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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2009

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

For calendar year 2009, or tax year beginning 06/01, 2009, and ending

05/31, 2010

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☒ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

TW PRICE GILBERT JR. CHARITABLE FUND

A Employer identification number

58-2064640

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see page 10 of the instructions)

1525 W W.T. HARRIS BLVD. D1114-044

(336) 747-8185

City or town, state, and ZIP code

CHARLOTTE, NC 28288-1161

C If exemption application is
pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end

J Accounting method: ☒ Cash ☐ Accrual

of year (from Part II, col. (c), line

Other (specify)

16) ▶ \$ 7,816,966.

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see page 11 of the instructions))(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

Revenue

1 Contributions, gifts, grants, etc., received (attach schedule)

2 Check ☒ if the foundation is not required to
attach Sch. B.

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all
assets on line 6a 2,148,029.

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10 a 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

210,149.

202,794.

447,686.

447,686.

1,462.

659,297.

650,480.

52,825.

52,825.

2,039.

2,039.

54,864.

54,864.

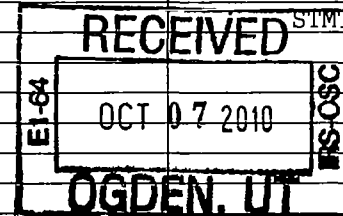
360,000.

414,864.

54,864.

244,433.

595,616.



STMT 3

Expenses

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach schedule)

c Other professional fees (attach schedule)

17 Interest

18 Taxes (attach schedule) (see page 14 of the instructions)

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

24 Total operating and administrative expenses.

Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

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

JSA

Form 990-PF (2009)

9E1410 1 000

RN9645 543P 09/02/2010 12:23:12

7

ENVELOPE
POSTMARK DATE OCT 04 2010EXPENSES
SCANNED OCT 14 2010
Operating

24

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	NONE	NONE		
	2	Savings and temporary cash investments	294,869.	112,975.	112,975.	
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ *		*	NONE	
		Less: allowance for doubtful accounts ▶	NONE	NONE	NONE	
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)	NONE	NONE	NONE	
	b	Investments - corporate stock (attach schedule)	NONE	NONE	NONE	
	c	Investments - corporate bonds (attach schedule)	NONE	NONE	NONE	
	Liabilities	11	Investments - land, buildings, and equipment basis	NONE		
		Less: accumulated depreciation (attach schedule) ▶	NONE	NONE		
12		Investments - mortgage loans	NONE	NONE		
13		Investments - other (attach schedule)	6,703,701.	7,141,617.	7,703,991.	
14		Land, buildings, and equipment basis				
		Less: accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶)	NONE	NONE	NONE	
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	6,998,570.	7,254,592.	7,816,966.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	6,998,570.	7,254,592.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	NONE	NONE		
	30	Total net assets or fund balances (see page 17 of the instructions)	6,998,570.	7,254,592.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	6,998,570.	7,254,592.			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,998,570.
2	Enter amount from Part I, line 27a	2	244,433.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	11,589.
4	Add lines 1, 2, and 3	4	7,254,592.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,254,592.

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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 SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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	447,686.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.**1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries.**

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	473,622.	7,245,432.	0.06536835899
2007	380,000.	9,682,651.	0.03924545045
2006	406,825.	9,566,235.	0.04252718023
2005	393,500.	9,145,299.	0.04302757078
2004	551,071.	8,859,257.	0.06220284613
2 Total of line 1, column (d)			2 0.25237140658
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 0.05047428132
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 7,640,120.
5 Multiply line 4 by line 3			5 385,630.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,956.
7 Add lines 5 and 6			7 391,586.
8 Enter qualifying distributions from Part XII, line 4			8 360,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	11,912.
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 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	
3 Add lines 1 and 2		3	11,912.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	11,912.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	2,880.	
b Exempt foreign organizations-tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	
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	9,032.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		11	

PAID VIA EFTPS

Part VII-A Statements Regarding Activities

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

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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 ▶ WELLS FARGO BANK, NA Telephone no ▶ (336) 747-8185			
Located at ▶ 1 WEST 4TH STREET, WINSTON SALEM, NC ZIP + 4 ▶ 27101-3818				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <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 page 20 of the instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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.)	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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐

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

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

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		52,825.	-0-	-0-

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		NONE	NONE	NONE

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 9		NONE

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	7,755,490.
b	Average of monthly cash balances	1b	977.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	7,756,467.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	7,756,467.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	116,347.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,640,120.
6	Minimum investment return. Enter 5% of line 5	6	382,006.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	382,006.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	11,912.
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	11,912.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	370,094.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	370,094.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	370,094.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	360,000.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	360,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	360,000

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				370,094.
2 Undistributed income, if any, as of the end of 2009.				
a Enter amount for 2008 only			359,052.	
b Total for prior years 20 <u>07</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2009				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ <u>360,000.</u>				
a Applied to 2008, but not more than line 2a			359,052.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				948.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				369,146.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2005	NONE			
b Excess from 2006	NONE			
c Excess from 2007	NONE			
d Excess from 2008	NONE			
e Excess from 2009	NONE			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

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

4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

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

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

SEE STATEMENT 10

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

N/A

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

N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE STATEMENT 11				
Total			3a	360,000.
b <i>Approved for future payment</i>				
Total			3b	

Form **990-PF** (2009)

Enter gross amounts unless otherwise indicated

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

NOT APPLICABLE

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

[illegible]

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

b If "Yes," complete the following schedule

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

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

Sign Here

RAH

Signature of officer or trustee

WELLS FARGO BANK, N.A.

09/02/2010

Date _____

Trustee

Title

**Paid
Preparer's
Use Only**

Preparer's
signature

Date _____

Check if self-employed ►

Preparer's identifying
number (See **Signature** on
page 30 of the instructions)

Firm's name (or yours if self-employed), address, and ZIP code

EIN ▶

Phone no

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS				12,229.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS				7,185.	
14,495.00		575. AT&T INC PROPERTY TYPE: SECURITIES 21,080.00				03/09/2007 -6,585.00	06/29/2009
10,865.00		275. FIRSTENERGY CORP COM 12/01/2004 PROPERTY TYPE: SECURITIES 19,982.00				07/28/2008 -9,117.00	06/29/2009
90,000.00		5671.077 EII INTERNATIONAL PROPERTY-I #3 PROPERTY TYPE: SECURITIES 51,947.00				02/03/2009 38,053.00	11/24/2009
750,000.00		70159.027 PIMCO MODERATE DURATION-INST # PROPERTY TYPE: SECURITIES 684,051.00				12/09/2008 65,949.00	11/24/2009
26,261.00		500. NORFOLK SOUTHN CORP COM W/RIGHTS AT PROPERTY TYPE: SECURITIES 30,930.00				11/04/2008 -4,669.00	03/01/2010
23,961.00		800. OWENS ILL INC COM PROPERTY TYPE: SECURITIES 37,624.00				07/28/2008 -13,663.00	03/01/2010
13,033.00		450. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES 19,202.00				01/14/2008 -6,169.00	03/01/2010
75,000.00		5241.09 ARTISAN FDS INC SMALL CAP FD #66 PROPERTY TYPE: SECURITIES 91,143.00				11/16/2005 -16,143.00	05/12/2010
100,000.00		6816.632 EII INTERNATIONAL PROPERTY-I #3 PROPERTY TYPE: SECURITIES 62,440.00				02/03/2009 37,560.00	05/12/2010
75,000.00		4078.304 HARBOR FD SMALL CAP VALUE FD PROPERTY TYPE: SECURITIES 82,993.00				08/16/2005 -7,993.00	05/12/2010

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)	
200,000.00		22246.941 PIMCO FDS PAC INVT MGMT SER HI PROPERTY TYPE: SECURITIES 137,486.00					12/09/2008	05/12/2010
							62,514.00	
100,000.00		9425.07 PIMCO EMERG MKTS BD-INST #137 PROPERTY TYPE: SECURITIES 83,883.00					04/30/2009	05/12/2010
							16,117.00	
500,000.00		29655.99 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES 266,014.00					02/03/2009	05/12/2010
							233,986.00	
150,000.00		11645.964 TOUCHSTONE MID CAP FD Y #354 PROPERTY TYPE: SECURITIES 111,568.00					12/09/2008	05/12/2010
							38,432.00	
TOTAL GAIN (LOSS)					----- 447,686. =====	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AMERIPRISE FINANCIAL INC	61.	61.
AON CORP COM	399.	399.
ARCHER DANIELS MIDLAND CO COM	342.	342.
BAXTER INTL INC COM W/RIGHTS ATTACHED EX	484.	484.
BECTON DICKINSON & CO COM	658.	658.
BRISTOL-MYERS SQUIBB CO COM	2,394.	2,394.
CA INC	104.	104.
CENTURYTEL INC COM	873.	873.
CHUBB CORP COM	321.	321.
CONOCOPHILLIPS COM	1,009.	1,009.
DELAWARE POOLED TR INTL EQUITY PORTFOLIO	9,753.	9,753.
EII INTERNATIONAL PROPERTY-I #30	5,490.	5,490.
EVERGREEN INTL BOND FUND CL I (FD #460)	6,000.	6,000.
EVERGREEN SELECT MONEY MKT TR PRIME CASH	405.	405.
EVERGREEN INTERNATIONAL GROWTH FUND CL I	9,588.	9,588.
EXXON MOBIL CORP COM	1,344.	1,344.
FIRSTENERGY CORP COM 12/01/2004	151.	151.
GAP INC COM	320.	320.
GENERAL MILLS INC COM W/RTS EXP 02/01/20	1,152.	1,152.
HARBOR FD SMALL CAP VALUE FD	948.	948.
HEWLETT-PACKARD CO COM	528.	528.
INTEL CORP COM	609.	609.
INTL BUSINESS MACHINES CORP COM	781.	781.
JP MORGAN CHASE & CO COM	195.	195.
JOHNSON & JOHNSON COM	2,076.	2,076.
KELLOGG CO COM	872.	872.
LOCKHEED MARTIN CORP COM	660.	660.
MCDONALDS CORP COM	1,575.	1,575.
MICROSOFT CORP COM	554.	554.
NIKE INC CL B COM	946.	946.
NORFOLK SOUTHN CORP COM W/RIGHTS ATTACHE	680.	680.
OCCIDENTAL PETE CORP COM	1,030.	1,030.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
PIMCO LOW DURATION FD INSTL CL	6,277.	6,277.
PIMCO MODERATE DURATION-INST #120	42,653.	42,653.
PIMCO FDS PAC INVT MGMT SER HIGH YLD FD	43,666.	43,666.
PIMCO EMERG MKTS BD-INST #137	17,728.	17,728.
PFIZER INC COM W/RTS ATTACHED EXP 10/15/	710.	710.
PIMCO COMMODITY REAL RET STRAT-I#45	4,774.	4,774.
PRAXAIR INC COM	825.	825.
PRECISION CASTPARTS CORP COM	27.	27.
PROCTER & GAMBLE CO COM	1,847.	1,847.
ROSS STORES INC COM	539.	539.
ROWE T PRICE REAL ESTATE FD COM	21,583.	14,638.
SSGA EMERGING MARKETS FD S #1510	1,120.	1,120.
SEMPRA ENERGY COM	1,014.	1,014.
STATE STR CORP COM	5.	5.
TOUCHSTONE MID CAP FD Y #354	4,171.	4,171.
UNITED TECHNOLOGIES CORP COM	1,185.	1,185.
UNUMPROVIDENT CORP COM	54.	54.
VANGUARD INFLAT PROTECT SEC FD #119	5,885.	5,885.
VERIZON COMMUNICATIONS COM	1,766.	1,766.
ACCENTURE PLC	394.	394.
COOPER INDUSTRIES PLC NEW IRELAND	426.	426.
COOPER IND LTD CL A	410.	
ACE LIMITED	744.	744.
EVERGREEN PRIME CASH MGMT I CL #494	44.	44.
	-----	-----
TOTAL	210,149.	202,794.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
EXCISE TAX REFUND	1,462.

TOTALS	1,462.
	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES ON QUALIFIED FOR	1,838.	1,838.
FOREIGN TAXES ON NONQUALIFIED	201.	201.
	-----	-----
TOTALS	2,039.	2,039.
	=====	=====

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

COST TO BOOK VALUE/CTF ADJ

11,589.

TOTAL

11,589.
=====

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

GA

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

=====

OFFICER NAME:

WELLS FARGO BANK, NA

ADDRESS:

1525 W WT HARRIS BLVD. D1114-044

CHARLOTTE, NC 28288-1161

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 52,825.

TOTAL COMPENSATION: 52,825.

=====

TW PRICE GILBERT JR. CHARITABLE FUND

58-2064640

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES
=====

EMPLOYEE NAME:
NONE

STATEMENT 8

TW PRICE GILBERT JR. CHARITABLE FUND

58-2064640

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

=====

NAME:

NONE

STATEMENT 9

XD576 2 000

RN9645 543P 09/02/2010 12:23:12

30 -

TW PRICE GILBERT JR. CHARITABLE FUND
FORM 990PF, PART XV - LINES 2a - 2d

58-2064640

=====

RECIPIENT NAME:

See attached schedules

FORM, INFORMATION AND MATERIALS:

Contact, deadline, and qualification information provided
on attached statements

STATEMENT 10



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GRANT GUIDELINES

The Price Gilbert, Jr. Charitable Fund makes grants to charitable and educational institutions in the Atlanta area. Grantmaking focuses on capital projects.

All requests must include the following information:

- Background information on the organization requesting the grant, including a brief history of the organization, list of current officers and directors, current address and phone number of the organization, and name and title of primary contact at the organization
- The goals, objectives, and budget for the project or program for which funds are being requested
- The amount of the grant being requested
- A summary of how funds will be used and how other funds will be obtained if the grant requested is not for the complete cost of the project or program
- Supporting financial information on organization, to include current financial statements
- A copy of the organization's tax exemption letter from the Internal Revenue Service

The foundation's board meets semi-annually in March and September. Requests must be received before February 1 and August 1 respectively in order to be considered.

Contact Information:

Ms. Joyce Yamaato, VP (404)238-0444
Wachovia Bank
3280 Peachtree Rd. NE, Ste 300
Atlanta, GA 30305

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Grant Application

The Foundation

Name of Foundation: _____

The Organization

Name of Organization: _____
(Exactly as it appears on your 501(c)(3) federal tax exemption letter)

Address: _____

City, State, and Zip: _____

Contact Person and Title: _____

Address: _____

Telephone: _____

Project/Campaign Title: _____ Project/Campaign Goal: _____

Amount Requested: _____ Requested Payment Date(s): _____

1. Summarize the organization's mission statement, current programs and the benefits of the organization to the broad community.

2. Attach a copy or list the current members of the Board of Directors.

Grant Application

page 2

3. Summarize the organization's principal means of financial support and attach a copy of your current audited financial statement.
4. Attach a copy of the IRS certification indicating the organization's status as tax-exempt and as a private or public foundation (Tax Identification Number is not sufficient)

The Project Campaign

1. Describe the major goals, purpose, and objectives of the project/campaign for which funds are requested.
2. Provide a detailed project/campaign budget and list future funding needs if the project is to continue.
3. List other sources of financial aid for the project/campaign.
Other organizations: (Name and amount applied for; indicate whether pending, granted, or denied.)

Federal or state aid: (Name and amount applied for; indicate whether pending, granted, or denied.)

Submitted By:

Signature and Title: _____ Date: _____

TW PRICE GILBERT JR. CHARITABLE FUND 58-2064640
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

SEE ATTACHED

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CONTRIBUTIONS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 360,000.

TOTAL GRANTS PAID: 360,000.

=====

STATEMENT 11

Date	Payee	Amount
1/28/2010	CHARITABLE CONTRIBUTION ARTHRITIS FOUNDATION, INC	(10,000.00)
1/28/2010	CHARITABLE CONTRIBUTION ATLANTA BALLET INC	(50,000.00)
1/28/2010	CHARITABLE CONTRIBUTION ATLANTA BOTANICAL GARDEN INC	(15,000.00)
1/28/2010	CHARITABLE CONTRIBUTION ATLANTA GIRLS' SCHOOL	(10,000.00)
1/28/2010	CHARITABLE CONTRIBUTION ATLANTA RONALD MCDONALD HOUSE CHARITIES	(10,000.00)
1/28/2010	CHARITABLE CONTRIBUTION BOBBY DODD INSTITUTE	(15,000.00)
1/28/2010	CHARITABLE CONTRIBUTION BOYS & GIRLS CLUBS OF METRO ATLANTA	(10,000.00)
1/28/2010	CHARITABLE CONTRIBUTION CAMP TWIN LAKES	(10,000.00)
1/28/2010	CHARITABLE CONTRIBUTION CHASTAIN PARK CONSERVANCY	(15,000.00)
1/28/2010	CHARITABLE CONTRIBUTION CHILDREN'S MUSEUM OF ATLANTA, INC	(5,000.00)
1/28/2010	CHARITABLE CONTRIBUTION COMMUNITIES IN SCHOOLS OF ATLANTA	(5,000.00)
1/28/2010	CHARITABLE CONTRIBUTION CREATE YOUR DREAMS	(10,000.00)
1/28/2010	CHARITABLE CONTRIBUTION CREATING PRIDE ATLANTA	(10,000.00)
1/28/2010	CHARITABLE CONTRIBUTION DAD'S GARAGE	(5,000.00)
1/28/2010	CHARITABLE CONTRIBUTION FERNBANK, INC	(30,000.00)
1/28/2010	CHARITABLE CONTRIBUTION GEORGE WEST MENTAL HEALTH FOUNDATION	(10,000.00)
1/28/2010	CHARITABLE CONTRIBUTION GEORGIA COUNCIL FOR INTERNATIONAL VISITORS	(10,000.00)
1/28/2010	CHARITABLE CONTRIBUTION GIRL SCOUTS OF GREATER ATLANTA	(10,000.00)
1/28/2010	CHARITABLE CONTRIBUTION JEWISH FAMILY & CAREER SERVICES	(5,000.00)
1/28/2010	CHARITABLE CONTRIBUTION MARCUS AUTISM CENTER	(5,000.00)
1/28/2010	CHARITABLE CONTRIBUTION COMMUNITY FOUNDATION FOR GREATER ATLANTA	(20,000.00)
1/28/2010	CHARITABLE CONTRIBUTION MOREHOUSE SCHOOL OF MEDICINE	(10,000.00)
1/28/2010	CHARITABLE CONTRIBUTION NATIONAL BLACK ARTS FESTIVAL	(20,000.00)
1/28/2010	CHARITABLE CONTRIBUTION PREVENT CHILD ABUSE GEORGIA	(5,000.00)
1/28/2010	CHARITABLE CONTRIBUTION ROBERT W WOODRUFF ARTS CENTER	(10,000.00)
1/28/2010	CHARITABLE CONTRIBUTION SOPHIA ACADEMY	(10,000.00)
1/28/2010	CHARITABLE CONTRIBUTION TRUST FOR PUBLIC LAND	(10,000.00)
1/28/2010	CHARITABLE CONTRIBUTION YMCA OF METROPOLITAN ATLANTA	(10,000.00)
1/28/2010	CHARITABLE CONTRIBUTION YOUNG AUDIENCES	(15,000.00)
Total		(360,000.00)

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2009

Name of estate or trust

TW PRICE GILBERT JR. CHARITABLE FUND

Employer identification number

58-2064640

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 SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			12,229.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	94,885.
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	107,114.

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

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			7,185.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	333,387.
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	340,572.

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

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		107,114.
14	Net long-term gain or (loss):			
a	Total for year	14a		340,572.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		447,686.

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

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Schedule D (Form 1041) 2009

Department of the Treasury
Internal Revenue Service

► See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust

Employer identification number

TW PRICE GILBERT JR. CHARITABLE FUND

58-2064640

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

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b	94,885.00
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

FEDERAL CAPITAL GAIN DIVIDENDS

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SHORT-TERM CAPITAL GAIN DIVIDENDS

PIMCO LOW DURATION FD INSTL CL	546.00
PIMCO MODERATE DURATION-INST #120	11,683.00

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS	12,229.00
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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

AOL TIME WARNER INC COM	422.00
AMERICAN INTL GRP INC COM	148.00
FREDDIE MAC COM VTG	47.00
I2 TECHNOLOGIES INC COM	123.00
PIMCO LOW DURATION FD INSTL CL	76.00
PIMCO MODERATE DURATION-INST #120	2,485.00
PIMCO COMMODITY REAL RET STRAT-I#45	1,188.00
QWEST COMMUNICATIONS INTL INC COM	396.00
TENET HEALTHCARE CORP COM W/RIGHTS ATTACHED E	19.00
UNITEDHEALTH GRP INC COM	2,282.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	7,185.00
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TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	7,185.00
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WELLS FARGO BANK, N.A.
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DETAIL LIST
SELECTED ACCOUNTS 05/31/10 THROUGH 05/31/10
SETTLE DATE POSITION FOR PRICE GILBERT JR AS OF 05/31/10

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

299920330	EVERGREEN PRIME CASH FD (FD #494)		70,357.61	70,357.61		
TOTAL	TEMPORARY INVESTMENTS		70,357.61	70,357.61		
HEDGE FUND - EQUITY/OTHER						

7HF0007H6	CB RICHARD ELLIS REAL ESTATE INVESTMENT TRUST	400,000	400,000.00	400,000.00 **	400,000.00	400,000.00
7HF0007Q6	WELLS FARGO MULTI-STRATEGY 100 TEI FUND I, LLC	260,000	260,000.00	260,000.00 **	260,000.00	260,000.00
7HF000E62	GRAHAM II BLENDED STRATEGIES PORTFOLIO CLASS O (RF)	140,000	140,000.00	140,000.00 **	140,000.00	140,000.00
7HF000GP8	ROBECO-SAGE MULTI-STRATEGY TEI INSTITUTIONAL FUND LLC (RF)	260,000	260,000.00	260,000.00 **	260,000.00	260,000.00
7HF000HE2	ALPHA METRIX MANAGED FUTURES III LLC (RF)	140,000	140,000.00	140,000.00 **	140,000.00	140,000.00
TOTAL	HEDGE FUND - EQUITY/OTHER	1,200,000	1,200,000.00	1,200,000.00	1,200,000.00	1,200,000.00
MUTUAL FUNDS - FIXED TAXABLE						

299908830	EVERGREEN INTERNATIONAL BOND FD CL I (FD #460)	24,875.621	250,000.00	268,407.95	250,000.00	250,000.00
693390304	PIMCO LOW DURATION FD/UNITED STATES INST CL	72,674.419	750,000.00	757,267.45	750,000.00	750,000.00
693390593	PIMCO MODERATE DURATION FD INST CL	78,199.947	762,449.49	840,649.43	762,449.49	762,449.49
693390841	PIMCO HIGH YIELD FD INSTL CL	41,588.01	257,013.90	365,142.73	257,013.90	257,013.90
693391559	PIMCO EMERGING MARKETS BOND FD INS CL	21,361.447	190,116.88	224,295.19	190,116.88	190,116.88

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DETAIL LIST
SELECTED ACCOUNTS 05/31/10 THROUGH 05/31/10
SETTLE DATE POSITION FOR PRICE GILBERT JR AS OF 05/31/10

CUSIP #	SECURITY NAME	UNITS / ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
922031869	VANGUARD INFLATION-PROTECTED SECURITIES FD IV CL	21,477.663	250,000.00	275,773.19	250,000.00	250,000.00
TOTAL	MUTUAL FUNDS - FIXED TAXABLE	260,177.107	2,459,580.27	2,731,535.94	2,459,580.27	2,459,580.27
	MUTUAL FUNDS - OTHER					
26852M105	EII INTERNATIONAL PROPERTY-I EII INTL PROPERTY-I	14,804.868	135,612.59	207,268.15	135,612.59	135,612.59
68380Y409	OPPENHEIMER COMMODITY STRATEGY TOTAL RETURN FD CL Y	91,575.092	250,000.00	279,304.03	250,000.00	250,000.00
722005667	PIMCO COMMODITY REALRETURN STRATEGY FD INSTL	11,990.408	100,000.00	89,688.25	100,000.00	100,000.00
779919109	T ROWE PRICE REAL ESTATE FD	19,396.406	173,985.76	301,614.11	173,985.76	173,985.76
TOTAL	MUTUAL FUNDS - OTHER	137,766.774	659,598.35	877,874.54	659,598.35	659,598.35
	COMMON STOCKS					
001055102	AFLAC INC COM	300	14,984.19	13,290.00	14,984.19	14,984.19
03076C106	AMERIPRISE FINANCIAL INC COM	340	13,665.25	13,528.60	13,665.25	13,665.25
037389103	AON CORP COM	665	23,627.45	26,247.55	23,627.45	23,627.45
039483102	ARCHER DANIELS MIDLAND CO COM	600	16,396.98	15,162.00	16,396.98	16,396.98
055921100	BMC SOFTWARE INC COM	975	31,633.48	36,084.75	31,633.48	31,633.48
071813109	BAXTER INTL INC COM	440	21,986.80	18,581.20	21,986.80	21,986.80
075887109	BECTON DICKINSON & CO COM	470	27,292.90	33,511.00	27,292.90	27,292.90
110122108	BRISTOL-MYERS SQUIBB CO COM	1,900	40,489.00	44,099.00	40,489.00	40,489.00
12673P105	CA INC COM	650	11,420.50	13,162.50	11,420.50	11,420.50
156700106	CENTURYTEL INC COM	411	13,010.97	14,109.63	13,010.97	13,010.97
171232101	CHUBB CORP COM	300	12,008.97	15,072.00	12,008.97	12,008.97

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DETAIL LIST
SELECTED ACCOUNTS 05/31/10 THROUGH 05/31/10
SETTLE DATE POSITION FOR PRICE GILBERT JR AS OF 05/31/10

CUSIP #	SECURITY NAME	UNITS /	ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
20825C104	CONOCOPHILLIPS COM	520		22,799.59	26,967.20	21,907.60	21,907.60
30231G102	EXXON MOBIL CORP COM	800		27,669.36	48,368.00	26,038.70	26,038.70
364760108	GAP INC COM	900		11,160.00	19,620.00	11,160.00	11,160.00
370334104	GENERAL MILLS INC COM	600		38,430.00	42,738.00	38,430.00	38,430.00
428236103	HEWLETT-PACKARD CO COM	1,650		42,402.18	75,916.50	40,891.32	40,891.32
458140100	INTEL CORP COM	1,055		26,160.58	22,598.10	24,863.50	24,863.50
459200101	INTL BUSINESS MACHINES CORP COM	355		29,685.10	44,467.30	29,685.10	29,685.10
46625H100	JP MORGAN CHASE & CO COM	975		41,622.75	38,590.50	41,622.75	41,622.75
478160104	JOHNSON & JOHNSON COM	1,059		53,072.85	61,739.70	45,344.52	45,344.52
487836108	KELLOGG COMPANY COM	595		26,352.55	31,790.85	26,352.55	26,352.55
539830109	LOCKHEED MARTIN CORP COM	275		29,102.54	21,978.00	29,507.20	29,507.20
580135101	MCDONALDS CORP COM	750		42,546.53	50,152.50	42,546.53	42,546.53
594918104	MICROSOFT CORP COM	1,066		27,537.32	27,502.80	17,756.28	17,756.28
654106103	NIKE INC CL B COM	910		34,875.53	65,865.80	30,985.50	30,985.50
674599105	OCCIDENTAL PETE CORP COM	780		30,108.00	64,357.80	30,108.00	30,108.00
717081103	PFIZER INC COM	1,075		19,651.00	16,372.25	19,651.00	19,651.00
74005P104	PRAXAIR INC COM	500		24,196.40	38,800.00	24,196.40	24,196.40
740189105	PRECISION CASTPARTS CORP COM	225		20,902.50	26,257.50	20,902.50	20,902.50
742718109	PROCTER & GAMBLE CO COM	1,025		46,033.68	62,617.25	40,542.35	40,542.35
778296103	ROSS STORES INC COM	1,100		39,941.00	57,640.00	39,941.00	39,941.00
790849103	ST JUDE MED INC COM	375		17,261.25	14,002.50	17,261.25	17,261.25
816851109	SEMPRA ENERGY COM	650		28,678.00	29,900.00	28,678.00	28,678.00

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DETAIL LIST
SELECTED ACCOUNTS 05/31/10 THROUGH 05/31/10
SETTLE DATE POSITION FOR PRICE GILBERT JR AS OF 05/31/10

CUSIP #	SECURITY NAME	UNITS /	ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
857477103	STATE STREET CORP COM	450		20,199.33	17,176.50	20,199.33	20,199.33
913017109	UNITED TECHNOLOGIES CORP COM	750		30,770.58	50,535.00	22,737.00	22,737.00
91529Y106	UNUMPROVIDNET GROUP COM	650		13,824.27	15,015.00	13,824.27	13,824.27
92343V104	VERIZON COMMUNICATIONS COM	600		25,602.90	16,512.00	25,602.90	25,602.90
G1151C101	ACCENTURE PLC-CL A COM	350		11,361.00	13,132.00	11,361.00	11,361.00
G24140108	COOPER INDUSTRIES PLC-CL A COM	820		29,450.30	38,515.40	27,034.80	27,034.80
H0023R105	ACE LIMITED COM	600		32,352.00	29,496.00	32,352.00	32,352.00
TOTAL	COMMON STOCKS	28,511		1,070,265.58	1,311,472.68	1,027,999.84	1,027,999.84
MUTUAL FUNDS - EQUITY							

04314H105	ARTISAN SMALL CAP FD INV CL	12,594.836		219,024.20	169,904.34	219,024.20	219,024.20
411511843	HARBOR SMALL CAP VALUE FUND INS CL	9,252.493		187,554.21	158,957.83	186,151.39	186,151.39
89155H793	TOUCHSTONE MID CAP FUND INST	34,770.365		332,374.65	412,724.23	332,131.67	332,131.67
TOTAL	MUTUAL FUNDS - EQUITY	56,617.694		738,953.06	741,586.40	737,307.26	737,307.26
MUTUAL FUNDS - INTERNATIONAL EQUITY							

246248306	DELAWARE POOLED TRUST-THE INTERNATIONAL EQUITY PORTFOLIO	21,917.251		457,000.00	249,199.14	457,000.00	457,000.00
299924704	EVERGREEN INTERNATIONAL EQUITY FD CL I (FD #252)	56,898.834379		393,498.59	358,462.66	384,710.12	384,710.12
300237401	EVERGREEN EMERGING MARKETS GROWTH FD CL I (FD #763)	10,306.202554		96,721.30	190,664.75	90,403.62	90,403.62
784924425	SSGA EMERGING MARKETS FUND CL S	2,390.438		66,000.00	43,195.21	66,000.00	66,000.00
TOTAL	MUTUAL FUNDS - INTERNATIONAL EQUITY	91,512.725933		1,013,219.89	841,521.76	998,113.74	998,113.74
PRINCIPAL CASH							
				0.00	0.00		
*****	PRINCIPAL TOTAL	1,774,585.300933		7,211,974.76	7,774,348.93	7,082,599.46	7,082,599.46