 78. |
| 6 Credits/Payments: | | | |
| a 2009 estimated tax payments and 2008 overpayment credited to 2009 | 6a 1,000. | | |
| b Exempt foreign organizations - tax withheld at source | 6b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | | |
| d Backup withholding erroneously withheld | 6d | | |
| 7 Total credits and payments. Add lines 6a through 6d | | 7 | 1,000. |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | | 8 | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | | 9 | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | | 10 | 922. |
| 11 Enter the amount of line 10 to be: Credited to 2010 estimated tax 922. Refunded | | 11 | 0. |

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

| | | | | |
|-----------------------|---|----|-----|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |
| Website address ▶ N/A | | | | |
| 14 | The books are in care of ▶ SCHNADER HARRISON SEGAL & LEWIS LLP Telephone no. ▶ (215) 751-2513 Located at ▶ 1600 MARKET STREET, SUITE 3600, PHILADELPHIA, PA ZIP+4 ▶ 19103 | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year | 15 | N/A | |

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

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

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

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

5a During the year did the foundation pay or incur any amount to:

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here ☐

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| KENT C. NELSON | TRUSTEE | | | |
| 9 MISTY RIDGE MANOR | | | | |
| ATLANTA, GA 30327 | 2.00 | 0. | 0. | 0. |
| ANN STARR | TRUSTEE | | | |
| 9 MISTY RIDGE MANOR | | | | |
| ATLANTA, GA 30327 | 2.00 | 0. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

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

0

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

| | | | |
|---|---|----|------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a | Average monthly fair market value of securities | 1a | 1,272,625. |
| b | Average of monthly cash balances | 1b | 67,338. |
| c | Fair market value of all other assets | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 1,339,963. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | 0. |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 1,339,963. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 20,099. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 1,319,864. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 65,993. |

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

| | | | |
|----|--|----|---------|
| 1 | Minimum investment return from Part X, line 6 | 1 | 65,993. |
| 2a | Tax on investment income for 2009 from Part VI, line 5 | 2a | 78. |
| b | Income tax for 2009. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 78. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 65,915. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 65,915. |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 65,915. |

Part XII Qualifying Distributions (see instructions)

| | | | |
|---|---|----|----------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: | | |
| a | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 | 1a | 141,867. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 141,867. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5 | 78. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 141,789. |

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

Form 990-PF (2009)

Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2008 | (c) 2008 | (d) 2009 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2009 from Part XI, line 7 | | | | 65,915. |
| 2 Undistributed income, if any, as of the end of 2009: | | | | |
| a Enter amount for 2008 only | | | 0. | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2009: | | | | |
| a From 2004 | 116,163. | | | |
| b From 2005 | 127,930. | | | |
| c From 2006 | 73,242. | | | |
| d From 2007 | 166,931. | | | |
| e From 2008 | 167,797. | | | |
| f Total of lines 3a through e | 652,063. | | | |
| 4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ | 141,867. | | | |
| a Applied to 2008, but not more than line 2a | | | 0. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 141,867. | | | |
| d Applied to 2009 distributable amount | | | | 0. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).) | 65,915. | | | 65,915. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 728,015. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2004 not applied on line 5 or line 7 | 50,248. | | | |
| 9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a | 677,767. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2005 | 127,930. | | | |
| b Excess from 2006 | 73,242. | | | |
| c Excess from 2007 | 166,931. | | | |
| d Excess from 2008 | 167,797. | | | |
| e Excess from 2009 | 141,867. | | | |

N/A

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

(4) Gross investment income

[illegible]

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

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

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|--|--------------------------------------|-------------------------------------|-----------------|
| a Paid during the year SEE ATTACHED SCHEDULE | | PUBLIC | GENERAL | 139,800. |
| Total | | | | 139,800. |
| b Approved for future payment NONE | | | | |
| Total | | | | 0. |

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

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

[illegible]

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

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

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

| | | | | | | |
|--------------------------|---|--|---------------------|--|---|--|
| Sign Here | Signature of officer or trustee <u>Kent C. Nelson</u> | | Date <u>6/7/10</u> | | Title <u>Trustee</u> | |
| | Preparer's signature <u>[Signature]</u> | | Date <u>5/24/10</u> | | Check if self-employed <input type="checkbox"/> | |
| Paid Preparer's Use Only | Firm's name (or yours if self-employed) <u>SCHNADER HARRISON SEGAL & LEWIS LLP</u> | | | | EIN <u> </u> | |
| | address, and ZIP code <u>1600 MARKET STREET, SUITE 3600 PHILADELPHIA, PA 19103-7286</u> | | | | Phone no. <u>(215) 751-2085</u> | |

Form **990-PF** (2009)

NELSON FAMILY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co. | | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|--|--|--|--------------------------------------|----------------------------------|
| 1a | MORGAN STANLEY ACCT #11402 - SEE ATTACHED SCHEDULE | P | | |
| b | MORGAN STANLEY ACCT #10229 - SEE ATTACHED SCHEDULE | P | | |
| c | MORGAN STANLEY ACCT #11403 - SEE ATTACHED SCHEDULE | P | | |
| d | AOL TENDER OFFER | P | | 04/22/09 |
| e | WYETH CASH IN LIEU OF | P | | 11/09/09 |
| f | | | | |
| g | | | | |
| h | | | | |
| i | | | | |
| j | | | | |
| k | | | | |
| l | | | | |
| m | | | | |
| n | | | | |
| o | | | | |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a | | | 13,777. |
| b | | | <48,167.> |
| c | | | 8,960. |
| d | 35. | | 35. |
| e | 12. | | 12. |
| f | | | |
| g | | | |
| h | | | |
| i | | | |
| j | | | |
| k | | | |
| l | | | |
| m | | | |
| n | | | |
| o | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---|--------------------------------------|---|---|
| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | |
| a | | | 13,777. |
| b | | | <48,167.> |
| c | | | 8,960. |
| d | | | 35. |
| e | | | 12. |
| f | | | |
| g | | | |
| h | | | |
| i | | | |
| j | | | |
| k | | | |
| l | | | |
| m | | | |
| n | | | |
| o | | | |

| | | |
|---|---|-----------|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 } | 2 | <25,383.> |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 | 3 | N/A |

For - 404-11402-447 - Nelson Family Foundation
Historical Gain/Loss for 2009

05/21/2010

| Symbol/Trade | Description / Quantity | Orig/Adj Cost | Proceeds | GL/Adj GL |
|--------------|------------------------------|---------------|-----------|-----------|
| ADSK | AUTODESK INC | | | |
| 10/05/2009 | 115.00 | 896.23 | 2,603.98 | 1,707.75 |
| ADVS | ADVENT SOFTWARE INC | | | |
| 10/05/2009 | 85.00 | 1,373.62 | 3,298.76 | 1,925.14 |
| APC | ANADARKO PETROLEUM CORP | | | |
| 10/05/2009 | 194.00 | 8,434.06 | 11,859.69 | 3,425.63 |
| 03/04/2009 | 165.00 | 6,336.00 | 5,705.99 | -630.01 |
| TOTAL | 359.00 | 14,770.06 | 17,565.68 | 2,795.62 |
| BIIB | BIOGEN IDEC INC | | | |
| 10/05/2009 | 105.00 | 3,801.33 | 5,102.09 | 1,300.76 |
| 03/04/2009 | 165.00 | 5,515.78 | 7,730.61 | 2,214.83 |
| TOTAL | 270.00 | 9,317.11 | 12,832.70 | 3,515.59 |
| BRCM | BROADCOM CORP CL A | | | |
| 10/05/2009 | 40.00 | 1,097.81 | 1,148.77 | 50.96 |
| CHRS | CHARMING SHOPPES INC | | | |
| 10/05/2009 | 250.00 | 1,463.30 | 1,233.11 | -230.19 |
| 03/04/2009 | 150.00 | 877.98 | 79.52 | -798.46 |
| TOTAL | 400.00 | 2,341.28 | 1,312.63 | -1,028.65 |
| CMCSK | COMCAST CORP CL A - SPL | | | |
| 10/05/2009 | 410.00 | 8,556.99 | 5,966.16 | -2,590.83 |
| 03/04/2009 | 330.00 | 7,006.81 | 3,957.00 | -3,049.81 |
| TOTAL | 740.00 | 15,563.80 | 9,923.16 | -5,640.64 |
| COV | COVIDIEN PLC DUBLIN-USD | | | |
| 10/05/2009 | 80.00 | 2,777.46 | 3,316.71 | 539.25 |
| 03/04/2009 | 50.00 | 1,254.76 | 1,500.49 | 245.73 |
| TOTAL | 130.00 | 4,032.22 | 4,817.20 | 784.98 |
| CREE | CREE INC | | | |
| 10/05/2009 | 95.00 | 1,330.00 | 3,355.31 | 2,025.31 |
| 03/04/2009 | 60.00 | 840.00 | 1,116.59 | 276.59 |
| TOTAL | 155.00 | 2,170.00 | 4,471.90 | 2,301.90 |
| CVC | CABLEVISION SYSTEMS CORP | | | |
| 10/05/2009 | 210.00 | 3,059.87 | 4,882.90 | 1,823.03 |
| 03/04/2009 | 130.00 | 1,175.20 | 1,526.45 | 351.25 |
| TOTAL | 340.00 | 4,235.07 | 6,409.35 | 2,174.28 |
| DISCA | DISCOVERY COMMUNICATIONS INC | | | |
| 10/05/2009 | 16.00 | 211.38 | 469.10 | 257.72 |
| DISCK | DISCOVERY COMMUNICATION INC | | | |
| 06/05/2009 | 48.00 | 621.81 | 991.39 | 369.58 |
| 06/04/2009 | 48.00 | 563.46 | 984.03 | 420.57 |
| TOTAL | 96.00 | 1,185.27 | 1,975.42 | 790.15 |
| DLB | DOLBY LABORATORIES INC | | | |
| 10/05/2009 | 40.00 | 1,176.79 | 1,509.16 | 332.37 |
| 03/04/2009 | 30.00 | 861.54 | 889.79 | 28.25 |
| TOTAL | 70.00 | 2,038.33 | 2,398.95 | 360.62 |
| DTV | DIRECTV CL A | | | |
| 11/25/2009 | 0.55 | 7.51 | 17.58 | 10.07 |
| FRX | FOREST LABORATORIES INC | | | |
| 10/05/2009 | 145.00 | 5,885.28 | 4,154.43 | -1,730.85 |
| 03/04/2009 | 90.00 | 3,967.75 | 1,846.78 | -2,120.97 |
| TOTAL | 235.00 | 9,853.03 | 6,001.21 | -3,851.82 |

| | | | | |
|------------|------------------------------|----------|----------|-----------|
| GENZ | GENZYME CORP | | | |
| 10/05/2009 | 90.00 | 4,114.80 | 5,030.87 | 916.07 |
| 03/04/2009 | 55.00 | 2,514.60 | 3,020.03 | 505.43 |
| TOTAL | 145.00 | 6,629.40 | 8,050.90 | 1,421.50 |
| LBTYA | LIBERTY GLOBAL INC CLASS A | | | |
| 10/05/2009 | 65.00 | 1,438.77 | 1,392.26 | -46.51 |
| LCAPA | LIBERTY MEDIA HLDG CORP CAP | | | |
| 10/05/2009 | 190.00 | 2,086.68 | 4,020.94 | 1,934.26 |
| LINTA | LIBERTY MEDIA HLDG CORP | | | |
| 10/05/2009 | 225.00 | 4,226.02 | 2,525.31 | -1,700.71 |
| LLL | L 3 COMMUNICATIONS HLDGS INC | | | |
| 10/05/2009 | 60.00 | 2,968.80 | 4,600.74 | 1,631.94 |
| 03/04/2009 | 35.00 | 1,731.80 | 2,220.38 | 488.58 |
| TOTAL | 95.00 | 4,700.60 | 6,821.12 | 2,120.52 |
| LMDIA | LIBERTY MEDIA CORP SER A | | | |
| 10/05/2009 | 155.00 | 2,501.95 | 4,733.80 | 2,231.85 |
| 03/04/2009 | 95.00 | 1,480.45 | 1,709.99 | 229.54 |
| TOTAL | 250.00 | 3,982.40 | 6,443.79 | 2,461.39 |
| LSTZA | LIBERTY MEDIA CORP LIBERTY | | | |
| 11/20/2009 | 0.50 | 10.87 | 1.78 | -8.89 |
| L0751350 | LIBERTY MEDIA | | | |
| 11/20/2009 | 0.50 | 7.57 | 16.04 | 8.47 |
| NOV | NATIONAL OILWELL VARCO INC | | | |
| 10/05/2009 | 60.00 | 1,467.32 | 2,528.93 | 1,061.61 |
| 03/04/2009 | 25.00 | 611.38 | 671.49 | 60.11 |
| TOTAL | 85.00 | 2,078.70 | 3,200.42 | 1,121.72 |
| PLL | PALL CORP | | | |
| 10/05/2009 | 95.00 | 2,283.47 | 3,005.72 | 722.25 |
| 03/04/2009 | 60.00 | 1,442.19 | 1,412.99 | -29.20 |
| TOTAL | 155.00 | 3,725.66 | 4,418.71 | 693.05 |
| SNDK | SANDISK CORP | | | |
| 10/05/2009 | 170.00 | 4,245.77 | 3,526.04 | -719.73 |
| 03/04/2009 | 105.00 | 2,641.80 | 865.30 | -1,776.50 |
| TOTAL | 275.00 | 6,887.57 | 4,391.34 | -2,496.23 |
| STX | SEAGATE TECHNOLOGY | | | |
| 10/05/2009 | 200.00 | 3,118.81 | 2,942.22 | -176.59 |
| TEL | TYCO ELECTRONICS LTD | | | |
| 10/05/2009 | 50.00 | 1,155.17 | 1,072.02 | -83.15 |
| TYC | TYCO INTL LTD CHF | | | |
| 10/05/2009 | 50.00 | 1,542.07 | 1,690.45 | 148.38 |
| UNH | UNITEDHEALTH GROUP INC | | | |
| 10/05/2009 | 230.00 | 5,902.95 | 5,573.37 | -329.58 |
| 03/04/2009 | 140.00 | 3,593.10 | 2,580.60 | -1,012.50 |
| TOTAL | 370.00 | 9,496.05 | 8,153.97 | -1,342.08 |
| VRTX | VERTEX PHARMACEUTICALS INC | | | |
| 10/05/2009 | 60.00 | 1,586.22 | 2,069.94 | 483.72 |
| WFT | WEATHERFORD INTERNATIONAL | | | |
| 10/05/2009 | 280.00 | 2,637.60 | 5,482.95 | 2,845.35 |
| 03/04/2009 | 175.00 | 1,648.50 | 1,885.26 | 236.76 |
| TOTAL | 455.00 | 4,286.10 | 7,368.21 | 3,082.11 |

2010

| Symbol/Trade | Description / Quantity | Orig/Adj Cost | Proceeds | GL/Adj GL |
|--------------|---------------------------|---------------|----------|-----------|
| MSG | MADISON SQUARE GARDEN INC | | | |
| 02/10/2010 | 0.50 | 7.40 | 9.81 | 2.41 |

NET GAIN/LOSS

13,777.

For - 404-10229-447 - Nelson Family Foundation
Historical Gain/Loss for 2009

05/21/2010

| Symbol/Trade | Description / Quantity | Orig/Adj Cost | Proceeds | GL/Adj GL |
|--------------|----------------------------|---------------|----------|-----------|
| A | AGILENT TECHNOLOGIES INC | | | |
| 10/15/2009 | 31.00 | 510.81 | 854.85 | 344.04 |
| 10/12/2009 | 79.00 | 1,337.38 | 2,173.51 | 836.13 |
| 10/09/2009 | 49.00 | 830.39 | 1,345.26 | 514.87 |
| 10/08/2009 | 51.00 | 864.28 | 1,405.10 | 540.82 |
| 09/30/2009 | 61.00 | 1,047.55 | 1,700.56 | 653.01 |
| TOTAL | 271.00 | 4,590.41 | 7,479.28 | 2,888.87 |
| ABX | BARRICK GOLD CORP CAD | | | |
| 10/12/2009 | 33.00 | 646.02 | 1,299.61 | 653.59 |
| 10/05/2009 | 68.00 | 1,317.15 | 2,514.74 | 1,197.59 |
| TOTAL | 101.00 | 1,963.17 | 3,814.35 | 1,851.18 |
| AET | AETNA INC NEW | | | |
| 10/12/2009 | 30.00 | 432.60 | 796.65 | 364.05 |
| AMGN | AMGEN INC | | | |
| 10/12/2009 | 22.00 | 1,194.95 | 1,316.19 | 121.24 |
| 10/05/2009 | 70.00 | 3,795.24 | 4,111.78 | 316.54 |
| 03/04/2009 | 73.00 | 3,957.89 | 3,537.22 | -420.67 |
| TOTAL | 165.00 | 8,948.08 | 8,965.19 | 17.11 |
| AOC | AON CORP | | | |
| 10/12/2009 | 21.00 | 521.64 | 859.41 | 337.77 |
| APA | APACHE CORP | | | |
| 10/12/2009 | 12.00 | 766.89 | 1,196.21 | 429.32 |
| 10/05/2009 | 72.00 | 4,560.80 | 6,679.68 | 2,118.88 |
| TOTAL | 84.00 | 5,327.69 | 7,875.89 | 2,548.20 |
| AU | ANGLOGOLD ASHANTI LTD | | | |
| 10/12/2009 | 9.00 | 312.13 | 402.99 | 90.86 |
| 10/05/2009 | 66.00 | 2,364.37 | 2,719.30 | 354.93 |
| 09/15/2009 | 31.00 | 1,155.75 | 1,339.04 | 183.29 |
| 09/11/2009 | 1.00 | 37.28 | 43.13 | 5.85 |
| 03/04/2009 | 184.00 | 6,837.90 | 5,312.64 | -1,525.26 |
| TOTAL | 291.00 | 10,707.43 | 9,817.10 | -890.33 |
| BJS | B J SERVICES CO | | | |
| 06/02/2009 | 89.00 | 948.23 | 1,453.04 | 504.81 |
| 06/01/2009 | 258.00 | 3,637.62 | 4,253.72 | 616.10 |
| 04/27/2009 | 183.00 | 3,477.00 | 2,583.49 | -893.51 |
| TOTAL | 530.00 | 8,062.85 | 8,290.25 | 227.40 |
| CA | CA INC | | | |
| 10/05/2009 | 65.00 | 1,770.34 | 1,416.41 | -353.93 |
| 03/04/2009 | 209.00 | 5,664.84 | 3,425.09 | -2,239.75 |
| TOTAL | 274.00 | 7,435.18 | 4,841.50 | -2,593.68 |
| CBS | CBS CORP NEW CLASS B | | | |
| 10/05/2009 | 160.00 | 4,345.83 | 1,885.63 | -2,460.20 |
| CF | CF INDUSTRIES HOLDINGS INC | | | |
| 12/02/2009 | 25.00 | 1,120.57 | 2,203.83 | 1,083.26 |
| 12/01/2009 | 25.00 | 1,120.57 | 2,145.85 | 1,025.28 |
| 03/04/2009 | 35.00 | 1,568.79 | 2,210.10 | 641.31 |
| TOTAL | 85.00 | 3,809.93 | 6,559.78 | 2,749.85 |
| CMCSK | COMCAST CORP CL A - SPL | | | |
| 12/21/2009 | 174.00 | 2,436.94 | 2,885.71 | 448.77 |

| | | | | |
|------------|------------------------------|-----------|-----------|------------|
| 10/08/2009 | 45.00 | 799.42 | 671.78 | -127.64 |
| 10/07/2009 | 210.00 | 3,961.57 | 3,087.51 | -874.06 |
| 10/05/2009 | 132.00 | 2,374.84 | 1,920.88 | -453.96 |
| 10/05/2009 | 20.00 | 359.72 | 290.77 | -68.95 |
| 03/04/2009 | 121.00 | 2,182.68 | 1,436.84 | -745.84 |
| TOTAL | 702.00 | 12,115.17 | 10,293.49 | -1,821.68 |
| EOG | EOG RESOURCES INC | | | |
| 11/13/2009 | 71.00 | 5,530.00 | 6,322.66 | 792.66 |
| 10/12/2009 | 7.00 | 538.54 | 635.53 | 96.99 |
| 10/05/2009 | 8.00 | 615.48 | 660.87 | 45.39 |
| TOTAL | 86.00 | 6,684.02 | 7,619.06 | 935.04 |
| FBR | FRIEDMAN BILLINGS RAMSEY | | | |
| 05/19/2009 | 1,807.00 | 22,036.72 | 782.22 | -21,254.50 |
| GNW | GENWORTH FINL INC | | | |
| 10/12/2009 | 25.00 | 539.00 | 297.89 | -241.11 |
| 10/05/2009 | 879.00 | 24,363.26 | 10,215.38 | -14,147.88 |
| TOTAL | 904.00 | 24,902.26 | 10,513.27 | -14,388.99 |
| HES | HESS CORP | | | |
| 10/12/2009 | 10.00 | 584.24 | 581.47 | 17.23 |
| 03/04/2009 | 60.00 | 3,368.53 | 3,311.84 | -56.69 |
| TOTAL | 70.00 | 3,932.77 | 3,893.31 | -39.46 |
| HIG | HARTFORD FINL SVCS GROUP INC | | | |
| 10/12/2009 | 17.00 | 922.08 | 491.75 | -430.33 |
| 10/05/2009 | 78.00 | 4,230.72 | 2,043.06 | -2,187.66 |
| TOTAL | 95.00 | 5,152.80 | 2,534.81 | -2,617.99 |
| HK | PETROHAWK ENERGY CORP | | | |
| 10/12/2009 | 13.00 | 295.76 | 337.38 | 41.62 |
| 10/05/2009 | 34.00 | 773.53 | 795.26 | 21.73 |
| TOTAL | 47.00 | 1,069.29 | 1,132.64 | 63.35 |
| IPG | INTERPUBLIC GROUP OF COS INC | | | |
| 10/12/2009 | 49.00 | 413.90 | 341.97 | -71.93 |
| 10/05/2009 | 187.00 | 1,579.59 | 1,301.95 | -277.64 |
| TOTAL | 236.00 | 1,993.49 | 1,643.92 | -349.57 |
| IR | INGERSOLL-RAND PUBLIC LTD | | | |
| 10/12/2009 | 10.00 | 254.03 | 329.38 | 75.35 |
| 10/05/2009 | 81.00 | 2,057.63 | 2,463.30 | 405.67 |
| TOTAL | 91.00 | 2,311.66 | 2,792.68 | 481.02 |
| ITW | ILLINOIS TOOL WORKS INC | | | |
| 04/03/2009 | 187.00 | 9,162.49 | 5,990.09 | -3,172.40 |
| JPM | JPMORGAN CHASE & CO | | | |
| 10/12/2009 | 20.00 | 679.80 | 918.61 | 238.81 |
| 10/05/2009 | 55.00 | 1,869.45 | 2,408.59 | 539.14 |
| 08/27/2009 | 70.00 | 2,379.30 | 3,044.10 | 664.80 |
| TOTAL | 145.00 | 4,928.55 | 6,371.30 | 1,442.75 |
| L | LOEWS CORP | | | |
| 10/12/2009 | 66.00 | 2,187.44 | 2,322.06 | 134.62 |
| 10/05/2009 | 96.00 | 3,185.10 | 3,262.13 | 77.03 |
| TOTAL | 162.00 | 5,372.54 | 5,584.19 | 211.65 |
| LMT | LOCKHEED MARTIN CORP | | | |
| 10/12/2009 | 12.00 | 713.94 | 893.91 | 179.97 |
| 10/05/2009 | 21.00 | 1,260.00 | 1,574.95 | 314.95 |
| TOTAL | 33.00 | 1,973.94 | 2,468.86 | 494.92 |
| LO | LORILLARD INC | | | |

| | | | | | |
|------------|------------------------------|--------|-----------|-----------|------------|
| 07/27/2009 | | 58.00 | 2,777.17 | 4,188.19 | 1,411.02 |
| 07/06/2009 | | 33.00 | 1,580.12 | 2,306.71 | 726.59 |
| 03/25/2009 | | 45.00 | 2,154.71 | 2,921.36 | 766.65 |
| TOTAL | | 136.00 | 6,512.00 | 9,416.26 | 2,904.26 |
| MOT | MOTOROLA INC DE | | | | |
| 10/05/2009 | | 867.00 | 17,733.97 | 7,119.61 | -10,614.36 |
| MSFT | MICROSOFT CORP | | | | |
| 11/05/2009 | | 135.00 | 3,700.41 | 3,855.97 | 155.56 |
| 10/26/2009 | | 102.00 | 2,844.59 | 2,949.14 | 104.55 |
| 10/23/2009 | | 96.00 | 2,677.26 | 2,720.34 | 43.08 |
| 10/12/2009 | | 28.00 | 780.87 | 719.90 | -60.97 |
| 10/05/2009 | | 58.00 | 1,617.51 | 1,426.27 | -191.24 |
| TOTAL | | 419.00 | 11,620.64 | 11,671.62 | 50.98 |
| MTSN | MATTSON TECHNOLOGY INC | | | | |
| 10/12/2009 | | 46.00 | 352.27 | 127.17 | -225.10 |
| 10/05/2009 | | 113.00 | 905.13 | 286.05 | -619.08 |
| TOTAL | | 159.00 | 1,257.40 | 413.22 | -844.18 |
| NBL | NOBLE ENERGY INC | | | | |
| 12/28/2009 | | 26.00 | 993.72 | 1,901.29 | 907.57 |
| 12/24/2009 | | 8.00 | 305.76 | 582.74 | 276.98 |
| 10/12/2009 | | 11.00 | 414.61 | 788.22 | 373.61 |
| 10/05/2009 | | 68.00 | 1,777.40 | 4,469.61 | 2,692.21 |
| 03/04/2009 | | 41.00 | 782.35 | 1,811.90 | 1,029.55 |
| TOTAL | | 154.00 | 4,273.84 | 9,553.76 | 5,279.92 |
| NRG | NRG ENERGY INC NEW | | | | |
| 10/12/2009 | | 33.00 | 775.08 | 935.90 | 160.82 |
| 10/05/2009 | | 114.00 | 2,443.22 | 3,130.64 | 687.42 |
| TOTAL | | 147.00 | 3,218.30 | 4,066.54 | 848.24 |
| PBI | PITNEY BOWES INC | | | | |
| 10/12/2009 | | 57.00 | 2,108.85 | 1,439.03 | -669.82 |
| 10/05/2009 | | 35.00 | 1,293.88 | 849.84 | -444.04 |
| TOTAL | | 92.00 | 3,402.73 | 2,288.87 | -1,113.86 |
| PKG | PACKAGING CORP AMER | | | | |
| 12/23/2009 | | 120.00 | 2,474.35 | 2,839.85 | 365.50 |
| 12/11/2009 | | 28.00 | 619.64 | 609.26 | -10.38 |
| 10/05/2009 | | 142.00 | 3,243.08 | 2,836.27 | -406.81 |
| TOTAL | | 290.00 | 6,337.07 | 6,285.38 | -51.69 |
| PM | PHILIP MORRIS INTL INC | | | | |
| 10/12/2009 | | 18.00 | 581.65 | 908.67 | 327.02 |
| 10/05/2009 | | 31.00 | 793.82 | 1,512.79 | 718.97 |
| TOTAL | | 49.00 | 1,375.47 | 2,421.46 | 1,045.99 |
| PMACA | PMA CAPITAL CORP CL A | | | | |
| 10/12/2009 | | 52.00 | 629.07 | 297.34 | -331.73 |
| RGA | REINSURANCE GROUP OF AMERICA | | | | |
| 10/12/2009 | | 12.00 | 579.06 | 554.67 | -24.39 |
| 10/05/2009 | | 99.00 | 4,777.25 | 4,333.85 | -443.40 |
| TOTAL | | 111.00 | 5,356.31 | 4,888.52 | -467.79 |
| RTN | RAYTHEON COMPANY NEW | | | | |
| 12/28/2009 | | 2.00 | 56.01 | 105.24 | 49.23 |
| 12/22/2009 | | 72.00 | 2,238.76 | 3,777.39 | 1,538.63 |
| 10/12/2009 | | 21.00 | 679.69 | 963.63 | 283.94 |
| 10/05/2009 | | 52.00 | 1,646.92 | 2,398.82 | 751.90 |
| TOTAL | | 147.00 | 4,621.38 | 7,245.08 | 2,623.70 |

| | | | | |
|------------|------------------------------|-----------|-----------|-----------|
| RWT | REDWOOD TRUST INC | | | |
| 10/12/2009 | 59.00 | 691.25 | 942.98 | 251.73 |
| 10/05/2009 | 31.00 | 363.20 | 484.90 | 121.70 |
| TOTAL | 90.00 | 1,054.45 | 1,427.88 | 373.43 |
| SEPR | SEPRACOR INC | | | |
| 08/12/2009 | 409.00 | 5,883.28 | 7,211.26 | 1,327.98 |
| 07/24/2009 | 343.00 | 5,882.92 | 5,671.56 | -211.36 |
| 06/30/2009 | 107.00 | 2,037.14 | 1,830.69 | -206.45 |
| 03/04/2009 | 281.00 | 5,525.16 | 4,140.76 | -1,384.40 |
| TOTAL | 1,140.00 | 19,328.50 | 18,854.27 | -474.23 |
| SFD | SMITHFIELD FOODS INC DE | | | |
| 03/17/2009 | 274.00 | 7,714.07 | 2,344.76 | -5,369.31 |
| SNY | SANOFI-AVENTIS | | | |
| 10/12/2009 | 28.00 | 1,157.88 | 1,085.75 | -72.13 |
| 10/05/2009 | 82.00 | 3,390.93 | 3,006.16 | -384.77 |
| 03/04/2009 | 59.00 | 2,439.82 | 1,520.09 | -919.73 |
| TOTAL | 169.00 | 6,988.63 | 5,612.00 | -1,376.63 |
| TKR | TIMKEN CO | | | |
| 10/12/2009 | 35.00 | 998.49 | 809.17 | -189.32 |
| 10/05/2009 | 47.00 | 1,340.83 | 1,057.12 | -283.71 |
| TOTAL | 82.00 | 2,339.32 | 1,866.29 | -473.03 |
| TLM | TALISMAN ENERGY INC | | | |
| 10/12/2009 | 24.00 | 540.42 | 460.88 | -79.54 |
| 10/05/2009 | 174.00 | 3,942.28 | 2,974.35 | -967.93 |
| TOTAL | 198.00 | 4,482.70 | 3,435.23 | -1,047.47 |
| TWGP | TOWER GROUP INC | | | |
| 10/12/2009 | 34.00 | 827.68 | 840.96 | 13.28 |
| 10/05/2009 | 34.00 | 827.68 | 816.31 | -11.37 |
| TOTAL | 68.00 | 1,655.36 | 1,657.27 | 1.91 |
| UNM | UNUM GROUP | | | |
| 10/12/2009 | 29.00 | 504.02 | 638.11 | 134.09 |
| 10/05/2009 | 48.00 | 834.24 | 1,010.95 | 176.71 |
| TOTAL | 77.00 | 1,338.26 | 1,649.06 | 310.80 |
| VIAB | VIACOM INC NEW CLASS B | | | |
| 10/12/2009 | 46.00 | 1,813.84 | 1,327.79 | -486.05 |
| 10/05/2009 | 203.00 | 8,847.72 | 5,664.44 | -3,183.28 |
| TOTAL | 249.00 | 10,661.56 | 6,992.23 | -3,669.33 |
| X | UNITED STATES STEEL CORP NEW | | | |
| 06/26/2009 | 11.00 | 989.61 | 406.76 | -582.85 |
| 06/19/2009 | 93.00 | 6,873.75 | 3,507.23 | -3,366.52 |
| 06/16/2009 | 20.00 | 1,120.67 | 768.67 | -352.00 |
| TOTAL | 124.00 | 8,984.03 | 4,682.66 | -4,301.37 |

2010

| Symbol/Trade | Description / Quantity | Orig/Adj Cost | Proceeds | GL/Adj GL |
|--------------|------------------------|---------------|----------|-----------|
| NBL | NOBLE ENERGY INC | | | |
| 02/17/2010 | 12.00 | 458.64 | 916.56 | 457.92 |
| 01/26/2010 | 3.00 | 114.66 | 233.29 | 118.63 |
| 01/25/2010 | 29.00 | 1,108.38 | 2,272.52 | 1,164.14 |
| TOTAL | 44.00 | 1,681.68 | 3,422.37 | 1,740.69 |
| PVTB | PRIVATEBANCORP INC | | | |
| 02/12/2010 | 105.00 | 975.94 | 1,335.28 | 359.34 |
| RTN | RAYTHEON COMPANY NEW | | | |

| | | | | |
|------------|-------|----------|----------|----------|
| 02/19/2010 | 40.00 | 1,562.56 | 2,210.81 | 648.25 |
| 02/12/2010 | 49.00 | 1,750.92 | 2,612.87 | 861.95 |
| TOTAL | 89.00 | 3,313.48 | 4,823.68 | 1,510.20 |

NET GAIN/LOSS

(48,167.)

For - 404-11403-447 - Nelson Family Foundation 05/21/2010
Historical Gain/Loss for 2009

| Symbol/Trade | Description / Quantity | Orig/Adj Cost | Proceeds | GL/Adj GL |
|--------------|---|---------------|-----------|-----------|
| 51647040 | WALT DISNEY COMPANY DTD 2/28/02 | 1,056.58 | 1,067.43 | 10.85 |
| 03/05/2009 | | | | 30.94 |
| 51691780 | AOL TIME WARNER INC BK/ENTRY DTD 04/08/2002 | 7,365.96 | 7,308.77 | -57.19 |
| 05/06/2009 | | 1,052.28 | 1,005.58 | -46.70 |
| 03/05/2009 | | 8,418.24 | 8,314.35 | -103.89 |
| TOTAL | | | | 46.2 |
| 51978070 | WAL MART STORES INC NOTES BK/ENTRY | 7,321.53 | 7,148.54 | -172.99 |
| 03/12/2009 | | | | 67.89 |
| 52080350 | UNITED MEXICAN STATES -USD BK/ENTRY DTD 3/3/03 | 8,596.00 | 8,700.00 | 104.00 |
| 05/07/2009 | | | | 231.36 |
| 52237100 | CREDIT SUISSE FIRST BOSTON USA NOTES-BK/ENTRY | 1,000.84 | 959.02 | -41.82 |
| 03/05/2009 | | | | -41.51 |
| 52702810 | MORGAN STANLEY GLOBAL NOTES BOOK/ENTRY DD 11/12/2004 | 5,725.17 | 6,036.00 | 310.83 |
| 05/28/2009 | | | | |
| 52734940 | JP MORGAN CHASE & CO DTD 12/14/2004 | 7,892.53 | 8,162.24 | 269.71 |
| 05/18/2009 | | 873.59 | 954.60 | 81.01 |
| 03/05/2009 | | 8,666.12 | 9,116.84 | 450.72 |
| TOTAL | | | | |
| 52863830 | FEDERAL NATL MTG ASSN DEBS BK/ENTRY | 15,594.45 | 15,476.55 | -117.90 |
| 06/09/2009 | | 3,118.89 | 3,108.09 | -10.80 |
| 03/05/2009 | | 18,713.34 | 18,584.64 | -128.70 |
| TOTAL | | | | |
| 52970450 | GOLDMAN SACHS GROUP INC NOTES-BK/ENTRY | 6,781.81 | 7,143.36 | 361.55 |
| 12/09/2009 | | | | |
| 53647010 | COMCAST CORP DTD 03/02/2006 | 1,021.12 | 946.50 | -74.62 |
| 03/05/2009 | | | | -72.83 |
| 54045200 | FEDERAL NATL MTG ASSN GLOBAL DEBS-BK/ENTRY | 2,027.52 | 2,244.69 | 217.17 |
| 03/05/2009 | | | | 222.45 |
| 55126370 | PEPSICO INC BOOK/ENTRY | 8,787.06 | 7,313.18 | -1,473.88 |
| 08/20/2009 | | | | 526.12 |
| 55787300 | BP CAPITAL MARKETS PLC DTD 11/07/08 | 1,011.13 | 1,056.60 | 45.47 |
| 03/05/2009 | | | | 46.11 |
| 59547770 | FEDERAL HOME LOAN MTG CORP GLOBAL DEBS-BK/ENTRY | 17,581.59 | 18,203.77 | 622.18 |
| 09/17/2009 | | 5,071.95 | 5,386.69 | 314.74 |
| 03/25/2009 | | 2,028.78 | 2,162.48 | 133.70 |
| 03/05/2009 | | 24,782.32 | 25,752.94 | 970.62 |
| TOTAL | | | | 1,173.6 |
| 59568370 | FEDERAL NATL MTG ASSN BENCHMARK NOTES-BK/ENTRY | 2,039.02 | 2,189.38 | 150.36 |
| 03/05/2009 | | | | 166.88 |
| 59602070 | FEDERAL HOME LOAN MTG CORP MEDIUM TERM NOTES-BK/ENTRY | 2,912.67 | 3,271.08 | 358.41 |
| 03/05/2009 | | | | |
| 70003490 | U S TREASURY NOTES SER E-2016 DTD 8/15/2006 | 18,266.72 | 19,167.50 | 900.78 |
| 12/10/2009 | | 5,524.61 | 5,782.82 | 258.21 |
| 03/05/2009 | | | | 308.17 |

NET GAIN/LOSS

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

| SOURCE | AMOUNT |
|--|--------|
| SMITH BARNEY ACCOUNT #XXX-10229 | 31. |
| SMITH BARNEY ACCOUNT #XXX-11402 | 4. |
| SMITH BARNEY ACCOUNT #XXX-11403 | 12. |
| SMITH BARNEY ACCOUNT #XXX-119297 | 9. |
| WACHOVIA BANK CHECKING ACCOUNT #XXX93199 | 20. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 76. |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|--|--------------|----------------------------|----------------------|
| SMITH BARNEY ACCOUNT #XXX-10229 - DIVIDENDS | 6,456. | 0. | 6,456. |
| SMITH BARNEY ACCOUNT #XXX-11402 - DIVIDENDS | 3,076. | 0. | 3,076. |
| SMITH BARNEY ACCOUNT #XXX-11403 - ACCRUED INTEREST PAID | <1,527.> | 0. | <1,527.> |
| SMITH BARNEY ACCOUNT #XXX-11403 - INTEREST | 17,793. | 0. | 17,793. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 25,798. | 0. | 25,798. |

FORM 990-PF LEGAL FEES STATEMENT 3

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|--|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| SCHNADER HARRISON SEGAL & LEWIS LLP | 2,953. | 886. | | 2,067. |
| TO FM 990-PF, PG 1, LN 16A | 2,953. | 886. | | 2,067. |

| | | | |
|-------------|-------------------------|-----------|---|
| FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT | 4 |
|-------------|-------------------------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| SMITH BARNEY - INVESTMENT MANAGEMENT FEE | 14,528. | 14,528. | | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 14,528. | 14,528. | | 0. |

| | | | |
|-------------|-------|-----------|---|
| FORM 990-PF | TAXES | STATEMENT | 5 |
|-------------|-------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FOREIGN TAX WITHHELD | 158. | 158. | | 0. |
| REFUND 2008 EXCISE TAX | <5,096.> | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | <4,938.> | 158. | | 0. |

| | | | |
|-------------|----------------|-----------|---|
| FORM 990-PF | OTHER EXPENSES | STATEMENT | 6 |
|-------------|----------------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| AMORTIZATION OF BOND PREMIUM | 2,525. | 2,525. | | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 2,525. | 2,525. | | 0. |

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

| DESCRIPTION | U.S. GOV'T | OTHER GOV'T | BOOK VALUE | FAIR MARKET VALUE |
|--|---------------|----------------|------------|----------------------|
| U.S. GOVERNMENT OBLIGATIONS | X | | 179,227. | 187,283. |
| TOTAL U.S. GOVERNMENT OBLIGATIONS | | | 179,227. | 187,283. |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS | | | | |
| TOTAL TO FORM 990-PF, PART II, LINE 10A | | | 179,227. | 187,283. |

FORM 990-PF CORPORATE STOCK STATEMENT 8

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|----------------------|
| CORPORATE STOCK | 918,012. | 1,006,680. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 918,012. | 1,006,680. |

FORM 990-PF CORPORATE BONDS STATEMENT 9

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|----------------------|
| CORPORATE BONDS | 169,649. | 179,434. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 169,649. | 179,434. |

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|--|---------------------|------------|----------------------|
| INTERNATIONAL BONDS | COST | 17,478. | 18,508. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 17,478. | 18,508. |

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTEDKENT C. NELSON
9 MISTY RIDGE MANOR
ATLANTA, GA 30327TELEPHONE NUMBER

(404) 256-9114

FORM AND CONTENT OF APPLICATIONS

THE FOUNDATION HAS NO REQUIRED FORM. ALL INFORMATION THAT THE REQUESTING ORGANIZATION DEEMS APPROPRIATE SHOULD BE SUBMITTED.

ANY SUBMISSION DEADLINES

SUBMISSIONS WILL BE CONSIDERED WHEN RECEIVED.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THERE ARE NO RESTRICTIONS OR LIMITATIONS ON AWARD OTHER THAN THEY BE USED FOR QUALIFIED PURPOSES.

NELSON FAMILY FOUNDATION
EIN: 23-3064865
FORM 990-PF, 3/1/09 - 2/28/10

PART 1, LINE 25 AND PART XV, LINE 3(a)
GRANTS AND CONTRIBUTIONS MADE DURING YEAR

| DATE | NAME AND ADDRESS | STATUS RECIPIENT | PURPOSE | AMOUNT |
|-------------|--|-----------------------------|--------------------------|---------------|
| 12/13/09 | Atlanta Symphony Orchestra 1293 Peachtree Street NE Suite 4074 Atlanta, GA 30309-3552 | Public | General | \$1,000.00 |
| 12/13/09 | Sheltering Arms 385 Centennial Olympic Park Drive Atlanta, GA 30313 | Public | General | \$3,500.00 |
| 12/13/09 | Covenant Presbyterian Church 2461 Peachtree Road NE Atlanta, GA 30305 | Public | General | \$10,000.00 |
| 12/13/09 | Covenant Presbyterian Church 2461 Peachtree Road NE Atlanta, GA 30305 | Public | General | \$300.00 |
| 12/13/09 | Atlanta Community Food Bank 732 Joseph E. Lowery Blvd, NW Atlanta, GA 30318 | Public | General | \$10,000.00 |
| 12/13/09 | Alliance Theatre 1280 Peachtree Street NE Atlanta, GA 30309-9986 | Public | General | \$1,000.00 |
| 12/13/09 | Georgia Justice Project 438 Edgewood Avenue Atlanta, GA 30312 | Public | General | \$1,000.00 |
| 11/05/09 | United Way of Metropolitan Atlanta, Inc. 100 Edgewood Avenue, N.E. Atlanta, GA 30303 | Public | General | \$25,000.00 |
| 12/13/09 | The Carter Center, Inc. One Copenhill 453 Freedom Parkway Atlanta, GA 30307 | Public | General | \$10,000.00 |
| 12/13/09 | Ball State University Foundation 2800 W. Bethel Avenue Muncie, Indiana 47306-9987 | Public | Cardinal Varsity Club | \$2,000.00 |

NELSON FAMILY FOUNDATION
EIN: 23-3064865
FORM 990-PF, 3/1/09 - 2/28/10

PART 1, LINE 25 AND PART XV, LINE 3(a)
GRANTS AND CONTRIBUTIONS MADE DURING YEAR

| DATE | NAME AND ADDRESS | STATUS RECIPIENT | PURPOSE | AMOUNT |
|-------------|--|-----------------------------|-----------------|---------------|
| 12/13/09 | Voices for Georgia's Children 100 Edgewood Avenue Suite 520 Atlanta, GA 30303 | Public | General | \$1,000.00 |
| 10/09/09 | National Museum of Patriotism 1405 Spring Street Atlanta, GA 30309 | Public | General | \$25,000.00 |
| 07/20/09 | The Marcus Autism Center 1920 Briarcliff Road Atlanta, GA 30329 | Public | General | \$25,000.00 |
| 12/13/09 | AIR, Inc. Stetson University Campus Unit 8301 DeLand, FL 32723 | Public | General | \$2,500.00 |
| 09/06/09 | St. Joseph's Mercy Foundation 5673 Peachtree Dunwoody Road NE Suite 650 Atlanta, GA 30342 | Public | General | \$5,000.00 |
| 12/13/09 | Ball State University Foundation P.O. Box 672 Muncie, IN 47308-0672 | Public | Genesis Fund | \$5,000.00 |
| 12/13/09 | American Cancer Society P.O. Box 105455 Atlanta, GA 30348-5455 | Public | General | \$2,000.00 |
| 08/03/09 | Muscular Dystrophy 2189 Northlake Parkway Building 10 Tucker, GA 30084 | Public | General | \$1,000.00 |
| 12/13/09 | Forever Family 691 Garbaldi Street Atlanta, GA 30310 | Public | General | \$1,000.00 |

NELSON FAMILY FOUNDATION
EIN: 23-3064865
FORM 990-PF, 3/1/09 - 2/28/10

PART 1, LINE 25 AND PART XV, LINE 3(a)
GRANTS AND CONTRIBUTIONS MADE DURING YEAR

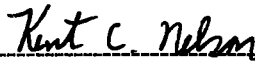
| DATE | NAME AND ADDRESS | STATUS RECIPIENT | PURPOSE | AMOUNT |
|--------------|---|-----------------------------|----------------|---------------------|
| 12/13/09 | High Museum of Art 1280 Peachtree Street NE Atlanta, GA 30309-9800 | Public | General | \$1,000.00 |
| 12/13/09 | Woodruff Arts Center 1280 Peachtree Road NE Atlanta, GA 30309 | Public | General | \$1,000.00 |
| 12/13/09 | Foundation for Public Broadcasting 260 14th Street NW Atlanta, GA 30324 | Public | General | \$1,000.00 |
| 12/13/09 | Public Broadcasting Atlanta 740 Bismark Road NE Atlanta, GA 30324 | Public | General | \$1,000.00 |
| 12/13/09 | American Foundation for the Blind 2 Penn Plaza, Suite 1102 New York, NY 11117-1233 | Public | General | \$1,000.00 |
| 12/13/09 | Odyssey Family Counseling Center 3578 South Fulton Avenue Atlanta, GA 30354 | Public | General | \$1,000.00 |
| 12/13/09 | Truancy Intervention Project GA Romae T. Powell Juvenile Justice Center 395 Pryor Street Suite 4122 Atlanta, GA 30312 | Public | General | \$1,000.00 |
| 12/13/09 | The Nature Conservancy in GA 1330 West Peachtree Street NW Suite 410 Atlanta, GA 30309 | Public | General | \$1,000.00 |
| 12/13/09 | Atlanta History Center 130 West Paces Ferry Road NW Atlanta, GA 30305-1366 | Public | General | \$500.00 |
| Total | | | | \$139,800.00 |

Nelson Family Foundation
EIN: 23-3064865
FORM 990-PF, 03/01/09 - 02/29/10

Part XIII Undistributed Income

Line 4 c Treated as distributions out of corpus

In accordance with Treasury Regulations Section 53-4942(a)-3(d)(2) for fiscal year ending 02/29/10, the foundation hereby elects to apply the 2009 qualifying distributions to corpus.



Kent C. Nelson
Trustee

NELSON FAMILY FOUNDATION
EIN: 23-3064865
FORM 990-PF, 3/01/09 - 2/28/10

PART X, LINE 1A - AVERAGE MONTHLY FAIR MARKET VALUE OF SECURITIES

NOTE: The fair market value of securities (excluding cash) determined by averaging the fair market value of the entire securities portfolio on the first and last days of each month.

| <u>DATE</u> | <u>BEGINNING OF MONTH</u> | <u>ENDING OF MONTH</u> | <u>AVERAGE</u> |
|--|-------------------------------|----------------------------|----------------|
| 03/09 | 1,041,104.50 | 1,099,331.39 | 1,070,217.95 |
| 04/09 | 1,099,331.39 | 1,181,449.67 | 1,140,390.53 |
| 05/09 | 1,181,449.67 | 1,248,834.83 | 1,215,142.25 |
| 06/09 | 1,248,834.83 | 1,229,881.46 | 1,239,358.15 |
| 07/09 | 1,229,881.46 | 1,292,756.49 | 1,261,318.98 |
| 08/09 | 1,292,756.49 | 1,353,293.02 | 1,323,024.76 |
| 09/09 | 1,353,293.02 | 1,432,546.47 | 1,392,919.75 |
| 10/09 | 1,432,546.47 | 1,252,892.93 | 1,342,719.70 |
| 11/09 | 1,252,892.93 | 1,295,994.30 | 1,274,443.62 |
| 12/09 | 1,295,994.30 | 1,342,325.62 | 1,319,159.96 |
| 01/10 | 1,342,325.62 | 1,325,692.87 | 1,334,009.25 |
| 02/10 | 1,325,692.87 | 1,391,905.12 | 1,358,799.00 |
| TOTAL | | | 15,271,503.86 |
| Average Monthly Fair Market Value of Securities | | | 1,272,625.32 |

NELSON FAMILY FOUNDATION
EIN: 23-3064865
FORM 990-PF, 3/01/09 - 2/28/10

PART X, LINE 1b - AVERAGE OF MONTHLY CASH BALANCES

| <u>DATE</u> | <u>BEGINNING OF MONTH</u> | <u>ENDING OF MONTH</u> | <u>AVERAGE</u> |
|--|-------------------------------|----------------------------|-------------------|
| 03/09 | 60,775.41 | 61,862.09 | 61,318.75 |
| 04/09 | 61,862.09 | 64,015.13 | 62,938.61 |
| 05/09 | 64,015.13 | 65,378.59 | 64,696.86 |
| 06/09 | 65,378.59 | 74,291.04 | 69,834.82 |
| 07/09 | 74,291.04 | 55,190.46 | 64,740.75 |
| 08/09 | 55,190.46 | 53,604.02 | 54,397.24 |
| 09/09 | 53,604.02 | 38,284.54 | 45,944.28 |
| 10/09 | 38,284.54 | 139,747.82 | 89,016.18 |
| 11/09 | 139,747.82 | 116,439.98 | 128,093.90 |
| 12/09 | 116,439.98 | 46,740.47 | 81,590.23 |
| 01/10 | 46,740.47 | 43,961.89 | 45,351.18 |
| 02/10 | 43,961.89 | 36,315.70 | 40,138.80 |
| TOTAL | | | 808,061.59 |
| Average of Monthly Cash Balance | | | 67,338.47 |