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

**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 03/01, 2009, and ending 02/28, 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: CHELONIA INSTITUTE, INC.  
 Number and street (or P O box number if mail is not delivered to street address): 1900 ORACLE WAY, SUITE 700  
 Room/suite: [Blank]  
 City or town, state, and ZIP code: RESTON, VA 20190

A Employer identification number: 52-1081407  
 B Telephone number (see page 10 of the instructions): (703) 464-3000

H Check type of organization:  Section 501(c)(3) exempt private foundation,  Section 4947(a)(1) nonexempt charitable trust,  Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 938,563.  
 J Accounting method:  Cash,  Accrual,  Other (specify) \_\_\_\_\_ (Part I, column (d) must be on cash basis)

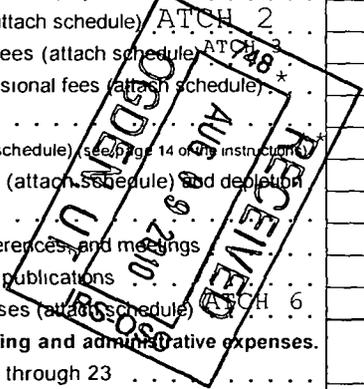
C If exemption application is pending check here . . . . .   
 D 1 Foreign organizations check here . . . . .   
 2 Foreign organizations meeting the 85% test, check here and attach computation . . . . .   
 E If private foundation status was terminated under section 507(b)(1)(A) check here . . . . .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

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (attach schedule) . . . . .				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B. . . . .				
3 Interest on savings and temporary cash investments . . . . .				
4 Dividends and interest from securities . . . . .	18,773.	18,773.		ATCH 1
5a Gross rents . . . . .				
b Net rental income or (loss) . . . . .				
6a Net gain or (loss) from sale of assets not on line 10 . . . . .	-20,410.			
b Gross sales price for all assets on line 6a 130,832 . . . . .				
7 Capital gain net income (from Part IV, line 2) . . . . .				
8 Net short-term capital gain . . . . .				
9 Income modifications . . . . .				
10a Gross sales less returns and allowances . . . . .				
b Less Cost of goods sold . . . . .				
c Gross profit or (loss) (attach schedule) . . . . .				
11 Other income (attach schedule) . . . . .				
12 Total. Add lines 1 through 11 . . . . .	-1,637.	18,773.		
13 Compensation of officers, directors, trustees, etc. . . . .	0.			
14 Other employee salaries and wages . . . . .				
15 Pension plans, employee benefits . . . . .				
16a Legal fees (attach schedule) ATCH 2 . . . . .	1,758.	0.	0.	1,758.
b Accounting fees (attach schedule) ATCH 3 . . . . .	4,000.	2,000.	0.	2,000.
c Other professional fees (attach schedule) . . . . .	5,698.	5,698.		0.
17 Interest . . . . .				
18 Taxes (attach schedule) (see page 14 of the instructions) . . . . .	11,215.	0.		11,176.
19 Depreciation (attach schedule) and depletion . . . . .	2,653.			
20 Occupancy . . . . .				
21 Travel, conferences, and meetings . . . . .				
22 Printing and publications . . . . .				
23 Other expenses (attach schedule) ATCH 6 . . . . .	3,470.	0.		3,470.
24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	28,794.	7,698.	0.	18,404.
25 Contributions, gifts, grants paid . . . . .	100,000.			100,000.
26 Total expenses and disbursements. Add lines 24 and 25 . . . . .	128,794.	7,698.	0.	118,404.
27 Subtract line 26 from line 12 . . . . .	-130,431.			
a Excess of revenue over expenses and disbursements . . . . .				
b Net investment income (if negative, enter -0-) . . . . .		11,075.		
c Adjusted net income (if negative, enter -0-) . . . . .			-0-	

SCANNED AUG 12 2010 Revenue

Operating and Administrative Expenses



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	29,251.	52,716.	52,716.
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) **	101,036.	101,035.	107,129.
	b	Investments - corporate stock (attach schedule) ATCH 8	423,499.	347,518.	326,185.
	c	Investments - corporate bonds (attach schedule) ATCH 9	100,261.	25,000.	25,198.
	11	Investments - land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
14	Land, buildings, and equipment basis	215,774.		ATCH 10	
	Less accumulated depreciation (attach schedule)	65,582.	152,845.	150,192.	
15	Other assets (describe ATCH 11)	4,655.	4,655.	4,655.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I)	811,547.	681,116.	938,563.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	<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			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings accumulated income endowment, or other funds	811,547.	681,116.	
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions)	811,547.	681,116.	
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)	811,547.	681,116.		

**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	811,547.
2	Enter amount from Part I, line 27a	2	-130,431.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	681,116.
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	681,116.

\*\* ATCH 7

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) . . . . .			2	-20,410.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8. . . . .					

**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	149,778.	1,125,225.	0.133109
2007	86,040.	1,329,404.	0.064721
2006	57,166.	1,043,441.	0.054786
2005	66,704.	1,055,574.	0.063192
2004	88,505.	938,461.	0.094309
2 Total of line 1, column (d) . . . . .			2 0.410117
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . .			3 0.082023
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . . . .			4 943,520.
5 Multiply line 4 by line 3 . . . . .			5 77,390.
6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			6 111.
7 Add lines 5 and 6 . . . . .			7 77,501.
8 Enter qualifying distributions from Part XII, line 4 . . . . . If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18			8 118,404.

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

1 a	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	111.
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	111.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	111.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 . . . . .	6 a	400.
b	Exempt foreign organizations-tax withheld at source . . . . .	6 b	0.
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6 c	0.
d	Backup withholding erroneously withheld . . . . .	6 d	
7	Total credits and payments. Add lines 6a through 6d . . . . .	7	400.
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	289.
11	Enter the amount of line 10 to be <b>Credited to 2010 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input checked="" type="checkbox"/> 289.	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a		X
b		X
c		X
d		
e		
2		X
3		X
4 a		X
4 b		
5		X
6	X	
7	X	
8 a		
8 b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) . . . . . 11 X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13 X
Website address N/A
14 The books are in care of THE INSTITUTE Telephone no 703-464-3000
Located at 1900 ORACLE WAY, #700 RESTON, VA ZIP + 4 20190
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15

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

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

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . Yes No X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here 1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? . . . . . 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? . . . . . Yes No X
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions) . . . . . 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . Yes No X
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009) . . . . . 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? . . . . . 4b X

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

5a During the year did the foundation pay or incur any amount to... (1) Carry on propaganda... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel, study, or other similar purposes? (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)? (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? 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... 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? 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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).

Table with 5 columns: (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. Row 1: ATTACHMENT 12, 0, 0, 0.

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

Table with 5 columns: (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. Row 1: NONE.

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

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

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

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

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

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

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

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

<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>	506,580.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	23,973.
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions)	<b>1c</b>	427,335.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	957,888.
<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>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	957,888.
<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>	14,368.
<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>	943,520.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	47,176.

**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>	47,176.
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	111.
<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>	111.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	47,065.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	47,065.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	47,065.

**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>	118,404.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	0.
<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>	0.
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0.
<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>	118,404.
<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>	111.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	118,293.

**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 . . . . .				47,065.
2 Undistributed income if any, as of the end of 2009				
a Enter amount for 2008 only . . . . .				
b Total for prior years 20 <u>07</u> 20 <u>06</u> 20 <u>05</u> . . . . .				
3 Excess distributions carryover, if any, to 2009				
a From 2004 . . . . .				0.
b From 2005 . . . . .				14,287.
c From 2006 . . . . .				5,417.
d From 2007 . . . . .				20,191.
e From 2008 . . . . .				94,057.
f <b>Total</b> of lines 3a through e . . . . .	133,952.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ <u>118,404.</u>				
a Applied to 2008, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .				
d Applied to 2009 distributable amount . . . . .				47,065.
e Remaining amount distributed out of corpus . . . . .	71,339.			
5 Excess distributions carryover applied to 2009 . (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 <b>Enter the net total of each column as indicated below:</b>				
a <b>Corpus</b> Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	205,291.			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions . . . . .				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010 . . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	0.			
9 <b>Excess distributions carryover to 2010.</b> Subtract lines 7 and 8 from line 6a . . . . .	205,291.			
10 Analysis of line 9				
a Excess from 2005 . . . . .	14,287.			
b Excess from 2006 . . . . .	5,417.			
c Excess from 2007 . . . . .	20,191.			
d Excess from 2008 . . . . .	94,057.			
e Excess from 2009 . . . . .	71,339.			

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

Empty box for ruling date

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Table with columns: Tax year (a) 2009, (b) 2008, (c) 2007, (d) 2006, (e) Total. Rows include 85% of line 2a, Qualifying distributions from Part XII, Amounts included in line 2c not used directly for active conduct of exempt activities, Qualifying distributions made directly for active conduct of exempt activities, and alternative tests (Assets, Endowment, Support).

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) )

NONE

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

NONE

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

Check here [X] 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

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

c Any submission deadlines

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
<p><i>a Paid during the year</i></p> <p>ATTACHMENT 13</p>				
<b>Total. . . . .</b>				<b>▶ 3a 100,000.</b>
<i>b Approved for future payment</i>				
<b>Total. . . . .</b>				<b>▶ 3b</b>



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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and shanny arrangements. Row 1 contains N/A.

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

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

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

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

**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)	
130,832.						P	VAR	11/19/2009
		SECURITIES (SCHEDULE ATTACHED) PROPERTY TYPE: SECURITIES 151,242.					-20,410.	
TOTAL GAIN(LOSS) .....							<u>-20,410.</u>	

CHELONIA INSTITUTE, INC  
 FY 2-28-10  
 CAPITAL GAINS AND LOSSES

52-1081407

Security	Date Sold	Proceeds	Cost	Gain/(Loss)
IBM 4.375%, 6/1/09	6/1/09	\$ 50,000.00	\$ 50,473.50	\$ (473.50)
American International Group, Inc.	7/21/09	6.41	650.70	(644.29)
American International Group, Inc	10/21/09	217.71	6,507.00	(6,289.29)
Fairpoint Communications, Inc.	10/21/09	0.74	17.76	(17.02)
Eli Lilly & Co	10/21/09	343.84	567.10	(223.26)
Medtronic, Inc.	10/21/09	3,543.87	4,661.65	(1,117.78)
American International Group, Inc.	11/16/09	254.19	9,000.05	(8,745.86)
Bank New York Mellon Corp	11/19/09	2,741.42	3,506.47	(765.05)
Chevron Corp	11/19/09	7,864.44	5,276.00	2,588.44
Coca Cola Co.	11/19/09	1,993.01	2,250.38	(257.37)
General Electric Co	11/19/09	2,414.93	5,500.50	(3,085.57)
Pfizer, Inc	11/19/09	4,491.61	6,296.13	(1,804.52)
Proctor & Gamble Co	11/19/09	2,184.46	1,979.60	204.86
Southern Co.	11/19/09	4,775.14	4,767.70	7.44
Wells Fargo 4.2%, 1/15/10	1/15/10	50,000.00	49,787.50	212.50
		<u>\$ 130,831.77</u>	<u>\$ 151,242.04</u>	<u>\$ (20,410.27)</u>

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
U.S. TRUST	18,773.	18,773.
TOTAL	<u>18,773.</u>	<u>18,773.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	1,758.			1,758.
TOTALS	<u>1,758.</u>	<u>0.</u>	<u>0.</u>	<u>1,758.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	4,000.	2,000.		2,000.
TOTALS	<u>4,000.</u>	<u>2,000.</u>	<u>0.</u>	<u>2,000.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT FEES	5,698.	5,698.	0.
TOTALS	<u>5,698.</u>	<u>5,698.</u>	<u>0.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
REAL ESTATE TAXES	11,176.	0.	11,176.
FEDERAL EXCISE TAX	39.	0.	0.
TOTALS	<u>11,215.</u>	<u>0.</u>	<u>11,176.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
EQUIPMENT RENTAL/MAINTENANCE	3,470.	0.	3,470.
TOTALS	<u>3,470.</u>	<u>0.</u>	<u>3,470.</u>

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

ATTACHMENT 7

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
U.S. GOV'T OBLIGATIONS - SCHEDULE ATTACHED	101,036.	101,035.	107,129.
US OBLIGATIONS TOTAL	<u>101,036.</u>	<u>101,035.</u>	<u>107,129.</u>

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
STOCKS - SCHEDULE ATTACHED	423,499.	347,518.	326,185.
TOTALS	<u>423,499.</u>	<u>347,518.</u>	<u>326,185.</u>

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE BONDS - SCHEDULE ATTACHED	100,261.	25,000.	25,198.
TOTALS	<u>100,261.</u>	<u>25,000.</u>	<u>25,198.</u>

Attachment to 2009 Form 990-PF

Settlement Date

# U.S. TRUST

Bank of America Private Wealth Management

## Portfolio Detail

Account: 45-20-020-0184507 CHELONIA INSTITUTE, INC. FE IN# 52-1081407

Feb 01, 2010 through Feb. 28, 2010

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Cash Equivalents</b>									
460 270	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (Income Investment)	994458719	\$460 27	\$0 09	\$460 27	\$460 27	\$0 00	\$0 28	0 1%
52,255 570	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	994458719	52,255.57	3 00	52,255.57	52,255.57	0 00	31 35	0 1
<b>Total Cash Equivalents</b>			<b>\$52,715.84</b>	<b>\$3.09</b>	<b>\$52,715.84</b>	<b>\$52,715.84</b>	<b>\$0.00</b>	<b>\$31.63</b>	<b>0.1%</b>
<b>Total Cash/Currency</b>			<b>\$52,715.84</b>	<b>\$3.09</b>	<b>\$52,715.84</b>	<b>\$52,715.84</b>	<b>\$0.00</b>	<b>\$31.63</b>	<b>0.1%</b>

## Equities

(2) Industry Sector Codes	CND = Consumer Discretionary CNS = Consumer Staples ENR = Energy	FIN = Financials HEA = Health Care IND = Industrials	IFT = Information Technology MAT = Materials OEQ = Other Equities	TEL = Telecommunication Services UTL = Utilities
<b>U.S. Large Cap</b>				
100 000	AMGEN INC Ticker AMGN	\$5,661.00	\$7,621.60	\$0.00
250 000	AT&T INC Ticker T	56 610	76,216	-200 00
135 000	BANK NEW YORK MELLON CORP Ticker BK	6,202.50	25 610	-883 53
150 000	CHEVRON CORP Ticker CVX	3,850.20	4,733.73	3,645.94
50 000	CISCO SYS INC Ticker CSCO	28,520	35 065	408 00
250 000	CITIGROUP INC Ticker C	10,845.00	7,199.06	0 00
215 000	COCA COLA CO Ticker KO	72,300	47,994	10 00
150 000	EXELON CORP Ticker EXC	1,216.50	688.00	378.40
		24,330	13,760	315 00
		3,400	45,460	49
		11,334.80	8,747.15	
		52,720	40,684	
		6,495.00	6,361.50	
		43,300	42,410	

(1) Market Value in the Portfolio Detail section does not include Accrued Income



\*910719604\*

Settlement Date

FEIN# 52-1081407

Portfolio Detail

Feb 01, 2010 through Feb 28, 2010

2009 Form 990-PF

Account: 45-20-020-0184507 CHELONIA INSTITUTE, INC.

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>U.S. Large Cap (cont)</b>								
50,000	EXXON MOBIL CORP Ticker XOM	30231G102 ENR	3,250.00 65,000	21.00	2,113.75 42,275	1,136.25	84.00	2.6
150,000	GENERAL ELEC CO Ticker GE	369604103 IND	2,409.00 16,060	15.00	4,195.75 27,972	-1,786.75	60.00	2.5
150,000	HOME DEPOT INC Ticker HD	437076102 CND	4,680.00 31,200	0.00	5,727.00 38,180	-1,047.00	141.75	3.0
20,000	HONEYWELL INTL INC Ticker HON	438516106 IND	803.20 40,160	6.05	615.00 30,750	188.20	24.20	3.0
250,000	INTEL CORP Ticker INTC	458140100 IFT	5,132.50 20,530	39.38	6,023.78 24,095	-891.28	157.50	3.1
10,000	INTERNATIONAL BUSINESS MACHS Ticker IBM	459200101 IFT	1,271.60 127,160	5.50	709.15 70,915	562.45	22.00	1.7
700,000	ISHARES RUSSELL 1000 GROWTH INDEX FUND Ticker IWF	464287614 OEQ	34,489.00 49,270	0.00	33,243.53 47,491	1,245.47	483.70	1.4
650,000	ISHARES RUSSELL 1000 VALUE INDEX FUND Ticker IWD	464287598 OEQ	37,362.00 57,480	0.00	43,131.55 66,356	-5,769.55	880.75	2.4
250,000	JOHNSON & JOHNSON Ticker JNJ	478160104 HEA	15,750.00 63,000	122.50	14,697.04 58,788	1,052.96	490.00	3.1
100,000	LOCKHEED MARTIN CORP Ticker LMT	539830109 IND	7,776.00 77,760	63.00	6,010.75 60,108	1,765.25	252.00	3.2
155,000	MEDTRONIC INC Ticker MDT	585055106 HEA	6,727.00 43,400	0.00	7,412.35 47,822	-685.35	127.10	1.9
300,000	MICROSOFT CORP Ticker MSFT	594918104 IFT	8,601.00 28,670	39.00	7,721.39 25,738	879.61	156.00	1.8
150,000	PRAXAIR INC Ticker PX	74005P104 MAT	11,271.00 75,140	0.00	6,702.00 44,680	4,569.00	270.00	2.4
215,000	PROCTER & GAMBLE CO Ticker PG	742718109 CNS	13,605.20 63,280	0.00	11,927.40 55,476	1,677.80	378.40	2.8
150,000	QUALCOMM INC Ticker QCOM	747525103 IFT	5,502.44 36,683	25.50	6,148.30 40,989	-645.86	102.00	1.9

Settlement Date

FEIN# 52-108/407

U.S. TRUST



Bank of America Private Wealth Management

**Portfolio Detail**

Account: 45-20-020-0184507 CHELONIA INSTITUTE 2009 Form 990-PF

Feb 01, 2010 through Feb 28, 2010

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yd/ YTM
<b>U.S. Large Cap (cont)</b>									
55 000	TARGET CORP Ticker: TGT	87612E106 CND	2,833.60 51,520	9.35	926.65 16,848	926.65 16,848	1,906.95	37.40	1.3
30 000	TEXAS INSTRS INC Ticker: TXN	882508104 IFT	731.40 24,380	0.00	569.65 18,988	569.65 18,988	161.75	14.40	2.0
150 000	UNITEDHEALTH GROUP INC Ticker: UNH	91324P102 HEA	5,079.00 33,860	0.00	7,685.60 51,237	7,685.60 51,237	-2,606.60	4.50	0.1
150 000	VERIZON COMMUNICATIONS INC Ticker: VZ	92343V104 TEL	4,339.50 28,930	0.00	5,759.36 38,396	5,759.36 38,396	-1,419.86	285.00	6.6
20 000	WAL-MART STORES INC Ticker: WMT	931142103 CNS	1,081.40 54,070	0.00	1,028.60 51,430	1,028.60 51,430	52.80	21.80	2.0
99 000	WELLS FARGO & CO NEW COM Ticker: WFC	949746101 FIN	2,706.66 27,340	4.95	14,273.21 144,174	14,273.21 144,174	-11,566.55	19.80	0.7
<b>Total U.S. Large Cap</b>			<b>\$221,856.50</b>	<b>\$531.98</b>	<b>\$239,740.34</b>	<b>\$239,740.34</b>	<b>-\$17,883.84</b>	<b>\$5,592.30</b>	<b>2.5%</b>
<b>U.S. Mid Cap</b>									
1,307 324	COLUMBIA MID CAP INDEX FUND CLASS Z SHARES Ticker: NMPAX	19765J608 OEF	\$12,301.92 9,410	\$0.00	\$10,000.00 7,649	\$10,000.00 7,649	\$2,301.92	\$134.65	1.1%
660 000	ISHARES RUSSELL MIDCAP VALUE INDEX FUND Ticker: IWS	464287473 OEF	24,855.60 37,660	0.00	24,629.62 37,318	24,629.62 37,318	225.98	510.18	2.1
10 000	WEYERHAEUSER CO Ticker: WY	962166104 MAT	404.00 40,400	0.50	508.50 50,850	508.50 50,850	-104.50	2.00	0.5
<b>Total U.S. Mid Cap</b>			<b>\$37,561.52</b>	<b>\$0.50</b>	<b>\$35,138.12</b>	<b>\$35,138.12</b>	<b>\$2,423.40</b>	<b>\$646.83</b>	<b>1.7%</b>
<b>U.S. Small Cap</b>									
195 000	ISHARES RUSSELL 2000 VALUE INDEX FUND Ticker: IWN	464287630 OEF	\$11,503.05 58,990	\$0.00	\$12,051.14 61,801	\$12,051.14 61,801	-\$548.09	\$205.53	1.8%
<b>Total U.S. Small Cap</b>			<b>\$11,503.05</b>	<b>\$0.00</b>	<b>\$12,051.14</b>	<b>\$12,051.14</b>	<b>-\$548.09</b>	<b>\$205.53</b>	<b>1.8%</b>



\*910719605\*

Settlement Date

FEINA 52-1081407

### Portfolio Detail

Account: 45-20-020-0184507 CHELONIA INSTITUTE 2009 Form 990-PF

Feb 01, 2010 through Feb. 28, 2010

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>International Developed</b>								
3,016 191	COLUMBIA MULTI-ADVISOR INTL EQUITY FUND CLASS Z SHARES Ticker: NIEQX	19765H677 OEQ	\$32,605.02 10.810	\$0.00	\$39,120.00 12.970	-\$6,514.98	\$1,381.42	4.2%
270 000	ISHARES MSCI EAFE INDEX FUND Ticker: EFA	464287465 OEQ	14,207.40 52.620	0.00	14,513.40 53.753	-306.00	389.07	2.7
200 000	NOBLE CORP ISIN: CH003347318 SWITZERLAND Ticker: NE	H5833N103 ENR	8,452.00 42.260	0.00	6,955.00 34.775	1,497.00	37.60	0.4
<b>Total International Developed</b>								
			\$55,264.42	\$0.00	\$60,588.40	-\$5,323.98	\$1,808.09	3.3%
<b>Total Equities</b>								
			\$326,185.49	\$532.48	\$347,518.00	-\$21,332.51	\$8,252.75	2.5%

Investment Grade Taxable	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020
50,000 000	UNITED STATES TREAS NT DTD 05/31/06 4.875% DUE 05/31/11 Moody's: AAA S&P AAA	912828FH8	\$52,789.00 105.578	\$609.37	\$50,765.62 101.531	\$2,023.38	\$2,437.50	4.6%	0.4	
50,000 000	UNITED STATES TREAS NT DTD 07/31/07 4.625% DUE 07/31/12 Moody's: AAA S&P AAA	912828GZ7	54,340.00 108.680	185.25	50,269.53 100.539	4,070.47	2,312.50	4.3	1.0	
2,828 054	COLUMBIA INTERMEDIATE BOND FUND CLASS Z SHARES	19765N468	25,197.96 8.910	102.62	25,000.00 8.840	197.96	1,258.48	5.0		
<b>Total Investment Grade Taxable</b>										
			\$132,326.96	\$897.24	\$126,035.15	\$6,291.81	\$6,008.48	4.5%		
<b>Total Fixed Income</b>										
			\$132,326.96	\$897.24	\$126,035.15	\$6,291.81	\$6,008.48	4.5%		
<b>Total Portfolio</b>										
			\$511,228.29	\$1,432.81	\$526,268.99	-\$15,040.70	\$14,292.86	2.8%		

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 10

ACCUMULATED DEPRECIATION DETAIL

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL		
		BEGINNING BALANCE	ADDITIONS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	ENDING BALANCE
PA - 1997 LAND	L	80,651		80,651			
PA PROPERTY - 1997	SL	103,484		103,484	31,290	2,653	33,943
FARM IMPLEMENTS	SL	15,395		15,395	15,395		15,395
COMPUTER EQUIPMENT	SL	1,779		1,779	1,779		1,779
OTHER	SL	14,465		14,465	14,465		14,465
TOTALS		<u>215,774</u>		<u>215,774</u>	<u>62,929</u>		<u>65,582</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ARTWORK	4,655.	4,655.	4,655.
TOTALS	<u>4,655.</u>	<u>4,655.</u>	<u>4,655.</u>

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

ATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ROBERT W. TRULAND 1900 ORACLE WAY, #700 RESTON, VA 20190	PRESIDENT 1.00	0.	0.	0.
MARY W. TRULAND 1900 ORACLE WAY, #700 RESTON, VA 20190	SECRETARY 1.00	0.	0.	0.
GRAND TOTALS				
		0.	0.	0.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

CHELONIAN RESEARCH INSTITUTE  
402 S CENTRAL AVE  
OVIEDO, FL 32765

NONE  
PUBLIC CHARITY

GENERAL OPERATING SUPPORT

100,000

TOTAL CONTRIBUTIONS PAID

100,000

SCHEDULE D  
(Form 1041)

# Capital Gains and Losses

OMB No 1545-0092

## 2009

Department of the Treasury  
Internal Revenue Service

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

Name of estate or trust

CHELONIA INSTITUTE, INC.

Employer identification number

52-1081407

Note: Form 5227 filers need to complete only Parts I and II

### Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back	5	

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

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

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-20,410.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back	12	-20,410.

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

Schedule D (Form 1041) 2009

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part</b>				
<b>13</b> Net short-term gain or (loss)	<b>13</b>			
<b>14</b> Net long-term gain or (loss):				
<b>a</b> Total for year	<b>14a</b>			-20,410.
<b>b</b> Unrecaptured section 1250 gain (see line 18 of the wrksht)	<b>14b</b>			
<b>c</b> 28% rate gain	<b>14c</b>			
<b>15</b> Total net gain or (loss). Combine lines 13 and 14	<b>15</b>			-20,410.

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

<b>Part IV Capital Loss Limitation</b>	
<b>16</b> Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	<b>16</b>
<b>a</b> The loss on line 15, column (3) or <b>b</b> \$3,000	( 3,000 )

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

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

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

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

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

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

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



Description of Property

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
PA - 1997 LAND	03/01/1997	80,651	100.000												
PA PROPERTY - 1997	03/01/1997	103,484	100.000			103,484	31,290	33,943	SL		39,000				2,653
FARM IMPLEMENTS	03/01/1993	15,395	100.000			15,395	15,395	15,395	SL		7,000				
COMPUTER EQUIPMENT	03/01/1997	1,779	100.000			1,779	1,779	1,779	SL		5,000				
OTHER	03/01/1992	14,465	100.000			14,465	14,465	14,465	SL		7,000				
Less Retired Assets															
Subtotals		215,774				135,123	62,929	65,582							2,653

Listed Property

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending accumulated amortization	Code	Life	Current-year amortization
Less Retired Assets							
Subtotals		215,774		65,582			2,653

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending accumulated amortization	Code	Life	Current-year amortization
Less Retired Assets							
Subtotals		215,774		65,582			2,653