



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



P

Form 990-PF

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

OMB No 1545-0052

2009

Department of the Treasury Internal Revenue Service

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

For calendar year 2009, or tax year beginning 06/01, 2009, and ending 05/31, 2010

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

Name of foundation: TCH PAUL HOLBROOK 52-3621300. Employer identification number: 62-6187596. Address: P.O. BOX 1908, ORLANDO, FL 32802-1908.

H Check type of organization: [X] Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$1,033,497. J Accounting method: [X] Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (Total: 28,355) and Operating and Administrative Expenses (Total: 2,245).

ENVELOPE POSTMARK DATE OCT 15 2010

SCANNED OCT 25 2010

RECEIVED OCT 19 2010 COBEN, ET

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		18,734.	25,059.	25,059.
	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)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) STMT 5		1,012,843.	943,714.	1,008,438.	
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		1,031,577.	968,773.	1,033,497.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	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		1,013,212.	968,773.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		18,365.		
30	Total net assets or fund balances (see page 17 of the instructions)		1,031,577.	968,773.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		1,031,577.	968,773.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,031,577.
2	Enter amount from Part I, line 27a	2	-62,804.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	968,773.
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	968,773.

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) FMV 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	-31,513.	
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	58,405.	952,466.	0.06131977414
2007	60,439.	1,148,187.	0.05263863813
2006	60,063.	1,130,339.	0.05313715620
2005	59,070.	1,105,563.	0.05342979098
2004	60,587.	1,096,690.	0.05524532913
2 Total of line 1, column (d)			0.27577068858
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			0.05515413772
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			1,019,954.
5 Multiply line 4 by line 3			56,255.
6 Enter 1% of net investment income (1% of Part I, line 27b)			261.
7 Add lines 5 and 6			56,516.
8 Enter qualifying distributions from Part XII, line 4			58,280.

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		
	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	261.
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	261.
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	261.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	340.
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	340.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	79.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	79.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b	N/A	
5		X
6	X	
7	X	
8a		
8b	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)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	
Website address <input type="checkbox"/> N/A				
14 The books are in care of <input type="checkbox"/> SunTrust Bank Inc. Telephone no <input type="checkbox"/> (615) 748-4879				
Located at <input type="checkbox"/> P. O. BOX 305110, NASHVILLE, TN ZIP + 4 <input type="checkbox"/> 37230-5110				
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/>				
and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 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 type="checkbox"/> Yes <input checked="" 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"/>	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="checkbox"/>		
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 <input type="checkbox"/>		
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	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

5b		N/A
6b		X
7b		N/A

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		3,911.	-0-	-0-

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,016,329.
b	Average of monthly cash balances	1b	19,157.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,035,486.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,035,486.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	15,532.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,019,954.
6	Minimum investment return. Enter 5% of line 5	6	50,998.

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	50,998.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	261.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	261.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	50,737.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	50,737.
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	50,737.

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	58,280.
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	58,280.
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	261.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	58,019.

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				50,737.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			NONE	
b Total for prior years 20 07, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				NONE
b From 2005				NONE
c From 2006				NONE
d From 2007				NONE
e From 2008				9,314.
f Total of lines 3a through e	9,314.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 58,280.				
a Applied to 2008, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				50,737.
e Remaining amount distributed out of corpus	7,543.			
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	16,857.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	16,857.			
10 Analysis of line 9				
a Excess from 2005				NONE
b Excess from 2006				NONE
c Excess from 2007				NONE
d Excess from 2008				9,314.
e Excess from 2009				7,543.

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	
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

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>a Paid during the year</p> <p>SEE STATEMENT 8</p>				
Total				55,324.
<p>b Approved for future payment</p>				
Total				

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- a Transfers from the reporting foundation to a noncharitable exempt organization of
- (1) Cash 1a(1) Yes No
 - (2) Other assets 1a(2) Yes No
- b Other transactions
- (1) Sales of assets to a noncharitable exempt organization 1b(1) Yes No
 - (2) Purchases of assets from a noncharitable exempt organization 1b(2) Yes No
 - (3) Rental of facilities, equipment, or other assets 1b(3) Yes No
 - (4) Reimbursement arrangements 1b(4) Yes No
 - (5) Loans or loan guarantees 1b(5) Yes No
 - (6) Performance of services or membership or fundraising solicitations 1b(6) Yes No
- c Sharing of facilities, equipment, mailing lists, other assets, or paid employees 1c Yes No
- 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.

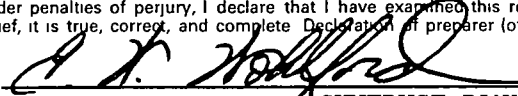

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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 No

b If "Yes," complete the following schedule

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

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

Sign Here			10/04/2010	TRUSTEE
	Signature of officer or trustee		Date	Title
Paid Preparer's Use Only			10/04/2010	Preparer's identifying number (See Signature on page 30 of the instructions) P00353001
	Firm's name (or yours if self-employed), address, and ZIP code		Check if self-employed <input type="checkbox"/>	EIN ▶ 13-5565207
		KPMG LLP 100 WESTMINSTER ST, 6TH FL, SUITE A PROVIDENCE, RI 02903-9605	Phone no 800-413-8811	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					1,727.	
233.00		24.322			RIDGEWORTH FD-AGGRESSIVE GRWTH #5 PROPERTY TYPE: SECURITIES 197.00		04/02/2009 36.00	06/26/2009
582.00		57.51			RIDGEWORTH FD-SMALLCAP GROWTH #614 PROPERTY TYPE: SECURITIES 1,173.00		09/30/2004 -591.00	06/26/2009
589.00		26.484			RIDGEWORTH FD-SEL L/C GRWTH STK # PROPERTY TYPE: SECURITIES 542.00		04/02/2009 47.00	06/26/2009
220.00		30.014			RIDGEWORTH FD-MIDCAP CORE EQ #520 PROPERTY TYPE: SECURITIES 214.00		05/12/2009 6.00	06/26/2009
244.00		32.84			RIDGEWORTH FD-LARGECAP GRTH STK#51 PROPERTY TYPE: SECURITIES 346.00		12/06/2002 -102.00	06/26/2009
680.00		65.637			RIDGEWORTH FD-LARGECAP CORE EQTY# PROPERTY TYPE: SECURITIES 1,172.00		12/28/2006 -492.00	06/26/2009
637.00		58.548			RIDGEWORTH FD-INTL EQ INDEX-I #53 PROPERTY TYPE: SECURITIES 620.00		05/12/2009 17.00	06/26/2009
90.00		8.679			RIDGEWORTH FD-AGGRESSIVE GRWTH #55 PROPERTY TYPE: SECURITIES 70.00		04/02/2009 20.00	08/19/2009
245.00		25.708			RIDGEWORTH FD-SMALLCAP VAL EQTY # PROPERTY TYPE: SECURITIES 492.00		09/30/2004 -247.00	08/19/2009
1,715.00		197.809			RIDGEWORTH FD-MIDCAP VAL EQTY #4 PROPERTY TYPE: SECURITIES 1,501.00		06/26/2009 214.00	08/19/2009

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
685.00		84.988	RIDGEWORTH FD-MIDCAP CORE EQ #520 PROPERTY TYPE: SECURITIES	606.00			05/12/2009	08/19/2009
							79.00	
820.00		82.164	RIDGEWORTH FD-LARGECAP VAL EQTY#5 PROPERTY TYPE: SECURITIES	746.00			06/26/2009	08/19/2009
							74.00	
270.00		24.043	RIDGEWORTH FD-LARGECAP CORE EQTY# PROPERTY TYPE: SECURITIES	429.00			12/28/2006	08/19/2009
							-159.00	
1,405.00		116.986	RIDGEWORTH FD-INTL EQ INDEX-I #5 PROPERTY TYPE: SECURITIES	1,091.00			10/10/2001	08/19/2009
							314.00	
18,155.00		2079.611	RIDGEWORTH FD-SEIX HIGH YIELD # PROPERTY TYPE: SECURITIES	17,082.00			06/26/2009	08/19/2009
							1,073.00	
49,700.00		4183.502	RIDGEWORTH FD-LARGECAP CORE EQT PROPERTY TYPE: SECURITIES	74,676.00			12/28/2006	09/28/2009
							-24,976.00	
1,100.00		121.145	RIDGEWORTH FD-SEIX HIGH YIELD #8 PROPERTY TYPE: SECURITIES	943.00			04/02/2009	09/28/2009
							157.00	
635.00		58.204	RIDGEWORTH FD-SMALLCAP VAL EQTY # PROPERTY TYPE: SECURITIES	1,115.00			09/30/2004	12/29/2009
							-480.00	
1,230.00		97.697	RIDGEWORTH FD-SMALLCAP GROWTH #61 PROPERTY TYPE: SECURITIES	1,993.00			09/30/2004	12/29/2009
							-763.00	
1,400.00		139.303	RIDGEWORTH FD-MIDCAP VAL EQTY #4 PROPERTY TYPE: SECURITIES	1,329.00			09/28/2009	12/29/2009
							71.00	
2,730.00		294.498	RIDGEWORTH FD-MIDCAP CORE EQ #52 PROPERTY TYPE: SECURITIES	2,544.00			09/28/2009	12/29/2009
							186.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
20,965.00		1893.857					09/28/2009	12/29/2009
		RIDGEWORTH FD-LARGECAP VAL EQTY PROPERTY TYPE: SECURITIES						
		18,303.00					2,662.00	
23,565.00		1870.238					12/28/2006	12/29/2009
		RIDGEWORTH FD-LARGECAP CORE EQT PROPERTY TYPE: SECURITIES						
		33,384.00					-9,819.00	
41,620.00		3967.588					09/28/2009	12/29/2009
		RIDGEWORTH FD-TOTAL RETURN BD-I PROPERTY TYPE: SECURITIES						
		41,849.00					-229.00	
225.00		18.					12/29/2009	01/14/2010
		RIDGEWORTH FD-AGGRESSIVE GRWTH #558 PROPERTY TYPE: SECURITIES						
		226.00					-1.00	
820.00		73.28					09/30/2004	01/14/2010
		RIDGEWORTH FD-SMALLCAP VAL EQTY #5 PROPERTY TYPE: SECURITIES						
		1,403.00					-583.00	
805.00		62.549					09/30/2004	01/14/2010
		RIDGEWORTH FD-SMALLCAP GROWTH #61 PROPERTY TYPE: SECURITIES						
		1,276.00					-471.00	
1,495.00		54.983					12/29/2009	01/14/2010
		RIDGEWORTH FD-SEL L/C GRWTH STK # PROPERTY TYPE: SECURITIES						
		1,478.00					17.00	
2,565.00		243.59					09/28/2009	01/14/2010
		RIDGEWORTH FD-MIDCAP VAL EQTY #41 PROPERTY TYPE: SECURITIES						
		2,324.00					241.00	
1,685.00		178.118					09/28/2009	01/14/2010
		RIDGEWORTH FD-MIDCAP CORE EQ #52 PROPERTY TYPE: SECURITIES						
		1,539.00					146.00	
3,775.00		329.983					04/02/2009	01/14/2010
		RIDGEWORTH FD-LARGECAP VAL EQTY# PROPERTY TYPE: SECURITIES						
		2,775.00					1,000.00	
1,505.00		162.527					12/06/2002	01/14/2010
		RIDGEWORTH FD-LARGECAP GRTH STK# PROPERTY TYPE: SECURITIES						
		1,713.00					-208.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,470.00		192.218	RIDGEWORTH FD-LARGCAP CORE EQTY PROPERTY TYPE: SECURITIES			12/28/2006	01/14/2010	
		3,431.00				-961.00		
3,525.00		263.256	RIDGEWORTH FD-INTL EQ INDEX-I #5 PROPERTY TYPE: SECURITIES			09/28/2009	01/14/2010	
		3,475.00				50.00		
8,530.00		807.001	RIDGEWORTH FD-TOTAL RETURN BD-I PROPERTY TYPE: SECURITIES			04/02/2009	01/14/2010	
		8,272.00				258.00		
1,270.00		128.024	RIDGEWORTH FD-SHORT TERM BD #516 PROPERTY TYPE: SECURITIES			12/29/2009	01/14/2010	
		1,262.00				8.00		
1,105.00		117.428	RIDGEWORTH FD-SEIX HIGH YIELD #8 PROPERTY TYPE: SECURITIES			12/29/2009	01/14/2010	
		1,090.00				15.00		
50.00		4.23	RIDGEWORTH FD-AGGRESSIVE GRWTH #558 PROPERTY TYPE: SECURITIES			12/29/2009	01/22/2010	
		53.00				-3.00		
500.00		46.083	RIDGEWORTH FD-SMALLCAP VAL EQTY # PROPERTY TYPE: SECURITIES			09/30/2004	01/22/2010	
		853.00				-353.00		
150.00		12.346	RIDGEWORTH FD-SMALLCAP GROWTH #61 PROPERTY TYPE: SECURITIES			09/30/2004	01/22/2010	
		252.00				-102.00		
925.00		35.964	RIDGEWORTH FD-SEL L/C GRWTH STK # PROPERTY TYPE: SECURITIES			12/29/2009	01/22/2010	
		967.00				-42.00		
1,350.00		132.743	RIDGEWORTH FD-MIDCAP VAL EQTY #4 PROPERTY TYPE: SECURITIES			09/28/2009	01/22/2010	
		1,266.00				84.00		
1,050.00		116.15	RIDGEWORTH FD-MIDCAP CORE EQ #520 PROPERTY TYPE: SECURITIES			09/28/2009	01/22/2010	
		1,004.00				46.00		

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,300.00		119.705 RIDGEWORTH FD-LARGCAP VAL EQTY# PROPERTY TYPE: SECURITIES 1,007.00				04/02/2009	01/22/2010 293.00	
700.00		79.909 RIDGEWORTH FD-LARGCAP GRTH STK#5 PROPERTY TYPE: SECURITIES 842.00				12/06/2002	01/22/2010 -142.00	
1,175.00		96.154 RIDGEWORTH FD-LARGCAP CORE EQTY# PROPERTY TYPE: SECURITIES 1,716.00				12/28/2006	01/22/2010 -541.00	
18,600.00		1753.063 RIDGEWORTH FD-TOTAL RETURN BD-I PROPERTY TYPE: SECURITIES 17,969.00				04/02/2009	01/22/2010 631.00	
2,875.00		289.527 RIDGEWORTH FD-SHORT TERM BD #516 PROPERTY TYPE: SECURITIES 2,855.00				12/29/2009	01/22/2010 20.00	
1,325.00		142.015 RIDGEWORTH FD-SEIX HIGH YIELD #8 PROPERTY TYPE: SECURITIES 1,220.00				12/29/2009	01/22/2010 105.00	
TOTAL GAIN(LOSS)							----- -31,513. =====	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST	28,307.	28,355.
TOTAL	28,307.	28,355.

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL TAX REFUND	635.

TOTALS	635.
	=====

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREP FEE	1,000.			1,000.
TOTALS	1,000.	NONE	NONE	1,000.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAX		290.
	-----	-----
TOTALS	=====	=====

TCH PAUL HOLBROOK 52-3621300

62-6187596

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	C	1,012,843.	943,714.	1,008,438.
TOTALS		1,012,843.	943,714.	1,008,438.

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

TN

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

OFFICER NAME:

SunTrust Bank Inc.

ADDRESS:

P. O. Box 305110
Nashville, TN 37230-5110

TITLE:

Trustee, VAR.

COMPENSATION 3,911.

TOTAL COMPENSATION: 3,911.
=====

=====

RECIPIENT NAME:

SEE ATTACHED

ADDRESS:

613 JAMES AVE

NASHVILLE, TN 33138

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 55,324.

TOTAL GRANTS PAID:

55,324.

=====

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).

2009

Name of estate or trust: **TCH PAUL HOLBROOK 52-3621300** Employer identification number: **62-6187596**

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	7,281.
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	7,281.

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			1,727.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-40,676.
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	155.
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	-38,794.

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		7,281.
14	Net long-term gain or (loss):			
a	Total for year	14a		-38,794.
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 14	15		-31,513.

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
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	(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	

Continuation Sheet for 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.

Name of estate or trust: TCH PAUL HOLBROOK 52-3621300
Employer identification number: 62-6187596

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 24.322 RIDGEWORTH FD-AGGRESSIVE GRWTH #558	04/02/2009	06/26/2009	233.00	197.00	36.00
26.484 RIDGEWORTH FD-SEL L/C GRWTH STK #622	04/02/2009	06/26/2009	589.00	542.00	47.00
30.014 RIDGEWORTH FD-MIDCAP CORE EQ #520	05/12/2009	06/26/2009	220.00	214.00	6.00
58.548 RIDGEWORTH FD-INTL EQ INDEX-I #530	05/12/2009	06/26/2009	637.00	620.00	17.00
8.679 RIDGEWORTH FD-AGGRESSIVE GRWTH #558	04/02/2009	08/19/2009	90.00	70.00	20.00
197.809 RIDGEWORTH FD-MIDCAP VAL EQTY #412	06/26/2009	08/19/2009	1,715.00	1,501.00	214.00
84.988 RIDGEWORTH FD-MIDCAP CORE EQ #520	05/12/2009	08/19/2009	685.00	606.00	79.00
82.164 RIDGEWORTH FD-LARGCAP VAL EQTY#512	06/26/2009	08/19/2009	820.00	746.00	74.00
2079.611 RIDGEWORTH FD-SEIX HIGH YIELD #855	06/26/2009	08/19/2009	18,155.00	17,082.00	1,073.00
121.145 RIDGEWORTH FD-SEIX HIGH YIELD #855	04/02/2009	09/28/2009	1,100.00	943.00	157.00
139.303 RIDGEWORTH FD-MIDCAP VAL EQTY #412	09/28/2009	12/29/2009	1,400.00	1,329.00	71.00
294.498 RIDGEWORTH FD-MIDCAP CORE EQ #520	09/28/2009	12/29/2009	2,730.00	2,544.00	186.00
1893.857 RIDGEWORTH FD-LARGCAP VAL EQTY#512	09/28/2009	12/29/2009	20,965.00	18,303.00	2,662.00
3967.588 RIDGEWORTH FD-TOTAL RETURN BD-I #800	09/28/2009	12/29/2009	41,620.00	41,849.00	-229.00
18. RIDGEWORTH FD-AGGRESSI VE GRWTH #558	12/29/2009	01/14/2010	225.00	226.00	-1.00
54.983 RIDGEWORTH FD-SEL L/C GRWTH STK #622	12/29/2009	01/14/2010	1,495.00	1,478.00	17.00
243.59 RIDGEWORTH FD-MIDCAP VAL EQTY #412	09/28/2009	01/14/2010	2,565.00	2,324.00	241.00
178.118 RIDGEWORTH FD-MIDCAP CORE EQ #520	09/28/2009	01/14/2010	1,685.00	1,539.00	146.00
329.983 RIDGEWORTH FD-LARGCAP VAL EQTY#512	04/02/2009	01/14/2010	3,775.00	2,775.00	1,000.00
263.256 RIDGEWORTH FD-INTL EQ INDEX-I #530	09/28/2009	01/14/2010	3,525.00	3,475.00	50.00
807.001 RIDGEWORTH FD-TOTAL RETURN BD-I #800	04/02/2009	01/14/2010	8,530.00	8,272.00	258.00
128.024 RIDGEWORTH FD-SHORT TERM BD #516	12/29/2009	01/14/2010	1,270.00	1,262.00	8.00
117.428 RIDGEWORTH FD-SEIX HIGH YIELD #855	12/29/2009	01/14/2010	1,105.00	1,090.00	15.00
4.23 RIDGEWORTH FD-AGGRESSIVE GRWTH #558	12/29/2009	01/22/2010	50.00	53.00	-3.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b

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

Schedule D-1 (Form 1041) 2009

FEDERAL CAPITAL GAIN DIVIDENDS

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

RIDGEWORTH FD-TOTAL RETURN BD-I #800

1,727.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

1,727.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

1,727.00

=====

990PF, PART VII-B LINE 2B – SECTION 4942a2 EXPLANATION STATEMENT

This question does not apply. The foundation does not have any undistributed income from prior years.

DISTRIBUTIONS NOT MATCHED TO BENEFICIARY

01/11/10

CASH DISBURSEMENT
BENEFICIARY CHARITABLE GIFT
2009 10% UNITRUST CALCULATION SHARE
FOR 62-0115039
PAID TO: 62-0115039

-5608 48

-5608 48 1001000023
BENE DISTRIBUTION WITH NO SSN

AL MENAH SHRINE TEMPLE
ATTN: TREASURER
1354 BRICK CHURCH PKE
NASHVILLE, TN 37207

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311	CASH CONTRIBUTIONS (CONTINUED) DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
	TR TRAN#=ZY000270001443 TR CD=105 REG=0 PORT=PRIN				
01/11/10	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2009 10% UNITRUST CALCULATION SHARE FOR: 62-0475692A PAID TO: AMERI672648 AMERICAN HEART ASSOCIATION ATTN: EVELYN THOMASON P.O. BOX 672648 MARIETTA, GA 30006	-5608.48		-5608.48	1001000024 BENE DISTRIBUTION WITH NO SSN
	TR TRAN#=ZY000270001444 TR CD=105 REG=0 PORT=PRIN				
01/11/10	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2009 10% UNITRUST CALCULATION SHARE FOR: 62-0559649 PAID TO: 62-0559649 BILL WILKERSON SPEECH & HEARING VANDERBILT UNIVERSITY 2100 WEST END AVE., SUITE 900 NASHVILLE, TN 37203	-5608.48		-5608.48	1001000025 UNMATCHED BENE DISTRIBUTION
	TR TRAN#=ZY000270001445 TR CD=105 REG=0 PORT=PRIN				
01/11/10	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2009 10% UNITRUST CALCULATION SHARE FOR: 62-0476822B PAID TO: VANDERBILT21 VANDERBILT UNIVERSITY ATTN: KAY DONIGIAN TREASURER'S OFFICE 2100 WEST END AVE, SUITE 900	-5608.48		-5608.48	1001000026 BENE DISTRIBUTION WITH NO SSN
	TR TRAN#=ZY000270001446 TR CD=105 REG=0 PORT=PRIN				
01/11/10	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2009 10% UNITRUST CALCULATION SHARE FOR: 62-0550981A PAID TO: ACH3621300A NASHVILLE SCHOOL OF LAW ATTN: DEAN'S OFFICE 4013 ARMORY OAKS DRIVE NASHVILLE, TN 37204	-5608.48		-5608.48	1001000027 BENE DISTRIBUTION WITH NO SSN
	TR TRAN#=ZY000270001447 TR CD=105 REG=0 PORT=PRIN				
01/11/10	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2009 2.5% UNITRUST CALCULATION SHARE FOR: 62-0566413 PAID TO: 62-0566413 CHARLOTTE HEIGHTS CHURCH OF CHRIST 5807 CHARLOTTE AVE NASHVILLE, TN 37209	-1402.12		-1402.12	1001000028 UNMATCHED BENE DISTRIBUTION
	TR TRAN#=ZY000270001448 TR CD=105 REG=0 PORT=PRIN				
01/22/10	CASH DISBURSEMENT BENEFICIARY DISTRIBUTION 2010 10% UNITRUST CALCULATION SHARE FOR: 62-6075872 PAID TO: 62-6075872 TENNESSEE CHILDRENS HOME ATTN BILL ALSUP PO BOX 10 SPRING HILL, TN 37174	-5448.39		-5448.39	1001000034 BENE DISTRIBUTION WITH NO SSN **CHANGED** 06/04/10 RSR
	TR TRAN#=DC000308000020 TR CD=079 REG=0 PORT=PRIN				
01/22/10	CASH DISBURSEMENT BENEFICIARY DISTRIBUTION 2010 10% UNITRUST CALCULATION SHARE FOR: 62-6018832A PAID TO: 62-6018832A NASHVILLE UNION RESCUE 639 LAFAYETTE ST. NASHVILLE, TN 37203-4226	-5448.39		-5448.39	1001000036 BENE DISTRIBUTION WITH NO SSN **CHANGED** 06/04/10 RSR
	TR TRAN#=DC000308000022 TR CD=079 REG=0 PORT=PRIN				
01/22/10	CASH DISBURSEMENT BENEFICIARY DISTRIBUTION 2010 10% UNITRUST CALCULATION SHARE FOR: 62-0677431 PAID TO: 62-0677431 EASTER SEALS TENNESSEE 3011 ARMORY DR STE 100 NASHVILLE, TN 37204-3721	-5448.39		-5448.39	1001000037 UNMATCHED BENE DISTRIBUTION **CHANGED** 06/04/10 RSR
	TR TRAN#=DC000308000023 TR CD=079 REG=0 PORT=PRIN				
01/22/10	CASH DISBURSEMENT	-1362.10		-1362.10	1001000038

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311 CASH CONTRIBUTIONS (CONTINUED) DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
BENEFICIARY DISTRIBUTION 2010 2.5% UNITRUST CALCULATION SHARE FOR: 62-0505207 PAID TO: 62-0505207 LINDSLEY AVE CHURCH OF CHRIST 3 LINDSLEY AVE NASHVILLE, TN 37210 TR TRAN#=DC000308000024 TR CD=079 REG=0 PORT=PRIN			UNMATCHED BENE DISTRIBUTION **CHANGED** 06/04/10 RSR	
01/22/10 CASH DISBURSEMENT BENEFICIARY DISTRIBUTION 2010 10% UNITRUST CALCULATION SHARE FOR: 62-0483210 PAID TO: 62-0483210 MARTIN METHODIST COLLEGE C/O KAREN P. CLARK, CONTROLLER 433 W. MADISON STREET PULASKI, TN 38478 TR TRAN#=DC000308000021 TR CD=079 REG=0 PORT=PRIN	-5448.39		-5448.39	1001000035 UNMATCHED BENE DISTRIBUTION **CHANGED** 06/04/10 RSR
01/22/10 CASH DISBURSEMENT BENEFICIARY DISTRIBUTION 2010 2.5% UNITRUST CALCULATION SHARE FOR: 62-1427126 PAID TO: 62-1427126 JAMES AVE CHURCH OF CHRIST 613 JAMES AVE NASHVILLE, TN 33138 TR TRAN#=DC000308000026 TR CD=079 REG=0 PORT=PRIN	-1362.10		-1362.10	1001000039 UNMATCHED BENE DISTRIBUTION **CHANGED** 06/04/10 RSR
01/22/10 CASH DISBURSEMENT BENEFICIARY DISTRIBUTION 2010 2.5% UNITRUST CALCULATION SHARE FOR: 62-0972916 PAID TO: 62-0972916 PERRY HEIGHTS CHCH OF CHRIST 423 DONELSON PKE NASHVILLE, TN 37214 TR TRAN#=DC000308000027 TR CD=079 REG=0 PORT=PRIN	-1362.10		-1362.10	1001000040 BENE DISTRIBUTION WITH NO SSN **CHANGED** 06/04/10 RSR
TOTAL CODE 311 - CASH CONTRIBUTIONS	-55324.38	0 00	-55324 38	



PORTFOLIO SUMMARY
AS OF 05/31/10

TCH-PAUL-HOLBROOK
ACCOUNT NO. 3621300

MAJOR INVESTMENT CLASS	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (CED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO						
STIF & MONEY MARKET FUNDS	25,058.75	2.42 %	25,058.75	0.00	49	0.20 %
PROPRIETARY FUNDS	1,008,438.03	97.58 %	943,714.39	64,723.64	22,054	2.19 %
MISCELLANEOUS ASSETS	0.00	0.00 %	0.00	0.00	0	0.00 %
PRINCIPAL PORTFOLIO TOTAL	1,033,496.78	100.00 %	968,773.14	64,723.64	22,102	2.14 %

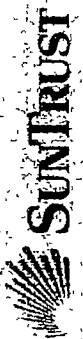
TOTAL ASSETS 1,033,496.78 **TOTAL TAX COST** 968,773.14 **TOTAL UNREALIZED GAIN/LOSS** 64,723.64 **TOTAL ESTIMATED ANNUAL INCOME** 22,102 **TOTAL INCOME YIELD AT MARKET** 2.14 %



PORTFOLIO DETAIL
AS OF 05/31/10

TCH PAUL HOLBROOK
ACCOUNT NO. 3621300

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (CFED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
PRINCIPAL PORTFOLIO						
STIF & MONEY MARKET FUNDS						
25,058.75	SUNTRUST RESERVE FD CUSIP: 990002255	25,058.75 1.000 2.42 %	25,058.75 1.00	0.00	49	0.20 % 0.00 %
PROPRIETARY FUNDS						
1,359.07	RIDGEWORTH FD-AGGRESSIVE GROWTH STK I SHS #558 CUSIP: 76628R102	16,444.75 12.100 1.59 %	12,536.54 9.22	3,908.21	0	0.00 % 0.00 %
6,027.532	RIDGEWORTH FD-INTL EQUITY INDEX I SHS #530 CUSIP: 76628R813	65,700.10 10.900 6.36 %	60,003.70 9.95	5,696.40	3,953	6.02 % 0.00 %
6,833.339	RIDGEWORTH FD-LARGE CAP CORE EQUITY I SHS #983 CUSIP: 76628R771	82,615.07 12.090 7.99 %	109,871.63 16.08	27,256.56-	0	0.00 % 0.00 %
5,941.493	RIDGEWORTH FD-LARGE CAP GROWTH STK I SHS #510 CUSIP: 76628R748	52,819.87 8.890 5.11 %	56,907.26 9.58	4,087.39-	77	0.15 % 0.00 %
7,679.805	RIDGEWORTH FD-LARGE CAP VALUE EQUITY I SHS #512 CUSIP: 76628R672	85,245.84 11.100 8.25 %	57,583.14 7.50	27,662.70	161	0.19 % 0.00 %
5,897.716	RIDGEWORTH FD-MIDCAP CORE EQUITY I SHS #520 CUSIP: 76628R649	56,028.30 9.500 5.42 %	40,628.10 6.89	15,400.20	0	0.00 % 0.00 %



PORTFOLIO DETAIL
AS OF 05/31/10

TCH PAUL HOLBROOK
ACCOUNT NO. 3621300

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
4,263 247	RIDGEWORTH FD-MIDCAP VAL EQUITY I SHS #412 CUSIP: 76628R615	45,659.38 10.710 4.42 %	30,179.10 7.08	15,480.28	170	0.37 % 0.00 %
3,955.544	RIDGEWORTH FD-SEIX HIGH YIELD I SHS #855 CUSIP: 76628T645	36,272.34 9.170 3.51 %	30,774.13 7.78	5,498.21	3,044	8.39 % 0.00 %
2,528.454	RIDGEWORTH FD-SELECT LARGE CAP GRWTH I SHS #622 CUSIP: 76628R540	64,981.27 25.700 6.29 %	55,776.93 22.06	9,204.34	0	0.00 % 0.00 %
6 628.088	RIDGEWORTH FD-SHORT TERM BD I SHS #516 CUSIP: 76628T611	65,883.19 9.940 6.37 %	65,352.94 9.86	530.25	1,869	2.84 % 0.00 %
1 909 628	RIDGEWORTH FD-SMALL CAP GROWTH STK I SHS #614 CUSIP: 76628R516	24,385.95 12.770 2.36 %	29,716.29 15.56	5,330.34	0	0.00 % 0.00 %
1 772 596	RIDGEWORTH FD-SMALL CAP VAL EQUITY I SHS #588 CUSIP: 76628R474	20,526.66 11.580 1.99 %	24,179.85 13.64	3,653.19	509	2.48 % 0.00 %
36,117 54	RIDGEWORTH FD-TOTAL RETURN BD I SHS #800 CUSIP: 76628T512	391,875.31 10.850 37.92 %	370 204.78 10.25	21 670.53	12,270	3.13 % 0.00 %
TOTAL PROPRIETARY FUNDS		1,008,438.03	963,714.39	64,723.64	22,054	2.19 %



PORTFOLIO DETAIL
AS OF 05/31/10

FCH PAUL HOLBROOK
ACCOUNT NO. 3621300

PAR VALUE JR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COSI PER UNIT	UNREALIZED GAIN/LOSS (SEE TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
MISCELLANEOUS ASSETS						
1	CLASS ACTION PENDING EL PASO CORP ON RCPT OF FINAL PMT CUSIP: 997000RLO	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING ENRON CORP ON RCPT OF FINAL PMT CUSIP: 997000WS9	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING TYCO INTL ON RCPT OF FINAL PMT CUSIP: 997000VX9	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
TOTAL MISCELLANEOUS ASSETS		0.00	0.00	0.00	0	0.00 %
PRINCIPAL PORTFOLIO TOTAL		1,033,496.78	968,773.14	64,723.64	22,102	2.14 %

TOTAL ASSETS 1,033,496.78 968,773.14 64,723.64 22,102 2.14 %



TRANSACTION SUMMARY

TICKET PAUL HOLBROOK
ACCOUNT NO. 5621300

05/01/10 THROUGH 05/31/10

PAGE 6

	PRINCIPAL CASH	INCOME CASH	FED TAX COST
BEGINNING BALANCES	0.00	0.00	967,674.57
RECEIPTS			
DIVIDENDS	0.00	1,420.54	0.00
OTHER RECEIPTS	1,098.57	509.18	0.00
TOTAL RECEIPTS	1,098.57	1,929.72	0.00
DISBURSEMENTS			
ADMINISTRATIVE EXPENSES	0.00	831.15	0.00
OTHER DISBURSEMENTS	0.00	1,098.57	0.00
TOTAL DISBURSEMENTS	0.00	1,929.72	0.00
CASH SWEEP TRANSACTIONS			
SWEEP PURCHASES	1,098.57	1,929.72	3,028.29
SWEEP SALES	0.00	1,929.72	1,929.72
TOTAL CASH SWEEP TRANSACTIONS	1,098.57	0.00	1,098.57
ENDING BALANCES	0.00	0.00	968,773.14



MARKET VALUE SUMMARY

CH PAUL HOLBROOK
ACCOUNT NO. 3621300

05/01/10 THROUGH 05/31/10

PAGE 7

BEGINNING MARKET VALUE	1,078,957.62
RECEIPTS	
DIVIDENDS	1,420.54
OTHER RECEIPTS	<u>1,607.75</u>
TOTAL RECEIPTS	3,028.29
DISBURSEMENTS	
ADMINISTRATIVE EXPENSES	831.15-
OTHER DISBURSEMENTS	<u>1,098.57-</u>
TOTAL DISBURSEMENTS	1,929.72-
NET CHANGE IN MARKET VALUE	<u>46,559.41-</u>
ENDING MARKET VALUE	1,033,496.78