Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2009

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
ROSEWOOD FOUNDATION
2045748304

Number and street (or P O box number if mail is not delivered to street address) — Room/suite
CENTRAL TR & INVESTMENT, 7733 FORSYTH 900

City or town, state, and ZIP code
CLAYTON, MO 63105

A Employer identification number
43-6348906

B Telephone number
314-746-4675

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: [X] 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)* ▶$ 6,412,233.

J Accounting method: [X] Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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	0.		N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	213.	213.		STATEMENT 1
	4 Dividends and interest from securities	120,923.	120,923.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	355,471.			
	b Gross sales price for all assets on line 6a 4,233,778.				
	7 Capital gain net income (from Part IV, line 2)		355,471.		
	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	1,001.	1,001.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	477,608.	477,608.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	33,658.	30,292.		3,366.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	850.	413.		412.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	1,699.	526.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	36,207.	31,231.		3,778.
	25 Contributions, gifts, grants paid	1,470,000.			1,470,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,506,207.	31,231.		1,473,778.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<1,028,599.>			
	b **Net investment income** (if negative, enter -0-)		446,377.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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02-02-10 LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

Form **990-PF** (2009)

10091021 310548 DNF1R1 2009.04050 ROSEWOOD FOUNDATION 2045748 DNF1R1_1

Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	35,087.	136,332.	136,332.
	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			
	b Investments - corporate stock STMT 6	6,291,779.	5,161,887.	6,275,853.
	c Investments - corporate bonds			
	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 ▶ STATEMENT 7)	0.	48.	48.
	16 Total assets (to be completed by all filers)	6,326,866.	5,298,267.	6,412,233.
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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	6,151,459.	6,151,459.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	175,407.	<853,192.>	
	30 Total net assets or fund balances	6,326,866.	5,298,267.	
	31 Total liabilities and net assets/fund balances	6,326,866.	5,298,267.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,326,866.
2	Enter amount from Part I, line 27a	2	<1,028,599.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	5,298,267.
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	5,298,267.

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	CENTRAL TRUST - SEE ATTACHED	P		
b	CENTRAL TRUST - SEE ATTACHED	P		
c	EXCO RESOURCES ROC ADJ			
d	CAPITAL GAINS DIVIDENDS			
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	1,026,022.		980,301.	45,721.
b	3,200,257.		2,897,756.	302,501.
c			250.	<250.>
d	7,499.			7,499.
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				45,721.
b				302,501.
c				<250.>
d				7,499.
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 } 2 355,471.

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	1,452,857.	7,818,571.	.185821
2007	1,420,583.	9,517,972.	.149253
2006	1,443,677.	8,143,096.	.177288
2005	1,310,190.	7,755,075.	.168946
2004	1,062,710.	7,075,366.	.150199

2	**Total** of line 1, column (d)	2	.831507
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	.166301
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	7,735,724.
5	Multiply line 4 by line 3	5	1,286,459.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,464.
7	Add lines 5 and 6	7	1,290,923.
8	Enter qualifying distributions from Part XII, line 4	8	1,473,778.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	4,464.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	4,464.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-		5	4,464.
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 11,880.		
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	11,880.
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	7,416.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 4,480. **Refunded** ▶		11	2,936.

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MO			
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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ CENTRAL TRUST AND INVESTMENT COMPAN Telephone no. ▶314-725-9055
Located at ▶7733 FORSYTH, SUITE 900, ST. LOUIS, MO ZIP+4 ▶63105

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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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

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

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

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

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

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

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

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

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

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

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

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CENTRAL TRUST AND INVESTMENT COMPANY 7733 FORSYTH, SUITE 900 CLAYTON, MO 63105	TRUSTEE 1.00	33,658.	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.

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	7,622,817.
b	Average of monthly cash balances	1b	230,710.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	7,853,527.
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	7,853,527.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	117,803.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,735,724.
6	**Minimum investment return** Enter 5% of line 5	6	386,786.

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	386,786.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	4,464.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,464.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	382,322.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	382,322.
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	382,322.

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	1,473,778.
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	1,473,778.
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	4,464.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,469,314.

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 instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				382,322.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004 737,222.				
b From 2005 926,076.				
c From 2006 1,043,750.				
d From 2007 989,774.				
e From 2008 1,085,634.				
f **Total** of lines 3a through e	4,782,456.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 1,473,778.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				382,322.
e Remaining amount distributed out of corpus	1,091,456.			
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:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,873,912.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	737,222.			
9 **Excess distributions carryover to 2010** Subtract lines 7 and 8 from line 6a	5,136,690.			
10 Analysis of line 9:				
a Excess from 2005 926,076.				
b Excess from 2006 1,043,750.				
c Excess from 2007 989,774.				
d Excess from 2008 1,085,634.				
e Excess from 2009 1,091,456.				

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(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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(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 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:

ROY BLAIR C/O CENTRAL TRUST AND INVESTMENT COMPANY, 314-746-4675
7733 FORSYTH, SUITE 900, CLAYTON, MO 63105

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

NO PARTICULAR FORM REQUIRED

c Any submission deadlines:

THERE IS NO SUBMISSION DEADLINE

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

THERE ARE NO LIMITATIONS ON AWARDS

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED LIST OF GRANTS AND CONTRIBUTIONS PAID DURING THE TAX YEAR		501(C)(3)	GENERAL CHARITABLE PURPOSE	1470000.
Total			▶ 3a	1470000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	213.	
4 Dividends and interest from securities			14	120,923.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	1,001.	
8 Gain or (loss) from sales of assets other than inventory			18	355,471.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		477,608.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 477,608.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(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		

Sign Here

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

Signature of officer or trustee: [signature] Date: 10/22/10 Title: SVP

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ▶ ☐	Preparer's identifying number
[signature] Kell Lewis	10/21/10		P00121247

Firm's name (or yours if self-employed), address, and ZIP code: STONE CARLIE & COMPANY, LLC, 101 S. HANLEY ROAD, SUITE 800, ST. LOUIS, MO 63105-3437

EIN ▶

Phone no. 314-889-1100

ACCOUNT # 2045748304
TAX ID 43-6348906
FROM 07/01/2009
TO 06/30/2010
FISCAL YEAR: 06/30

CENTRAL TRUST AND INVESTMENT CO
Gain and Loss Report
ROSEWOOD FOUNDATION WITH
CENTRAL TRUST TRUSTEE

GAIN AND LOSS DETAIL

CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST
SHORT TERM CAPITAL GAIN (LOSS)			
450 SHARES OF ARCHER DANIELS MIDLAND CO	08/04/2009 10/20/2008	13,070.99	8,856.00
1550 SHARES OF ARCHER DANIELS MIDLAND CO	08/04/2009 10/23/2008	45,022.32	27,493.90
1500 SHARES OF GOLDMAN SACHS GROUP INC	09/03/2009 09/25/2008	242,087.92	203,568.00
1500 SHARES OF CVS/CAREMARK CORP	12/22/2009 11/02/2009	48,463.90	53,445.00
10000 SHARES OF WEATHERFORD INTERNATIONAL LTD	01/26/2010 12/22/2009	162,834.93	175,099.00
200 SHARES OF BURLINGTON NORTHERN SANTA FE CORP	02/17/2010 12/22/2009	20,000.00	19,666.00
25 SHARES OF EOG RESOURCES INC	03/29/2010 12/30/2009	2,314.21	2,488.37
4250 SHARES OF PLAINS EXPLORATION & PRODTN CO	03/29/2010 01/21/2010	126,077.94	144,242.88
2000 SHARES OF KANSAS CITY SOUTHERN	03/29/2010 11/05/2009	72,738.96	55,754.60
6500 SHARES OF EXCO RESOURCES INC	05/14/2010 10/30/2009	109,633.64	101,858.50

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CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST
SHORT TERM CAPITAL GAIN (LOSS) - CONTINUED			
3500 SHARES OF EXCO RESOURCES INC	05/14/2010 11/20/2009	59,033.50	56,315.00
20000 SHARES OF ABERDEEN ASIA-PACIFIC PRIME INCOME INC	05/14/2010 03/29/2010	124,743.87	131,514.00
TOTAL SHORT TERM CAPITAL GAIN (LOSS)		1,026,022.18	980,301.25

45,720.93

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CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST
LONG TERM CAPITAL GAIN (LOSS)			
1500 SHARES OF WELLS FARGO CO	10/29/2009 09/14/1999	42,523.91	28,725.00
750 SHARES OF WELLS FARGO CO	10/29/2009 10/05/1999	21,261.95	15,604.69
250 SHARES OF WELLS FARGO CO	10/29/2009 11/02/1999	7,087 32	5,889.06
500 SHARES OF WELLS FARGO CO	10/29/2009 03/22/2000	14,174.63	10,028.13
2000 SHARES OF WELLS FARGO CO	10/29/2009 01/10/2008	56,698.54	56,114.00
1750 SHARES OF BURLINGTON NORTHERN SANTA FE CORP	11/05/2009 05/02/2005	169,605.63	86,152.50
50 SHARES OF BURLINGTON NORTHERN SANTA FE CORP	11/05/2009 05/19/2005	4,845.88	2,520.49
500 SHARES OF BURLINGTON NORTHERN SANTA FE CORP	11/05/2009 07/11/2005	48,458.75	24,800.00
200 SHARES OF BURLINGTON NORTHERN SANTA FE CORP	11/05/2009 08/10/2007	19,383.50	16,248.00

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CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST
LONG TERM CAPITAL GAIN (LOSS) - CONTINUED			
1000 SHARES OF BURLINGTON NORTHERN SANTA FE CORP	11/05/2009 09/25/2008	96,917.51	97,740.00
225 SHARES OF CVS/CAREMARK CORP	12/22/2009 10/20/2008	7,269.59	6,419.25
1275 SHARES OF CVS/CAREMARK CORP	12/22/2009 10/23/2008	41,194.31	36,159.00
1000 SHARES OF SCHLUMBERGER LTD	12/22/2009 05/12/2008	64,658.43	103,674.00
2725 SHARES OF MARATHON OIL CORP	12/22/2009 02/11/2008	86,081.89	134,930.55
1275 SHARES OF MARATHON OIL CORP	12/22/2009 05/07/2008	40,276.85	66,540.85
200 SHARES OF ANADARKO PETROLEUM CORP	12/22/2009 07/16/2001	12,563.74	4,920.00
400 SHARES OF ANADARKO PETROLEUM CORP	12/22/2009 07/16/2001	25,127.47	9,850.00
500 SHARES OF ANADARKO PETROLEUM CORP	12/22/2009 07/16/2001	31,409.34	12,315.00
400 SHARES OF ANADARKO PETROLEUM CORP	12/22/2009 08/10/2007	25,127.47	18,932.00

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CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST
LONG TERM CAPITAL GAIN (LOSS) - CONTINUED			
400 SHARES OF DIAGEO PLC SPONS ADR	12/22/2009 08/10/2007	27,295.58	32,918.29
1100 SHARES OF DIAGEO PLC SPONS ADR	12/22/2009 05/12/2008	75,062.83	90,913.57
185 SHARES OF GILEAD SCIENCES INC	01/21/2010 10/20/2008	8,460.11	8,517.40
1315 SHARES OF GILEAD SCIENCES INC	01/21/2010 10/23/2008	60,135.36	58,854.14
3700 SHARES OF FPL GROUP INC	01/21/2010 03/27/2006	181,778.68	149,993.56
800 SHARES OF FPL GROUP INC	01/21/2010 09/25/2008	39,303.50	44,208.00
2300 SHARES OF DIAGEO PLC SPONS ADR	03/29/2010 12/01/2006	153,364.40	178,411.87
200 SHARES OF DIAGEO PLC SPONS ADR	03/29/2010 08/10/2007	13,336.03	16,459.15
125 SHARES OF ABBOTT LABS	03/29/2010 10/20/2008	6,626.16	7,117.50
1625 SHARES OF ABBOTT LABS	03/29/2010 10/23/2008	86,140.12	87,075.95

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CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST
LONG TERM CAPITAL GAIN (LOSS) - CONTINUED			
300 SHARES OF CHEVRON CORP	03/29/2010 09/14/1999	22,583.65	13,976.25
310 SHARES OF CHEVRON CORP	03/29/2010 11/02/1999	23,336.43	14,103.06
190 SHARES OF CHEVRON CORP	03/29/2010 07/13/2004	14,302.98	8,945.20
125 SHARES OF WAL MART STORES INC	03/29/2010 10/20/2008	6,952.39	6,691.13
1375 SHARES OF WAL MART STORES INC	03/29/2010 10/23/2008	76,476.34	69,817.55
2200 SHARES OF MONSANTO CO	04/16/2010 12/01/2006	141,076.57	103,891.39
300 SHARES OF MONSANTO CO	04/16/2010 01/10/2008	19,237.71	36,375.00
10653.409 SHARES OF VANGUARD INTERNATIONAL EXPLORER FD INV SHRS	05/14/2010 07/14/2004	143,821.03	150,000.00
16249.593 SHARES OF DFA EMERGING MARKETS VALUE PORT	05/14/2010 09/25/2008	500,000.00	485,375.32
1886.792 SHARES OF HARBOR INTL FD INST SHRS	05/14/2010 09/14/1999	94,358.47	75,000.00

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GAIN AND LOSS DETAIL

CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST
LONG TERM CAPITAL GAIN (LOSS) - CONTINUED			
1656.848 SHARES OF HARBOR INTL FD INST SHRS	05/14/2010 10/05/1999	82,858.97	67,500.00
307.44 SHARES OF HARBOR INTL FD INST SHRS	05/14/2010 12/23/1999	15,375.07	12,432.89
514.845 SHARES OF HARBOR INTL FD INST SHRS	05/14/2010 12/21/2000	25,747.40	17,329.67
170.999 SHARES OF HARBOR INTL FD INST SHRS	05/14/2010 12/27/2001	8,551.66	5,015.31
148.704 SHARES OF HARBOR INTL FD INST SHRS	05/14/2010 12/30/2002	7,436.69	3,968.90
136.275 SHARES OF HARBOR INTL FD INST SHRS	05/14/2010 12/30/2003	6,815.11	4,979.40
2699.784 SHARES OF HARBOR INTL FD INST SHRS	05/14/2010 08/20/2004	135,016.20	100,000.00
1990.831 SHARES OF HARBOR INTL FD INST SHRS	05/14/2010 09/25/2008	99,561.46	111,944.46
150 SHARES OF CISCO SYSTEMS INC	05/14/2010 10/20/2008	3,718.44	2,853.00
2850 SHARES OF CISCO SYSTEMS INC	05/14/2010 10/23/2008	70,650.30	48,475.65

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CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST
LONG TERM CAPITAL GAIN (LOSS) - CONTINUED			
1000 SHARES OF ANADARKO PETROLEUM CORP	05/14/2010 07/24/2003	56,741.04	22,491.00
500 SHARES OF APACHE CORP	05/14/2010 07/13/2004	46,626.21	22,830 00
750 SHARES OF APACHE CORP	05/14/2010 01/10/2008	69,939.31	79,305.00
100 SHARES OF APPLE COMPUTER INC	05/14/2010 05/03/2005	25,161.58	3,632.00
150 SHARES OF APPLE COMPUTER INC	05/14/2010 08/10/2007	37,742.38	18,792.00
TOTAL LONG TERM CAPITAL GAIN (LOSS)		3,200,256.87	2,897,756.13

302,500.74

Rosewood Foundation Account # 2045748304						
2010 Gifts						
Name	**Address1**	**Address2**	**Address3**	**Address4**	**Sal**	**Amount**
Abbie Rogers Civitan Camp	Attn: Director of Development	P. O. Box 1606	Hattiesburg, MS 39403-1606		Director	$ 20,000
American Bible Society	Attn: Robert K. Smith	2012 N. 7th Ave.	Ozark, MO 65721		Mr. Smith	$ 20,000
American Kidney Foundation	Attn: Director of Development	6110 Executive Blvd., Ste. 1010	Rockville, MD 20852		Director	$ 15,000
American Lung Assn. Of Mississippi	Attn: Director of Development	P.O. Box 2178	Ridgeland, MS 39158-2178		Director	$ 14,000
American Red Cross	South Central Mississippi Chapter	Attn: Director of Development	606 Hutchinson Avenue	Hattiesburg MS 39401	Director	$ 50,000
Asbury Theological Seminary	Attn: Director of Development	204 North Lexington Avenue	Wilmore, KY 40390-1199		Director	$ 25,000
Baptist Medical & Dental Mission International	Attn: Director of Development	11 Plaza Drive	Hattiesburg, MS 39402		Director	$ 50,000
Berachah Bible Church	Attn: Director of Development	310 Corinth Road	Jonesboro, GA 30238		Director	$ 20,000
Berea College	Attn: Director of Development	CPO 2216	Berea, KY 40404		Director	$ 20,000
Bethany Christian Services of MS - Hattiesburg	Attn: Karen Stewart	7 Professional Parkway, Suite 103	Hattiesburg, MS 39402-2637		Ms. Stewart	$ 20,000
Bethany Christian Services of MS - Jackson	Attn: Director of Development	2618 Southerland Street	Jackson, MS 39216-4853		Director	$ 10,000
Billy Graham Evangelistic Association	Attn: Pamela Baxter	1 Billy Graham Parkway	Charlotte, NC 28201		Pamela	$ 50,000
Blair E. Batson Hospital for Children	Attn: Director of Development	2500 North State Street	Jackson, MS 39216-4505		Director	$ 75,000

Name	Address1	Address2	Address3	Address4	Sal	Amount
Boy Scouts of America	Pine Burr Area Council	1318 Hardy Street	Hattiesburg, MS 39401		Mr. Woodward	$ 10,000
Boys and Girls Club	c/o Salvation Army	P. O. Box 1750	Hattiesburg, MS 39403-1750		Director	$ 25,000
Cancer Research Institute	Attn: Director of Development	One Exchange Plaza	55 Broadway, Suite 1802	New York, NY 10006	Director	$ 10,000
Children's Center for Communication & Development	University of Southern Mississippi	Attn: Margaret Buttross Brinegar	118 College Drive # 5092	Hattiesburg, MS 39406-001	Ms. Brinegar	$ 5,000
Children's Organ Transplant Association	Attn: Director of Development	2501 West COTA Drive	Bloomington, IN 47403		Director	$ 10,000
Chosen People Ministries	Attn: Director of Development	241 East 51st St.	New York, NY 10022		Director	$ 10,000
Christian Services, Inc.	Attn: W.L. Prout, Director	P.O. Box 1994	Hattiesburg, MS 39403-1994		Rev. Prout	$ 10,000
Church of the Resurection	Attn: Pastor	13720 Roe Ave.	Leawood, KS 66224		Pastor	$ 30,000
Diabetes Foundation of Mississippi	Attn: Director of Development	800 Avery Blvd.	Ridgeland, MS 39157		Director	$ 12,000
DREAM of Hattiesburg	Attn: Director of Development	P. O. Box 744	Hattiesburg, MS 39403		Director	$ 5,000
DuBard School for Language Disorders	University of Southern Mississippi	Attn: Director of Development	118 College Drive # 5092	Hattiesburg, MS 39406-001	Director	$ 5,000
Durham United Methodist Church	Attn: Pastor	PO Box 536	LaHarpe, IL 61450		Pastor	$ 3,000
Family YMCA	Attn: Barbara Hannan	3719 Veterans Memorial Drive	Hattiesburg, MS 39401		Ms. Hannan	$ 25,000
Feed The Children	Attn: Larry Jones, President	PO Box 36	Oklahoma City, OK 73101-0036		Mr. Jones	$ 12,000

Name	Address1	Address2	Address3	Address4	Sal	Amount
First Baptist Church of Sumrall	Attn: Pastor	169 Center Ave	Sumrall, MS 39482		Pastor	$ 15,000
First Light United Methodist Church	Attn: Pastor	PO Box 285	Gardner, KS 66030		Pastor	$ 15,000
Forrest General Home Care & Hospice	Attn: Director of Development	1414 South 28th Avenue	Hattiesburg, MS 39402		Director	$ 10,000
French Camp Academy	Attn: Director of Development	One Fine Place	French Camp, MS 39745-9703		Director	$ 25,000
Gideon's International	Attn: Director of Development	P.O. Box 140800	Nashville, TN 37214-0800		Director	$ 75,000
Girl Scouts of Gulf Pines Council, Inc.	Attn: Executive Director	500 N. Hutchinson Avenue	Hattiesburg, MS 39401		Director	$ 14,000
Global Outreach	Attn: Director of Development	P.O. Box 1	Tupelo, MS 38802		Director	$ 10,000
Guiding Eyes for the Blind	Attn: Director of Development	PO Box 709	Yorktown Heights, NY 10598-0709		Director	$ 10,000
Homes of Hope for Children	Attn: Director of Development	P.O. Box 18496	Hattiesburg, MS 39404		Director	$ 35,000
Johnson Bible College	Attn: Gary E.Weedman, President	7900 Johnson Drive	Knoxville, TN 37998		Mr. Weedma n	$ 10,000
K Love Radio Network	Attn: Director of Development	PO Box 779002	Rocklin, CA 95677-9972		Director	$ 15,000
LaHarpe United Methodist Church	Attn: Pastor	P. O. Box 536	LaHarpe, IL 61450		Pastor	$ 3,000
Leukemia and Lymphoma Society	Mississippi Chapter	Attn: Director of Development	408 Fontaine Place, Suite 104	Ridgeland, MS 39157	Director	$ 10,000
Living Proof Ministries	Attn: Beth Moore	12131 Malcomson Rd.	Houston, TX 77070		Ms. Moore	$ 25,000

Name	Address1	Address2	Address3	Address4	Sal	Amount
Macular Degeneration Research	Attn: Director of Development	22512 Gateway Center Dr.	Clarksburg, MD 20871		Director	$ 10,000
Mendenhall Ministries	Attn: Director of Development	P. O. Box 368	Mendenhall, MS 39114		Director	$ 7,000
Methodist Children's Home	Attn: Director of Development	114 Market Ridge	Ridgeland, MS 39157		Director	$ 10,000
Mississippi Center for Public Policy	Attn: Director of Development	520 George St.	Jackson, MS 39202		Director	$ 35,000
Morgellons Research Foundation	Attn: Director of Development	PO Box 357	Guilderland, NY 12084		Director	$ 12,000
Napoleon United Methodist Church	Attn: Pastor	P.O. Box 167	Napoleon, MO 64074		Pastor	$ 1,000
New Orleans Baptist Seminary	Attn: Director of Development	3939 Gentilly Blvd.	New Orleans, LA 70126		Director	$ 30,000
Parkway Heights United Methodist Church	Attn: Treasurer	2420 Hardy Street	Hattiesburg, MS 39403		Treasurer	$ 60,000
Piney Woods School	Attn: Director of Development	5096 Highway 49 South	Piney Woods, MS 39148		Director	$ 15,000
Presbyterian Christian School	Attn: Development Director	221 Bonhomie Road	Hattiesburg, MS 39401		Director	$ 20,000
RBC Ministries	Attn: Director of Development	P.O. Box 2222	Grand Rapids, MI 49501		Director	$ 15,000
Relational Healing Ministries	Attn: Director of Development	8921 Ormand Lane	Knoxville, TN 37923		Director	$ 15,000
Ronald McDonald House	Attn: Ruth Ann Allen	2524 North State Street	Jackson, MS 39216		Ms. Allen	$ 50,000
Salvation Army of Hattiesburg	Attn: Director of Development	P.O. Box 1750	Hattiesburg, MS 39403-1750		Director	$ 40,000

Name	Address1	Address2	Address3	Address4	Sal	Amount
Samaritan's Purse	Attn: Director of Development	P.O. Box 3000	Boone, NC 28607		Director	$ 50,000
Southern Pines Animal Shelter	P.O. Box 2021	1901 North 31st Avenue	Hattiesburg, MS 39403		Sir/Madam	$ 35,000
Stages	Attn: Jack Lane	444 Chesterfield Center, Suite 715	Chesterfield, MO 63017		Mr. Lane	$ 10,000
Sumrall United Methodist Church	Attn: Pastor	PO Box 276	Sumrall, MS 39482		Pastor	$ 15,000
Temple Baptist Church	Attn: Larry Ponder	5220 Old Highway 11	Hattiesburg, MS 39402		Mr. Ponder	$ 40,000
Terre Haute United Methodist Church	Attn: Pastor	P. O. Box 536	LaHarpe, IL 61450		Pastor	$ 3,000
The 3-D School	Attn: Director of Development	120 South George St.	Petal, MS 39465		Director	$ 4,000
United Methodist Hour	Attn: Director of Development	P.O. Box 16657	Hattiesburg, MS 39404-6657		Director	$ 20,000
United Way-Southeast Mississippi	PO Box 1648	Hattiesburg, MS 39403-1648			Sir/Madam	$ 20,000
Voice of the Martyrs	Attn: Director of Development	P. O. Box 443	Bartlesville, OK 74005-0443		Director	$ 20,000
William Carey College	Attn: Director of Development	498 Tuscan Avenue Box 2	Hattiesburg, MS 39401		Director	$ 50,000
Wilson Research Foundation	Attn: Chris Blount, Executive Director	Methodist Rehabilitation Center	1350 East Woodrow Wilson	Jackson, MS 39216-9919	Mr. Blount	$ 35,000
Wycliffe Associates	Attn: Director of Development	PO Box 2000	Orange, CA 92859		Director	$ 5,000
Total						$ 1,470,000
*All gifts were made for general charitable purposes to each charity						
*All charities maintain an exempt status						

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

SOURCE	AMOUNT
OTHER INTEREST	213.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	213.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	120,923.	0.	120,923.
LTCG DISTRIBUTIONS	7,499.	7,499.	0.
TOTAL TO FM 990-PF, PART I, LN 4	128,422.	7,499.	120,923.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
UNITEDHEALTH GROUP LITIGATION	734.	734.	
AOL TIME WARNERLITIGATION	207.	207.	
QWEST SECURITIES LITIGATION	60.	60.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,001.	1,001.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	850.	413.		412.
TO FORM 990-PF, PG 1, LN 16B	850.	413.		412.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	526.	526.		0.
FEDERAL INCOME TAX ESTIMATES PD FOR C/Y	1,173.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,699.	526.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT 6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK SEE ATTACHED	5,161,887.	6,275,853.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,161,887.	6,275,853.

FORM 990-PF	OTHER ASSETS		STATEMENT 7
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	0.	48.	48.
TO FORM 990-PF, PART II, LINE 15	0.	48.	48.

Asset Detail

Description	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Income/ Accrued Inc	Current Yield
Cash And Equivalents				
GOLDMAN SACHS GOVERNMENT FD #465	136,331 56 136,331 56	 1 00	106 14 8 85	0 08
*** Total Cash And Equivalents**	136,331 56 136,331.56		106.14 8.85	0.08

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Income/ Accrued Inc	Current Yield
Equities						
ANADARKO PETROLEUM CORP	APC	4,000 000	144,360 00 87,413 17	36 09 21 85	1,440 00	1 00
APACHE CORP	APA	1,250 000	105,237 50 56,550 00	84 19 45 24	750 00	0 71
APPLE COMPUTER INC	AAPL	2,750 000	691,707 50 99,880 00	251 53 36 32		
ARCHER DANIELS MIDLAND CO	ADM	9,400 000	242,708 00 269,169 17	25 82 28 64	5,640 00	2 32
BERKSHIRE HATHAWAY INC CL B	BRK B	5,000 000	398,450 00 274,160 75	79 69 54 83		
CELGENE CORP COMMON	CELG	2,500 000	127,050 00 148,722 00	50 82 59 49		
CHEVRON CORP	CVX	3,000 000	203,580 00 120,556 33	67 86 40 19	8,640 00	4 24
COCA COLA CO	KO	3,000 000	150,360 00 128,844 15	50 12 42 95	5,280 00 1,320 00	3 51
DFA EMERGING MARKETS VALUE PORT	DFEVX	489 611	14,340 71 14,624 68	29 29 29 87	175 28	1 22
EXPRESS SCRIPTS INC CL A	ESRX	3,000 000	141,060 00 81,888 69	47 02 27 30		
FREEPORT-MCMORAN COPPER & GOLD CL B	FCX	3,250 000	192,172 50 207,935 00	59 13 63 98	3,900 00	2 03

Asset Detail (Continued)

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Income/ Accrued Inc	Current Yield
Equities						
GENERAL MILLS INC	GIS	2,000 000	71,040 00 57,908 30	35 52 28 95	2,240 00	3 15
HESS CORPORATION	HES	4,000 000	201,360 00 232,973 40	50 34 58 24	1,600 00	0 79
HEWLETT PACKARD CO	HPQ	4,500 000	194,760 00 214,119 00	43 28 47 58	1,440 00 360 00	0 74
HONEYWELL INTERNATIONAL INC COMMON	HON	4,000 000	156,120 00 170,031 20	39 03 42 51	4,840 00	3 10
JOHNSON & JOHNSON	JNJ	4,100 000	242,146 00 271,031 38	59 06 66 11	8,856 00	3 66
KANSAS CITY SOUTHERN	KSU	10,000 000	363,500 00 278,773 00	36 35 27 88		
MARKET VECTORS GOLD MINERS	GDX	6,750 000	350,730 00 276,771 76	51 96 41 00	749 25	0 21
MCDONALDS CORP	MCD	1,500 000	98,805 00 81,094 04	65 87 54 06	3,300 00	3 34
MICROSOFT CORP	MSFT	5,000 000	115,050 00 144,314 68	23 01 28 86	2,600 00	2 26
NATIONAL OILWELL INC	NOV	3,500 000	115,745 00 150,432 45	33 07 42 98	1,400 00	1 21
OCCIDENTAL PETROLEUM CORP	OXY	3,000 000	231,450 00 248,591 85	77 15 82 86	4,560 00 1,140 00	1 97
PEABODY ENERGY CORP	BTU	3,000 000	117,390 00 93,792 00	39 13 31 26	840 00	0 72
PEPSICO INC	PEP	4,500 000	274,275 00 238,192 50	60 95 52 93	8,640 00	3 15
PROCTER & GAMBLE CO	PG	3,000 000	179,940 00 167,957 84	59 98 55 99	5,781 00	3 21
RAYTHEON CO	RTN	6,500 000	314,535 00 257,059 28	48 39 39 55	9,750 00	3 10
REPUBLIC SERVICES INC	RSG	3,500 000	104,055 00 102,069 10	29 73 29 16	2,660 00 665 00	2 56
ROYAL BANK OF CANADA COMMON	RY	3,000 000	143,370 00 155,927 50	47 79 51 98	5,655 00	3 94
STEEL DYNAMICS INC	STLD	14,000 000	184,660 00 98,498 00	13 19 7 04	4,200 00 1,050 00	2 27
TARGET CORP	TGT	2,500 000	122,925 00 82,073 25	49 17 32 83	2,500 00	2 03
TEVA PHARMACEUTICAL INDS LTD ADR	TEVA	2,875 000	149,471 25 166,433 02	51 99 57 89	1,658 88	1 11

Account Statement

Account Number 2045748304

June 01, 2010 To June 30, 2010

Asset Detail (Continued)

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Income/ Accrued Inc	Current Yield
Equities						
WALGREEN CO	WAG	5,000 000	133,500 00 184,099 50	26 70 36 82	2,750 00	2 06
* Total Equities			6,275,853.46 5,161,886.99		101,845.41 4,535.00	1.62
Grand Total Assets			6,412,185.02 5,298,218.55		101,951.55 4,543.85	1.59

Transaction Summary