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Return of Private Foundation

OMB No 1545-0052

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

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 JUL 1, 2009, and ending JUN 30, 2010

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation CHARLES MORGAN CARRAWAY AND JOANNE M CARRAWAY CHARITABLE FOUNDATION		A Employer identification number 20-1942780
	Number and street (or P.O. box number if mail is not delivered to street address) PO BOX 241		B Telephone number 812-882-7730
	City or town, state, and ZIP code ROBINSON, IL 62454		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 ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,104,862. (Part I, column (d) must be on cash basis)		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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	7,085.		N/A	
	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	64,524.	64,524.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	21,446.			
	b Gross sales price for all assets on line 6a	1,386,585.			
	7 Capital gain net income (from Part IV, line 2)		21,446.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	93,055.	85,970.			
13 Compensation of officers, directors, trustees, etc	90,000.	0.		0.	
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 2	6,520.	0.	0.	
c Other professional fees	STMT 3	30,366.	30,366.	0.	
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 4	30,153.	0.	0.	
24 Total operating and administrative expenses. Add lines 13 through 23		157,039.	30,366.	0.	
25 Contributions, gifts, grants paid		57,550.		57,550.	
26 Total expenses and disbursements. Add lines 24 and 25		214,589.	30,366.	57,550.	
27 Subtract line 26 from line 12		-121,534.			
a Excess of revenue over expenses and disbursements			55,604.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			N/A		

**CHARLES MORGAN CARRAWAY AND JOANNE M
CARRAWAY CHARITABLE FOUNDATION**

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	129,392.	50,144.	50,144.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 5	461,468.	393,919.	404,899.
	b Investments - corporate stock STMT 6	1,257,118.	1,256,093.	1,142,720.
	c Investments - corporate bonds STMT 7	454,308.	480,596.	507,099.
11 Investments - land, buildings and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	2,302,286.	2,180,752.	2,104,862.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	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			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	2,302,286.	2,180,752.		
30 Total net assets or fund balances	2,302,286.	2,180,752.		
31 Total liabilities and net assets/fund balances	2,302,286.	2,180,752.		

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	2,302,286.
2 Enter amount from Part I, line 27a	2	-121,534.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,180,752.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,180,752.

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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 ATTACHED		VARIOUS	VARIOUS
b SEE ATTACHED		VARIOUS	VARIOUS
c			
d			
e			

(a) 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 969,431.		938,275.	31,156.
b 417,154.		426,864.	-9,710.
c			
d			
e			

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

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			31,156.
b			-9,710.
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	21,446.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	158,686.	2,171,427.	.073079
2007	170,458.	2,921,850.	.058339
2006	69,280.	2,803,414.	.024713
2005	126,373.	3,046,895.	.041476
2004	20,000.	2,106,135.	.009496

2 Total of line 1, column (d)	2	.207103
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	.041421
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,192,143.
5 Multiply line 4 by line 3	5	90,801.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	556.
7 Add lines 5 and 6	7	91,357.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	57,550.

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

1a. Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	1,112.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ 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	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	1,112.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	1,112.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	2,006.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,006.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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	894.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► KEITH CARTER Located at ► 420 SOUTH 25TH STREET, TERRE HAUTE, IN Telephone no ► 812-234-7714 ZIP+4 ► 47803			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15 N/A		

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

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

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

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

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

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). ☐ N/A

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.

(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
FERRELL CARRAWAY	TRUSTEE			
150 LAKESHORE DR.				
BATON ROUGE, LA 70808	15.00	30,000.	0.	0.
JANE GREEN	TRUSTEE			
3553 HARRIS DRIVE				
BATON ROUGE, LA 70816	15.00	30,000.	0.	0.
NANCY STUBBS	TRUSTEE			
850 SOUTHWIDE LANE				
BRANDON, MS 9047	15.00	30,000.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	2,123,897.
b	Average of monthly cash balances	1b	101,629.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,225,526.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,225,526.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	33,383.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,192,143.
6	Minimum investment return. Enter 5% of line 5	6	109,607.

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

1	Minimum investment return from Part X, line 6	1	109,607.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,112.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,112.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	108,495.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	108,495.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	108,495.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	57,550.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	57,550.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	57,550.

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.

CHARLES MORGAN CARRAWAY AND JOANNE M
CARRAWAY CHARITABLE FOUNDATION

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				108,495.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			56,952.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 57,550.				
a Applied to 2008, but not more than line 2a			56,952.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				598.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				107,897.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

- 1 a.** 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(1)(3) or ☐ 4942(1)(5)

- 2 a** 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(i)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

[illegible]

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 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 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 8

- 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
a Paid during the year UNIVERSITY OF MISSISSIPPI MEDICAL CENTER JACKSON, MI		EDUCATIONAL AND RESEARCH	EDUCATION AND RESEARCH	45,000.
FIRST UNITED METHODIST CHURCH BATON ROUGE, LA		RELIGIOUS CHARITY	VARIOUS RELIGIOUS PURPOSES	4,000.
NORTHVILLE CHRISTIAN ASSEMBLY OF GOD NORTHVILLE, MI		RELIGIOUS CHARITY	VARIOUS RELIGIOUS PURPOSES	4,000.
PARKWAY BAPTIST CHURCH CLINTON, MS		RELIGIOUS CHARITY	VARIOUS RELIGIOUS PURPOSES	4,000.
OAKDALE ELEMENTARY SCHOOL BRANDSON, MS		EDUCATIONAL	EDUCATIONAL	550.
Total			3a	57,550.
b Approved for future payment NONE				
Total			3b	0.

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | X |
| 1a(2) | | X |
| 1b(1) | | X |
| 1b(2) | | X |
| 1b(3) | | X |
| 1b(4) | | X |
| 1b(5) | | X |
| 1b(6) | | X |
| 1c | | X |

[illegible]

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

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

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

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

Sign Here	Signature of officer or trustee <u>James J. Conway</u>		Date <u>10-24-10</u>	Title <u>TRUSTEE</u>
	Preparer's signature <u>G. Keith Connor, CPA</u>		Date <u>10/18/10</u>	Check if self-employed ☐
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code <u>KEMPER CPA GROUP LLP</u> <u>505 N 6TH ST, P.O. BOX 297</u> <u>VINCENNES, IN 47591-0297</u>			Preparer's identifying number
	EIN <u></u>			Phone no <u>(812) 882-7730</u>

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009**Name of the organization**CHARLES MORGAN CARRAWAY AND JOANNE M
CARRAWAY CHARITABLE FOUNDATION**Employer identification number**

20-1942780

Organization type (check one):**Filers of:****Section:**

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**☒

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules☐

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization
**CHARLES MORGAN CARRAWAY AND JOANNE M
 CARRAWAY CHARITABLE FOUNDATION**

Employer identification number

20-1942780

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ESTATE OF CHARLES CARRAWAY PO BOX 241 ROBINSON, IL INOIS 6245	\$ 7,085.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT		
KEMPER CAPITAL MANAGEMENT	64,524.	0.	64,524.		
TOTAL TO FM 990-PF, PART I, LN 4	64,524.	0.	64,524.		

FORM 990-PF		ACCOUNTING FEES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	6,520.	0.		0.	
TO FORM 990-PF, PG 1, LN 16B	6,520.	0.		0.	

FORM 990-PF		OTHER PROFESSIONAL FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES	30,366.	30,366.		0.	
TO FORM 990-PF, PG 1, LN 16C	30,366.	30,366.		0.	

FORM 990-PF		OTHER EXPENSES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ADVISORY COMMITTEE FEES	30,000.	0.		0.	
FOREIGN TAX PAID	138.	0.		0.	
FILING FEE	15.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	30,153.	0.		0.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	5
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	X		393,919.	404,899.
TOTAL U.S. GOVERNMENT OBLIGATIONS			393,919.	404,899.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			393,919.	404,899.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	1,256,093.	1,142,720.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,256,093.	1,142,720.

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	480,596.	507,099.
TOTAL TO FORM 990-PF, PART II, LINE 10C	480,596.	507,099.

FORM 990-PF

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

STATEMENT 8

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

KEITH CARTER
PO BOX 241
ROBINSON, IL 62454

TELEPHONE NUMBER

812-234-7714

FORM AND CONTENT OF APPLICATIONS

PREPRINTED APPLICATION FORM FROM THE FOUNDATION ALONG WITH A COPY OF THE
ORGANIZATIONS DETERMINATION LETTER

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE ORGANIZATION MUST BE A 501(C)(3) ORGANIZATION.

CHARLES MORGAN CARRAWAY AND JOANNE M CARRAWAY CHARITABLE FOUNDATION
FID # 20-1942780
FOR YEAR END 6/30/10
ATTACHMENT TO 990-PF

PAGE 2, PART II, LINE 10 INVESTMENTS-

DESCRIPTION	TYPE	BV AT	END OF YEAR	
		BEG OF YEAR	BOOK VALUE	FAIR MKT VALUE
ISHARES TR MSCI	STOCK	193,737.69	193,737.69	170,645.19
ISHARES TR RUSSELL	STOCK	210,338.59	268,629.46	224,108.70
S & P 500 DEPOSITORY	STOCK	250,511.27	-	-
SPDR S&P 500 ETF TRUST UNIT SER	STOCK	-	300,849.53	232,451.44
ABBOTT LABORATORIES	STOCK	5,982.60	8,491.25	8,420.40
ANALOG DEVICES INC	STOCK	10,338.81	10,338.81	7,800.80
AT&T INC COM	STOCK	5,245.65	5,245.65	5,321.80
AVON PRODUCTS INC.	STOCK	-	9,794.95	8,877.50
BECTON DICKINSON CO.	STOCK	8,318.33	7,629.95	7,438.20
CATERPILLAR INC	STOCK	-	5,781.36	5,105.95
CHEVRON CORP NEW	STOCK	7,594.60	-	-
CHUBB CORP	STOCK	-	7,090.15	7,251.45
CULLEN FROST BANKERS INC.	STOCK	-	10,860.02	11,308.00
CVS CAREMARK CORP	STOCK	8,646.83	-	-
DANAHER CORP	STOCK	6,327.27	7,855.33	10,022.40
DARDEN RESTAURANTS	STOCK	-	8,599.51	9,906.75
DENTSPLY INTL INC	STOCK	6,096.86	5,679.64	6,281.10
DEVON ENERGY COPR	STOCK	11,936.14	-	-
DIAGEO PLC	STOCK	10,160.38	-	-
EMERSON ELECTRIC CO	STOCK	7,502.00	6,820.00	8,738.00
EOG RESOURCES INC.	STOCK	-	7,961.30	8,853.30
EXXON MOBIL CORP	STOCK	8,752.85	8,470.50	8,560.50
FEDERATED INVESTORS INC	STOCK	6,580.93	-	-
FPL GROUP INC	STOCK	7,928.06	-	-
FRANKLIN RES INC.	STOCK	-	9,232.90	7,326.15
HELMERICH & PAYNE	STOCK	-	7,359.71	6,208.40
HUDSON CITY BANCORP INC	STOCK	5,987.15	5,987.15	5,880.00
ILLINOIS TOOL WORKS	STOCK	-	10,029.87	8,668.80
INTEL CORP	STOCK	9,548.90	10,936.00	9,336.00
INTL BUSINESS MACH	STOCK	11,453.58	9,576.38	12,348.00
JOHNSON & JOHNSON	STOCK	10,068.89	10,068.89	8,859.00
LOWES COMPANIES	STOCK	6,224.46	-	-
MCDONALDS CORP	STOCK	-	7,865.19	7,245.70
MCGRAW-HILL COS INC	STOCK	17,167.33	-	-
MEDTRONIC INC	STOCK	8,782.94	7,767.90	5,440.50
METLIFE INC COM	STOCK	11,734.97	-	-
MICROCHIP TECH INC	STOCK	8,727.51	-	-
MICROSOFT CORP	STOCK	10,429.65	10,429.65	12,195.30
NIKE INC CLASS B	STOCK	4,477.37	-	-
NORFOLK SOUTHERN CRP	STOCK	3,046.83	-	-
NORTHERN TR CORP	STOCK	5,055.66	-	-
NUCOR CORP	STOCK	-	9,151.65	7,656.00

DESCRIPTION	TYPE	BV AT	END OF YEAR	
		BEG OF YEAR	BOOK VALUE	FAIR MKT VALUE
OCCIDENTAL PETROLEUM CORP	STOCK	-	6,454.33	6,172.00
PEPSICO INC	STOCK	8,865.60	11,397.10	12,190.00
PHILIP MORRIS INTL INC COM	STOCK	8,988.59	-	-
PRAXAIR INC	STOCK	5,401.83	5,401.83	9,118.80
PROCTER & GAMBLE CO.	STOCK	-	8,935.26	8,697.10
QUALCOMM INC	STOCK	6,461.21	9,418.68	7,224.80
QUESTAR CORP COM	STOCK	6,255.54	6,255.54	8,870.55
ROYAL DUTCH SHELL PLC SPON ADR	STOCK	6,132.04	9,733.22	9,290.70
SCHWAB CHARLES CORP	STOCK	5,044.41	10,580.96	8,508.00
SYSCO CORP	STOCK	5,553.48	-	-
T ROWE PRICE GROUP INC	STOCK	5,021.86	5,021.86	6,436.55
TARGET CORP	STOCK	-	9,630.52	11,063.25
TEVA PHARMACEUTICAL	STOCK	2,936.89	-	-
TEXAS INSTRUMENTS INC	STOCK	-	7,333.72	6,867.60
TJX COMPANIES INC	STOCK	6,505.51	3,732.67	7,341.25
TORONTO DOMINION BK ONT COM	STOCK	5,870.67	-	-
TOTAL S A SPON	STOCK	8,453.66	-	-
UNITED PARCEL SVC INC CL B	STOCK	5,565.27	-	-
UNITED TECHNOLOGIES	STOCK	8,911.29	8,911.29	9,087.40
WAL-MART STORES INC	STOCK	8,899.92	-	-
3M COMPANY	STOCK	10,318.17	12,065.79	11,453.55
AEROPOSTALE	STOCK	-	3,208.45	2,949.92
ALEXION PHARM INC.	STOCK	-	1,954.26	2,149.98
ALLIANT ENERGY CORP	STOCK	1,681.97	-	-
AMTRUST FINL SVCS INC COM	STOCK	2,191.59	2,570.46	3,503.64
ANALOGIC CORPORATION	STOCK	3,530.25	3,121.48	3,822.84
ANSYS INC	STOCK	2,196.40	1,942.35	3,083.32
APTARGROUP INC	STOCK	-	2,715.34	2,836.50
ARCH CAPITAL GROUP	STOCK	3,162.53	-	-
ARRIS GROUP INC	STOCK	1,940.93	-	-
ATC TECHNOLOGY CORP COM	STOCK	3,233.22	-	-
AXIS CAPITAL HOLDINGS LTD SHS	STOCK	2,713.65	-	-
BALCHEM CORP FRMLY CL B TO	STOCK	-	2,295.46	2,350.00
BANCO LATINOAMERICANA DE COMEF	STOCK	-	4,541.45	3,959.33
BARD C R INC	STOCK	-	3,142.13	3,023.67
BROCADE COMMUNICATIONS SYS INC	STOCK	2,064.82	-	-
CABOT OIL & GAS CP COM	STOCK	3,024.76	-	-
CACI INTL INC CL A	STOCK	2,687.36	2,687.36	2,846.16
CATALYST HEALTH SOLUTIONS INC	STOCK	-	1,951.96	2,346.00
CELLEX THERAPEUTICS INC NEW CC	STOCK	-	1,400.91	1,057.92
CENTRAL EUROPEAN DISTR CORP	STOCK	1,002.15	3,799.93	2,950.44
CEPHALON INC	STOCK	2,837.06	3,419.36	3,234.75
CHATTEM INC	STOCK	3,198.82	-	-
CLIFFS NAT RES INC COM	STOCK	2,762.90	2,932.01	2,688.12
COACH INC	STOCK	3,469.95	-	-
COMERICA INC	STOCK	2,045.29	1,182.67	3,277.87
COMMERCIAL METALS CO	STOCK	3,135.60	-	-
COMTECH TELECOMM	STOCK	2,328.06	2,899.42	2,963.07
CONCUR TECHNOLOGIES INC	STOCK	-	2,565.46	2,475.44
CORRECTIONS CORP AMER NEW COM	STOCK	-	2,491.59	2,900.16

<u>DESCRIPTION</u>	<u>TYPE</u>	<u>BV AT</u>	<u>END OF YEAR</u>	
		<u>BEG OF YEAR</u>	<u>BOOK VALUE</u>	<u>FAIR MKT VALUE</u>
DECKERS OUTDOOR	STOCK	-	2,018.65	4,000.36
DISCOVERY COMMUNICATIONS INC.	STOCK	-	2,020.28	1,856.92
EAST WEST BANCORP INC	STOCK	3,420.79	-	-
ENERGEN CORP	STOCK	2,424.40	3,362.14	3,679.39
EQUIFAX INC	STOCK	3,520.22	-	-
FLOWSERVE CORP	STOCK	1,173.60	-	-
FOSTER WHEELER AG ORD CHF3	STOCK	-	2,996.66	2,400.84
F5 NETWORKS	STOCK	2,697.54	-	-
GAMESTOP CORP NEW CL A	STOCK	3,206.10	-	-
GEN PROBE INCORPORATED	STOCK	1,903.55	-	-
GOODRICH CORP FORMERLY GOODRI	STOCK	2,318.36	2,945.96	3,643.75
GUESS? INC.	STOCK	-	3,342.16	2,717.88
HOLOGIC INC	STOCK	2,121.62	-	-
HUDSON CITY BANCORP INC	STOCK	-	2,850.11	2,695.00
IHS INC COM CL A	STOCK	-	2,997.68	3,329.94
INTEGRATED DEVICE TECH INC	STOCK	2,805.18	-	-
INTERCONTINENTALEXCH INTL	STOCK	-	2,410.09	2,938.78
INVENTIV HEALTH INC	STOCK	5,504.54	-	-
ITT EDUCATIONAL SVCS INC	STOCK	3,008.71	3,473.56	3,154.76
JACOBS ENGR GROUP INC	STOCK	2,686.94	-	-
KAISER ALUM CORP COM	STOCK	1,548.11	-	-
KANSAS CITY SOUTHERN COM	STOCK	2,230.35	1,564.93	3,635.00
KBR INC COM	STOCK	-	3,105.51	3,437.46
L-3 COMMUNICATIONS HLDGS	STOCK	2,249.19	2,986.39	2,691.92
LEXMARK INTL INC NEW	STOCK	-	3,342.03	2,906.64
LUBRIZOL CORPORATION	STOCK	2,559.04	1,601.16	3,453.33
MARVELL TECHNOLOGY GROUP	STOCK	3,209.75	2,941.41	2,994.40
MATRIX SVC CO	STOCK	4,389.12	-	-
MEDAREX INC	STOCK	3,956.97	-	-
NASDAQ OMX GROUP INC	STOCK	3,230.90	-	-
NUANCE COMMUNICATIONS	STOCK	2,250.63	2,570.80	3,289.00
ONYX PHARMACEUTICALS INC	STOCK	2,056.01	3,193.43	2,526.03
PARAGON SHIPPING INC	STOCK	3,870.58	-	-
PETROHAWK ENERGY CORP	STOCK	-	3,947.04	3,054.60
PLAINS EXPL & PRODTN CO	STOCK	-	4,166.40	3,524.31
PRICELINE COM INC COM	STOCK	1,715.22	1,121.49	3,001.18
RANGE RESOURCES CORP	STOCK	2,043.72	-	-
SEATTLE GENETICS INC.	STOCK	-	1,819.30	2,074.27
SHAW GROUP INC	STOCK	3,070.27	-	-
SMART BALANCE INC COM	STOCK	-	2,799.33	2,085.90
SMITH MICRO SOFTWARE INC.	STOCK	-	3,286.28	2,843.49
SOHU.COM INC	STOCK	1,701.54	-	-
STEINER LEISURE LTD	STOCK	3,341.25	3,153.05	2,998.32
SUPERIOR ENERGY SERVICES	STOCK	3,135.39	3,463.27	2,949.86
SYNIVERSE HLDGS INC	STOCK	1,085.96	2,714.96	3,374.25
TARGACEPT INC.	STOCK	-	1,915.69	1,778.36
TD AMERITRADE HLDG COPR COM	STOCK	2,400.60	-	-
TECH DATA CORP	STOCK	-	3,788.37	3,134.56
TESSERA TECHNOLOGIES INC. COM	STOCK	-	3,915.28	2,632.20
THORATEC CORP NEW FORMERLY TH	STOCK	-	2,404.40	2,905.64

DESCRIPTION	TYPE	BV AT	END OF YEAR	
		BEG OF YEAR	BOOK VALUE	FAIR MKT VALUE
TOWER GROUP INC. COM	STOCK	-	4,776.92	4,413.65
TRUE RELIGION APPAREL INC	STOCK	2,434.53	2,225.23	3,111.87
UNITED THERAPEUTICS CORP	STOCK	1,811.05	-	-
VARIAN MEDICAL SYS INC	STOCK	2,870.52	2,086.69	3,136.80
WATERS CORP	STOCK	2,582.98	-	-
WESTAR ENERGY INC COM	STOCK	-	3,837.71	3,911.41
WMS INDS INC	STOCK	3,120.57	1,694.05	1,727.00
WORLD ACCEP CORP S C	STOCK	1,761.08	2,462.57	4,060.86
XL CAPITAL LTD CLASS A COM STK	STOCK	-	3,153.41	3,234.02
ANNALY CAPITAL MANAGEMENT INC	STOCK	-	3,718.88	3,670.10
HIGHWOODS PPTYS INC	STOCK	3,698.84	3,045.66	3,053.60
HOST HOTELS & RESORTS INC COM	STOCK	3,971.23	2,938.77	3,787.88
ACCRUED INTEREST	STOCK	9,261.48	-	7,908.64
FEDL NATL MTG ASSN POOL	STOCK	42,413.66	-	-
FEDL NATL MTG ASSN POOL	STOCK	8,173.97	-	-
FEDL HOME LN MTG CRP POOL	STOCK	45,084.46	-	-
TOTAL STOCK		1,257,117.87	1,256,092.91	1,142,720.18
WAL MART STORES INC	BOND	25,375.09	25,001.05	25,000.00
HALLIBURTON CO SR NT	BOND	-	20,201.91	20,222.20
BOEING CAP CORP SR	BOND	21,075.40	20,436.74	20,670.80
GENL ELEC CAP CORP	BOND	19,993.80	20,859.29	21,492.84
PNC FUNDING CORP	BOND	12,002.86	11,998.06	12,355.68
VERIZON COMMUNICATIONS INC	BOND	4,804.45	-	-
VERIZON WIRELESS CAP LLC	BOND	-	23,060.47	23,447.00
BANK AMER FDG CORP SR NT	BOND	-	16,776.93	16,811.40
TOYOTA MOTOR CREDIT CORP MTN	BOND	-	19,975.20	20,413.20
OCCIDENTAL PETE CORP	BOND	11,915.04	11,915.04	12,914.28
CONOCOPHILLIPS CDA FDG CO	BOND	-	19,600.74	20,908.80
TIME WARNER CABLE INC	BOND	-	16,191.98	16,469.25
METLIFE INC NOTES	BOND	-	23,229.10	23,804.40
GLAXOSMITHKLINE CAP INC	BOND	16,149.66	-	-
BARRICK GOLD CORP NOTE	BOND	21,503.00	21,503.00	23,980.80
COMCAST CORP	BOND	21,947.86	21,947.86	24,184.38
BANK OF AMERICA CORP	BOND	24,931.00	-	-
KROGER CO NOTE	BOND	20,712.92	20,570.16	23,373.20
JPMORGAN & CHASE & CO	BOND	25,591.43	20,153.78	20,457.00
GOLDMAN SACHS GROUP	BOND	3,075.61	-	-
ORACLE CORP/OZARK HLDG	BOND	16,251.44	-	-
UNITEDHEALTH GROUP	BOND	25,054.15	-	-
BELLSOUTH CORP	BOND	20,406.97	20,234.96	21,231.40
CONOCO FDG	BOND	26,993.75	-	-
VERIZON GLOBAL FDG	BOND	15,868.05	-	-
GOLDMAN SACHS GROUP	BOND	19,974.24	20,926.85	21,106.20
AMGEN INC SR NT	BOND	25,005.11	-	-
AOL TIME WARNER INC NT	BOND	16,019.78	-	-
WELLS FARGO & CO NEW SR NT	BOND	19,857.60	19,857.60	21,143.40
CVS CAREMARK CORP	BOND	20,910.91	20,910.91	24,474.56
AT&T INC BOND	BOND	18,888.15	18,888.15	22,116.60

DESCRIPTION	TYPE	BV AT	END OF YEAR	
		BEG OF YEAR	BOOK VALUE	FAIR MKT VALUE
FEDL NATL MTG ASSN POOL	BOND	-	5,700.52	5,912.34
FEDL HOME LN MTG CRP POOL	BOND	-	31,840.93	35,079.45
FEDL NATL MTG ASSN POOL	BOND	-	28,814.34	29,529.53
TOTAL CORP BONDS		454,308.27	480,595.57	507,098.71
FEDERAL HOME LN MTG CORP	BOND	132,682.66		
UNITED STATES TREAS NTS	BOND	104,579.78		
UNITED STATES TREAS NTS	BOND	56,518.68		
UNITED STATES TREAS NTS	BOND	12,546.14		
UNITED STATES TREAS NTS	BOND	44,975.39		
UNITED STATES TREAS NTS	BOND	6,037.44		
UNITED STATES TREAS NTS	BOND	3,994.70		
UNITED STATES TREAS NTS	BOND		20,081.97	20,086.00
UNITED STATES TREAS NTS	BOND		20,085.73	20,139.80
UNITED STATES TREAS NTS	BOND		35,466.33	35,459.55
UNITED STATES TREAS NTS	BOND		64,705.68	66,619.80
UNITED STATES TREAS NTS	BOND		57,735.80	59,775.00
FEDERAL NATL MTG ASSN	BOND		110,764.22	111,203.40
FEDERAL NATL MTG ASSN	BOND		49,883.10	51,672.00
FEDERAL HOME LOAN BANKS	BOND	49,821.50		
FEDERAL HOME LN BKS CONS BD	BOND	50,311.68	35,196.54	39,943.75
TOTAL US BONDS		461,467.97	393,919.37	404,899.30
		2,172,894.11	2,130,607.85	2,054,718.19

CHARLES MORGAN CARRAWAY AND JOANNE M CARRAWAY CHARITABLE FOUNDATION

FID # 20-1942780

PAGE 3, PART IV, LINE 1a-b ATTACHMENT-

Term Code	Description	Sales Price	Cost Basis	Gain / Loss	Date Acquired	Date Sold
S	TIME WARNER CABLE	16,971	16,297	674	VARIOUS	5/4/2010
S	WATERS CORP EXEC	2,580	2,178	402	VARIOUS	9/18/2009
S	ALLIANT ENERGY CORP	1,895	1,682	213	VARIOUS	9/18/2009
S	ANALOGIC CORP	525	409	116	VARIOUS	6/17/2010
S	ARRIS GROUP INC	2,622	2,260	362	VARIOUS	9/18/2009
S	ATC TECHNOLOGY CORP	1,975	3,233	(1,258)	VARIOUS	7/16/2009
S	AXIS CAPITAL HOLDINGS	405	373	32	VARIOUS	8/19/2009
S	AXIS CAPITAL HOLDINGS	483	426	57	VARIOUS	11/17/2009
S	BARD C R INC	1,467	1,319	148	VARIOUS	9/18/2009
S	BECTON DICKINSON CO	706	688	18	VARIOUS	7/7/2009
S	CABOT OIL & GAS	3,939	3,025	914	VARIOUS	1/20/2010
S	CATALYST HEALTH SOLUTIONS	569	402	167	VARIOUS	5/20/2010
S	CENTRAL EUROPEAN DISTR CORP	402	92	310	VARIOUS	8/19/2009
S	CENTRAL EUROPEAN DISTR CORP	278	57	221	VARIOUS	10/21/2009
S	CENTRAL EUROPEAN DISTR CORP	3,012	853	2,159	VARIOUS	12/18/2009
S	CENTRAL EUROPEAN DISTR CORP	1,059	891	168	VARIOUS	1/20/2010
S	CENTRAL EUROPEAN DISTR CORP	521	390	131	VARIOUS	3/17/2010
S	COMERCEA INC	631	274	357	VARIOUS	10/21/2009
S	COMERICA INC	405	196	209	VARIOUS	8/19/2009
S	COMERICA INC	1,026	392	634	VARIOUS	1/20/2010
S	COMTECH TELECOMMUNICATION	524	343	181	VARIOUS	9/18/2009
S	CORRECTIONS CORP AMER	505	324	181	VARIOUS	11/17/2009
S	DECKER'S OUTDOOR EXEC	781	433	348	VARIOUS	3/17/2010
S	DECKER'S OUTDOOR EXEC	1,073	577	496	VARIOUS	5/20/2010
S	DENTSPLY INTL INC	458	417	41	VARIOUS	7/7/2009
S	FEDERAL HOME LN MTG CORP	135,910	132,683	3,227	VARIOUS	11/12/2009
S	FEDERAL HOME LN MTG CORP	10,140	9,955	185	VARIOUS	6/23/2010
S	FEDERAL HOME LN MTG CORP	103,185	101,518	1,667	VARIOUS	6/25/2010
S	FEDERAL NATL MTG ASSN	50,704	49,218	1,486	VARIOUS	11/5/2009
S	FEDL NATL MTG ASSN	33,375	34,664	(1,289)	VARIOUS	1/13/2010
S	FIFTH THIRD BANCORP	492	334	158	VARIOUS	8/19/2009
S	FIFTH THIRD BANCORP	3,782	2,714	1,068	VARIOUS	9/18/2009
S	FLOWERVE CORP	1,539	1,174	365	VARIOUS	7/16/2009
S	GEN PROBE INCORPORATED	2,294	2,466	(172)	VARIOUS	8/19/2009
S	GOLDMAN SACHS GRP	3,363	3,077	286	VARIOUS	3/9/2010
S	GUESS INC	396	423	(27)	VARIOUS	6/17/2010
S	HOLOGIC INC	425	270	155	VARIOUS	3/17/2010
S	INTERCONTINENTIALEXCH	747	531	216	VARIOUS	6/17/2010
S	INTERGRATED DEVICE	2,854	2,805	49	VARIOUS	10/21/2009
S	JACOB'S ENGR GROUP INC	3,058	3,584	(526)	VARIOUS	12/18/2009

S	KANSAS CITY SOUTHERN COM	607	333	274	VARIOUS	9/18/2009
S	LOWES COMPANIES	6,805	6,224	581	VARIOUS	8/27/2009
S	LUBRIZOL CORPORATION	370	205	165	VARIOUS	8/19/2009
S	LUBRIZOL CORPORATION	539	274	265	VARIOUS	9/18/2009
S	MARRIOTT INTL	8,012	7,398	614	VARIOUS	3/1/2010
S	MAXIM INTEGRATED PRODS	3,890	3,903	(12)	VARIOUS	6/7/2010
S	MICROCHIP TECH INC	7,320	8,728	(1,408)	VARIOUS	2/19/2010
S	NORFOLK SOUTHERN CRP	4,059	3,047	1,012	VARIOUS	2/4/2010
S	NORTHERN TR CORP CROSS	5,963	7,106	(1,143)	VARIOUS	12/16/2009
S	ONYX PHARMACEUTICALS	494	500	(6)	VARIOUS	12/18/2009
S	ORACLE CORP	25,814	24,907	907	VARIOUS	08/17/09
S	PENN VA CORP EXEC	465	450	15	VARIOUS	2/17/2010
S	PENN VA CORP EXEC	3,493	3,621	(128)	VARIOUS	6/17/2010
S	PRICELINE COM INC	848	330	518	VARIOUS	10/21/2009
S	PRICELINE COM INC	873	264	609	VARIOUS	12/18/2009
S	SCHWAB CHARLES CORP	86	92	(6)	VARIOUS	7/7/2009
S	SEATTLE GENETICS	946	826	120	VARIOUS	6/9/2010
S	SHAW GROUP INC	799	711	88	VARIOUS	1/20/2010
S	SHAW GROUP INC	2,736	2,359	377	VARIOUS	2/17/2010
S	SMART BALANCE INC	952	834	118	VARIOUS	5/20/2010
S	SMART BALANCE INC	332	339	(7)	VARIOUS	6/17/2010
S	STEC INC	2,128	4,240	(2,112)	VARIOUS	4/20/2010
S	SUPERIOR ENERGY SERVICES	796	684	112	VARIOUS	1/20/2010
S	SYSCO CORP EXEC BATS	6,141	5,553	588	VARIOUS	10/13/2009
S	TARGACEPT INC	554	479	75	VARIOUS	5/20/2010
S	TESSERA TECHNOLOGIES	525	856	(331)	VARIOUS	5/20/2010
S	THORATEC CORP	920	778	142	VARIOUS	5/20/2010
S	TJX COMPANIES	1,102	747	355	VARIOUS	7/7/2009
S	TJX COMPANIES	2,873	2,026	847	VARIOUS	7/9/2009
S	TORONTO DOMIMION BK	260	178	82	VARIOUS	7/7/2009
S	TORONTO DOMIMION BK	9,392	5,693	3,699	VARIOUS	8/27/2009
S	UNITED PARCEL SVC INC	7,208	5,565	1,643	VARIOUS	10/28/2009
S	UNITED STATES TREAS NTS	4,026	3,995	31	VARIOUS	8/31/2009
S	UNITED STATES TREAS NTS	29,899	30,673	(774)	VARIOUS	08/25/09
S	UNITED STATES TREAS NTS	6,100	6,047	53	VARIOUS	08/25/09
S	UNITED STATES TREAS NTS	70,316	69,984	332	VARIOUS	8/25/2009
S	UNITED STATES TREAS NTS	4,026	3,995	31	VARIOUS	9/1/2009
S	UNITED STATES TREAS NTS	73,270	74,083	(813)	VARIOUS	9/10/2009
S	UNITED STATES TREAS NTS	24,107	22,890	1,217	VARIOUS	10/9/2009
S	UNITED STATES TREAS NTS	18,971	18,581	390	VARIOUS	11/5/2009
S	UNITED STATES TREAS NTS	9,137	8,882	255	VARIOUS	11/12/2009
S	UNITED STATES TREAS NTS	4,753	4,631	122	VARIOUS	2/11/2010
S	UNITED STATES TREAS NTS	25,333	24,888	445	VARIOUS	2/11/2010
S	UNITED STATES TREAS NTS	91,237	89,795	1,442	VARIOUS	3/12/2010
S	UNITED STATES TREAS NTS	11,830	11,359	471	VARIOUS	5/21/2010
S	UNITED STATES TREAS NTS	11,822	11,359	463	VARIOUS	5/26/2010
S	UNITED STATES TREAS NTS	5,112	4,977	135	VARIOUS	5/26/2010
S	UNITED STATES TREAS NTS	20,439	19,909	530	VARIOUS	6/17/2010
S	UNITED STATES TREAS NTS	5,974	5,680	294	VARIOUS	6/24/2010
S	UNITED STATES TREAS NTS	35,681	35,064	617	VARIOUS	6/30/2010
S	UNITED THERAPEUTICS CORP	1,187	625	562	VARIOUS	1/20/2010
S	VARIAN MEDIAL SYS INC	358	372	(14)	VARIOUS	7/16/2009

S	VARIAN MEDIAL SYS INC	719	542	177	VARIOUS	11/17/2009
S	VARIAN MEDICAL SYS INC	735	508	227	VARIOUS	1/20/2010
S	WATERS CORP EXEC	440	405	35	VARIOUS	7/16/2009
S	WHITNEY HOLDING CORP	956	723	233	VARIOUS	2/17/2010
S	WHITNEY HOLDING CORP	2,944	2,596	348	VARIOUS	6/17/2010
S	WMS INDS INC EXEC	1,571	1,077	494	VARIOUS	10/21/2009
S	WMS INDS INC EXEC	1,775	1,208	567	VARIOUS	5/20/2010
S	WORLD ACCEP CORP	604	305	299	VARIOUS	12/18/2009
S	WORLD ACCEP CORP	1,252	542	710	VARIOUS	1/20/2010
S	XL CAPITAL LTD	478	383	95	VARIOUS	5/20/2010
Total short term		969,431	938,275	31,156		
L	MEDTRONIC INC	693	1,015	(322)	VARIOUS	7/7/2009
L	3M COMPANY	1,214	1,720	(506)	VARIOUS	7/7/2009
L	ANSYS INC	675	434	241	VARIOUS	5/20/2010
L	AOL TIME WARNER INC NT	17,745	16,200	1,545	VARIOUS	11/27/2009
L	ARCH CAPITAL GROUP	3,195	3,163	32	VARIOUS	12/18/2009
L	AXIS CAPITAL HOLDINGS	3,517	3,217	300	VARIOUS	2/17/2010
L	BAROCADE COMMUNICATIONS	2,951	2,065	886	VARIOUS	8/19/2009
L	CEPHALON EXEC BATS	832	961	(129)	VARIOUS	1/20/2010
L	CHATTEM INC	5,495	3,387	2,108	VARIOUS	12/24/2009
L	CHEVRON CORP	668	584	84	VARIOUS	7/7/2009
L	CHEVRON CORP	10,715	8,537	2,178	VARIOUS	6/24/2010
L	CLIFFS NAT RES INC	1,743	2,763	(1,020)	VARIOUS	9/18/2009
L	COACH INC	733	996	(263)	VARIOUS	7/16/2009
L	COACH INC	2,490	2,474	16	VARIOUS	8/19/2009
L	COMMEICAL METALS CO	527	1,139	(612)	VARIOUS	4/20/2010
L	COMMERCIAL METALS CO	1,382	1,997	(615)	VARIOUS	5/20/2010
L	CONOCO FDG CO NT	28,077	26,994	1,083	VARIOUS	9/10/2009
L	CVS CAREMARK CORP	6,835	8,647	(1,812)	VARIOUS	11/12/2009
L	DEVON ENERGY CORP	8,450	11,936	(3,486)	VARIOUS	11/25/2009
L	DEVON ENERGY CORP	8,450	11,936	(3,486)	VARIOUS	12/1/2009
L	DIAGEO ADR	7,547	10,160	(2,613)	VARIOUS	9/16/2009
L	EAST WEST BANCORP	2,198	3,421	(1,223)	VARIOUS	7/16/2009
L	EMERSON ELECTRIC	664	682	(18)	VARIOUS	7/7/2009
L	ENERGEN CORP EXEC	351	278	73	VARIOUS	11/17/2009
L	ENERGEN CORP EXEC	776	556	220	VARIOUS	4/20/2010
L	EQUIFAX INC	2,393	3,520	(1,127)	VARIOUS	8/19/2009
L	EXXON MOBIL CORP	354	282	72	VARIOUS	7/7/2009
L	FEDERAL HOME LN BKS CONS	16,730	15,103	1,627	VARIOUS	11/12/2009
L	FEDERATED INVESTORS INC	4,884	6,581	(1,697)	VARIOUS	9/16/2009
L	FPL GROUP INC	7,562	7,928	(366)	VARIOUS	1/22/2010
L	FS NETWORKS INC	511	352	159	VARIOUS	12/18/2009
L	FS NETWORKS INC	783	527	256	VARIOUS	1/20/2010
L	FS NETWORKS INC	3,461	1,819	1,642	VARIOUS	3/17/2010
L	GAMESTOP CORP	3,743	4,398	(655)	VARIOUS	6/17/2010
L	GENL ELEC CAP CORP	20,273	19,994	279	VARIOUS	5/10/2010
L	GOLDMAN SACHS GRP	21,472	20,035	1,437	VARIOUS	3/9/2010
L	HIGHWOODS PPTYS	525	653	(128)	VARIOUS	8/19/2009
L	HOLOGIC INC	2,855	1,851	1,004	VARIOUS	4/20/2010
L	HOST HOTELS & RESORTS	890	1,116	(226)	VARIOUS	3/17/2010
L	INTL BUSINESS MACH	2,466	1,877	589	VARIOUS	2/4/2010
L	INVENTIV HEALTH INC	325	896	(571)	VARIOUS	7/16/2009

L	INVENTIV HEALTH INC	2,810	4,608	(1,798)	VARIOUS	11/17/2009
L	JPMORGAN CHASE	27,336	26,181	1,155	VARIOUS	3/23/2010
L	KAISER ALUM CORP	2,379	1,548	831	VARIOUS	5/20/2010
L	KANSAS CITY SOUTHERN COM	786	333	453	VARIOUS	3/17/2010
L	LUBRIZOL CORPORATION	1,201	479	722	VARIOUS	5/20/2010
L	MARVELL TECH GROUP	370	465	(95)	VARIOUS	8/19/2009
L	MARVELL TECH GROUP	734	620	114	VARIOUS	1/20/2010
L	MATRIX SVC CO	2,893	4,839	(1,946)	VARIOUS	5/20/2010
L	MCGRAW-HILL COS	925	1,987	(1,062)	VARIOUS	7/7/2009
L	MCGRAW-HILL COS	8,202	15,180	(6,978)	VARIOUS	8/6/2009
L	MEDAREX INC	887	1,024	(137)	VARIOUS	7/16/2009
L	MEDAREX INC	5,034	2,933	2,101	VARIOUS	7/29/2009
L	METLIFE INC	448	872	(424)	VARIOUS	7/7/2009
L	METLIFE INC	8,640	10,862	(2,222)	VARIOUS	12/16/2009
L	NASDAQ OMX GROUP INC	2,052	3,231	(1,179)	VARIOUS	7/16/2009
L	NIKE INC	4,435	4,477	(42)	VARIOUS	7/27/2009
L	NUANCE COMMUNICATIONS	494	340	154	VARIOUS	5/20/2010
L	PARAGON SHIPPING	1,702	4,240	(2,538)	VARIOUS	12/18/2009
L	PHILIP MORRIS INTL INC	222	261	(39)	VARIOUS	7/7/2009
L	PHILIP MORRIS INTL INC	11,175	10,991	184	VARIOUS	4/29/2010
L	PHILIP MORRIS INTL INC	11,175	10,991	184	VARIOUS	5/4/2010
L	RANGE RESOURCES CORP	3,736	2,841	895	VARIOUS	3/17/2010
L	SOHU COM INC	2,445	2,186	259	VARIOUS	4/20/2010
L	STEINER LEISURE COM	653	620	33	VARIOUS	4/20/2010
L	TD AMERITRADE HODG CORP	1,542	1,277	265	VARIOUS	10/21/2009
L	TD AMERITRADE HODG CORP	1,379	1,124	255	VARIOUS	11/17/2009
L	TEVA PHARMACEUTICAL	4,612	2,937	1,675	VARIOUS	6/7/2010
L	TOTAL ADR EACH REP	7,578	8,454	(876)	VARIOUS	2/25/2010
L	TRUE RELIGION APPAREL INC	433	369	64	VARIOUS	7/16/2009
L	TRUE RELIGION APPAREL INC	756	456	300	VARIOUS	3/17/2010
L	TRUE RELIGION APPAREL INC	641	404	237	VARIOUS	5/20/2010
L	UNITED STATES TREAS NTS	29,768	30,440	(672)	VARIOUS	08/25/09
L	UNITED THERAPEUTICS CORP	2,505	1,387	1,118	VARIOUS	2/17/2010
L	UNITEDHEALTH GROUP	26,474	24,000	2,474	VARIOUS	2/16/2010
L	VERIZON COMMUNICATIONS	5,461	4,804	657	VARIOUS	4/23/2010
L	VERIZON GLOBAL FDG	17,146	16,685	461	VARIOUS	4/23/2010
L	WAL-MART STORES INC	3,481	3,214	267	VARIOUS	3/1/2010
L	WAL-MART STORES INC	6,617	6,460	157	VARIOUS	5/26/2010
L	WMS INDS INC EXEC	876	550	326	VARIOUS	6/17/2010
Total long term		417,154	426,864	(9,711)		
TOTAL GAIN				21,445		