efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491198000000

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 07-01-2009 , and ending 06-30-2010

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 PRINCE ELDRED & SARAH WOOTEN FOUND	A Employer identification number 56-6429281
	Number and street (or P O box number if mail is not delivered to street address) Room/suite BRANCH BANKING TRUST-BOX 2907 TRU	B Telephone number (see page 10 of the instructions) (910) 914-9108
	City or town, state, and ZIP code WILSON, NC 278942907	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)* ▶$ 1,410,386

J Accounting method ☐ 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) (see page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	1,374,566			
	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	21,963	21,963		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	61,079			
	b	Gross sales price for all assets on line 6a 669,659				
	7	Capital gain net income (from Part IV, line 2)		61,079		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	1,457,608	83,042		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	5,156	5,156		
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				0
	17	Interest				0
	18	Taxes (attach schedule) (see page 14 of the instructions)	160			0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)	2	2		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	5,318	5,158	0	0
	25	Contributions, gifts, grants paid	1,500			1,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	6,818	5,158	0	1,500
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,450,790			
	b	**Net investment income** (if negative, enter -0-)		77,884		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	747	194,629	194,629
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶		0	0
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	26,688	1,283,425	1,215,757
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	27,435	1,478,054	1,410,386
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		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	27,435	1,478,054	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	27,435	1,478,054	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	27,435	1,478,054	

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	27,435
2	Enter amount from Part I, line 27a	2	1,450,790
3	Other increases not included in line 2 (itemize) ▶	3	127
4	Add lines 1, 2, and 3	4	1,478,352
5	Decreases not included in line 2 (itemize) ▶	5	298
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,478,054

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 Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
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	See Additional Data Table			
b				
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	61,079
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	1,994	29,869	0 066758
2007	2,165	40,437	0 05354
2006	2,132	44,855	0 047531
2005	2,126	43,352	0 04904
2004	2,136	42,717	0 050004

2	**Total** of line 1, column (d).	2	0 266873
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . .	3	0 053375
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.	4	1,355,604
5	Multiply line 4 by line 3.	5	72,355
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	779
7	Add lines 5 and 6.	7	73,134
8	Enter qualifying distributions from Part XII, line 4.	8	1,500

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b			1	1,558
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	1,558
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	1,558
6	Credits/Payments				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	10		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	0		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	10
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	1,548
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶		**Refunded** ▶	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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ SC			
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	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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 page 20 of the instructions)	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶BRANCH BANKING & TRUST Telephone no ▶(843) 413-4249

Located at ▶WEALTH MANAGEMENT-1831 EVANS ST 2ND FLORENCE SC ZIP+4 ▶29501

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)?	1b		No
	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		No
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 ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	**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? ☐ 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**		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?	**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 (see page 22 of the instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
BRANCH BANKING AND TRUST 127 WEST WEBSTER STREET WHITEVILLE, NC 28472	TRUSTEE 10	5,156		

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				
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 (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services . . . . ▶		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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	1,184,379
b	Average of monthly cash balances	1b	191,869
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,376,248
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	1,376,248
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	20,644
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,355,604
6	**Minimum investment return.** Enter 5% of line 5	6	67,780

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

1	Minimum investment return from Part X, line 6	1	67,780
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 1,558		
b	Income tax for 2009 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	1,558
3	Distributable amount before adjustments Subtract line 2c from line 1	3	66,222
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	66,222
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	66,222

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	1,500
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,500
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,500

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

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

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					66,222
2 Undistributed income, if any, as of the end of 2008					
a Enter amount for 2008 only.				1,484	
b Total for prior years 2007 , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2009					
a From 2004.	0				
b From 2005.	0				
c From 2006.	0				
d From 2007.	0				
e From 2008.	0				
f **Total** of lines 3a through e.		0			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 1,500					
a Applied to 2008, but not more than line 2a				1,484	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .		0			
d Applied to 2009 distributable amount.					16
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:					
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 page 27 of the instructions . . .			0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				0	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					66,206
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)		0			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)		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. . . .	0				
b Excess from 2006. . . .	0				
c Excess from 2007. . . .	0				
d Excess from 2008. . . .	0				
e Excess from 2009. . . .	0				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

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

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

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

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

BRANCH BANKING AND TRUST
1831 W EVANS ST- WEALTH MANAGEMENT
FLORENCE,SC 29501
(843) 413-4249

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

EXEMPT STATUS, FED ID#, NAME OF ORGANIZATION PURPOSE OF ORGANIZATION, DUTIES OF ORGANIZATION

c Any submission deadlines

NO SUBMISSION DEADLINE

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

NO RESTRICTIONS OR 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*				
SOUTHEASTERN COMMUNITY COLLEGE FOUNDATION INC P O BOX 151 WHITEVILLE, NC 28472	NONE	EXEMPT	CHARITABLE	1,000
LORIS FIRST BAPTIST CHURCH 3117 MAIN STREET LORIS, SC 29569	NONE	EXEMPT	CHARITABLE	500
Total . . . . ▶ **3a**				1,500
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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					
4 Dividends and interest from securities			14	21,963	
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					
8 Gain or (loss) from sales of assets other than inventory			18	61,079	
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)				83,042	

13 Total. Add line 12, columns (b), (d), and (e) **13** 83,042

(See worksheet in line 13 instructions on page 28 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 organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
11	0

Additional Data

Software ID: 09000072
Software Version: 09-0
EIN: 56-6429281
Name: PRINCE ELDRED & SARAH WOOTEN FOUND

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
720 AT&T INC			2009-12-18
240 AT&T INC		2008-12-16	2009-12-18
240 ABBOTT LABORATORIES			2009-09-11
120 ANADARKO PETE CORP		2009-09-11	2010-02-05
240 APPLIED MATERIALS		2009-03-18	2010-01-07
240 APPLIED MATERIALS		2008-12-16	2010-01-07
288 ARCHER DANIELS MIDLAND COMPANY			2009-12-18
141 267 ARTISAN MID CAP VALUE #1464 CLD TO NEW I		2009-09-11	2010-01-07
99 371 ARTISAN MID CAP VALUE #1464 CLD TO NEW I		2009-09-11	2010-02-05
240 AVERY DENNISON CORP COMMON		2009-01-07	2009-09-11
400 BB&T CORP		2008-12-09	2010-03-19
638 BB&T CORP		2008-12-09	2010-03-24
39 565 BB&T MID CAP VALUE CL I FUND #0312		2003-04-28	2009-12-16
54 899 BB&T MID CAP GROWTH CL I FUND #313		2003-04-28	2009-12-16
71 989 BB&T SHORT INTER US GOVT INCOME FUND		2009-09-11	2010-02-05
341 537 BB&T SHORT INTER US GOVT INCOME FUND		2009-09-11	2010-02-05
739 516 BB&T TOTAL RETURN BOND CL I FUND #0342			2009-09-11
265 579 BB&T SPECIAL OPPORTUNITIES CL I FUND # 0321		2008-12-23	2009-12-18
945 405 BB&T SPECIAL OPPORTUNITIES CL I FUND # 0321			2009-12-18
612 62 BB&T SPECIAL OPPORTUNITIES CL I FUND # 0321			2010-02-05
192 BP AMOCO PLC ADS L C		2008-12-09	2009-12-18
3 BERKSHIRE HATHAWAY INC DEL CLASS B		2009-01-07	2009-09-11
336 CVS CORP COMMON			2009-12-18
480 CHEVRON TEXACO CORP COMMON		2008-12-09	2009-12-18
480 CISCO SYSTEMS			2010-01-07
144 COMCAST CORP NEW CL A		2009-01-07	2009-09-11
10 CORNING INCORPORATED		2009-03-18	2010-02-05
240 CORNING INCORPORATED		2008-12-23	2010-02-05
192 DISNEY WALT COMPANY		2008-12-16	2009-12-18
96 DU PONT E I DE NEMOURS & COMPANY		2008-12-16	2009-12-18

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491198000000

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 organization
PRINCE ELDRED & SARAH WOOTEN FOUND

Employer identification number
56-6429281

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 in the heading 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)

Name of organization	Employer identification number
PRINCE ELDRED & SARAH WOOTEN FOUND	56-6429281

Part I **Contributors** (see Instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ELDRED PRINCE TRUST EIN 26-651419 C/O BBT - 1831 W EVANS STREET FLORENCE, SC 29501	$ 1,374,566	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)

Name of organization
PRINCE ELDRED & SARAH WOOTEN FOUND

Employer identification number
56-6429281

Part II **Noncash Property** (see Instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	VARIOUS MARKETABLE SECURITIES BASIS $891,172	$ 829,722	2009-07-23

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
PRINCE ELDRED & SARAH WOOTEN FOUND

Employer identification number
56-6429281

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** (Complete columns **(a)** through **(e) and** the following line entry)
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

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)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

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

****** | 2010-07-16 | ******

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed ☐	Preparer's identifying number (see **Signature** on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code		EIN	
		Phone no	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
19,655		19,276	379
6,552		6,554	-2
11,220		12,560	-1,340
7,500		7,018	482
3,370		2,587	783
3,370		2,474	896
8,732		7,875	857
2,571		2,368	203
1,708		1,665	43
7,795		7,679	116
12,712		11,990	722
20,486		19,124	1,362
442		455	-13
488		463	25
695		697	-2
3,299		3,306	-7
7,950		7,401	549
4,127		2,863	1,264
14,692		10,598	4,094
9,367		7,099	2,268
10,786		8,884	1,902
9,792		9,513	279
10,395		9,304	1,091
36,970		36,914	56
11,649		8,004	3,645
2,471		2,380	91
180		123	57
4,320		2,105	2,215
6,128		4,381	1,747
3,062		2,528	534

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			379
			-2
			-1,340
			482
			783
			896
			857
			203
			43
			116
			722
			1,362
			-13
			25
			-2
			-7
			549
			1,264
			4,094
			2,268
			1,902
			279
			1,091
			56
			3,645
			91
			57
			2,215
			1,747
			534

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
624 DUKE ENERGY CORP		2008-12-09	2009-09-11
960 EXXON MOBIL CORPORATION		2008-12-09	2009-09-11
39 859 FAIRHOLME FUND FD 1		2009-09-11	2010-02-05
139 53 FEDERATED HIGH YIELD BOND INST CL FUND #		2009-09-11	2009-12-18
516 711 FEDERATED SHORT TERM INCOME FUND CL Y FU		2009-09-11	2010-02-05
148 264 FEDERATED MORTGAGE INSTITUTIONAL CLASS FUND #835		2009-02-09	2010-02-05
556 601 FIDELITY ADVISOR HIGH INCOME FD #377 CL		2009-09-11	2009-12-18
720 GENERAL ELECTRIC COMPANY			2009-12-18
480 GENERAL ELECTRIC COMPANY		2008-12-16	2009-12-18
51 483 GOLDMAN SACHS GROWTH OPPORTUNITY FD		2009-12-18	2010-02-05
4 9 GOLDMAN SACHS GROWTH OPPORTUNITY FD		2009-12-18	2010-02-05
22 624 HARBOR INTERNATIONAL FUND		2009-09-11	2010-02-05
3 952 HARBOR INTERNATIONAL FUND		2009-09-11	2010-02-05
240 INTEL CORPORATION		2008-12-16	2010-02-05
15 ISHARES BARCLAYS TIPS BOND FUND		2009-09-11	2009-12-18
40 ISHARES MSCI EMERGING MKTS INDEX FUND		2008-12-23	2009-12-18
70 I SHARES EAFE INDEX FUND			2010-01-07
48 ISHARES S&P MIDCAP 400 INDEX FUND		2009-04-16	2009-12-18
20 CEF ISHARES TR S&P		2008-12-23	2010-02-05
96 ISHARES S&P SMALLCAP 600/VAL COMMON			2009-09-11
432 JOHNSON & JOHNSON		2008-12-09	2009-09-11
288 KRAFT FOODS INC-A COMMON			2009-09-11
204 095 LAZARD EMERGING MKTS PORTFOLIO INST CLAS		2009-09-11	2010-01-07
144 MEDTRONIC INC		2009-03-18	2010-01-07
240 MICROSOFT CORPORATION		2008-12-23	2009-12-18
240 MICROSOFT CORPORATION		2008-12-16	2009-12-18
77 302 NUVEEN LIMITED TERM MUNICIPAL BOND FUND		2010-01-07	2010-02-05
240 OCCIDENTAL PETE CORP		2008-12-09	2009-12-18
240 ORACLE SYSTEM CORPORATION		2008-12-23	2009-12-18
240 ORACLE SYSTEM CORPORATION		2008-12-16	2009-12-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
9,635		9,167	468
66,995		75,427	-8,432
1,214		1,118	96
1,324		1,254	70
4,402		4,340	62
1,478		1,428	50
4,464		4,258	206
11,304		11,722	-418
7,536		8,198	-662
1,000		1,036	-36
95		99	-4
1,126		1,178	-52
197		206	-9
4,671		3,533	1,138
1,577		1,536	41
1,609		962	647
3,959		2,957	1,002
3,416		2,555	861
1,041		837	204
5,334		4,201	1,133
26,144		25,164	980
7,522		7,870	-348
3,798		3,447	351
6,569		4,140	2,429
7,197		4,613	2,584
7,197		4,615	2,582
836		831	5
19,214		12,329	6,885
5,835		4,159	1,676
5,835		3,998	1,837

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			468
			-8,432
			96
			70
			62
			50
			206
			-418
			-662
			-36
			-4
			-52
			-9
			1,138
			41
			647
			1,002
			861
			204
			1,133
			980
			-348
			351
			2,429
			2,584
			2,582
			5
			6,885
			1,676
			1,837

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
96 PEPSICO INCORPORATED		2009-01-07	2009-12-18
144 PEPSICO INCORPORATED		2008-12-16	2009-12-18
336 PFIZER INCORPORATED			2009-09-11
480 PIEDMONT NATURAL GAS INCORPORATED		2008-12-09	2009-09-11
240 PRICE GROUP INC FORMERLY AKA PRICE TO ROWE & ASSOC			2009-09-11
192 PROCTOR AND GAMBLE COMPANY			2009-09-11
96 QUALCOMM INC COMMON		2008-12-23	2009-12-18
100 S & P 500 DEPOSITARY RECEIPT COMMON			2009-12-18
48 SPDR GOLD TRUST		2009-04-08	2009-12-18
48 SPDR GOLD TRUST		2008-12-16	2009-12-18
60 SCHLUMBERGER LTD		2009-09-11	2010-02-05
312 SPECTRA ENERGY CORPORATION		2008-12-09	2010-01-07
240 STAPLES INC COMMON		2009-01-07	2009-12-18
336 SYSCO CORPORATION			2009-12-18
424 526 TCW TOTAL RETURN BOND FUND # 728		2009-09-11	2009-12-16
96 TARGET CORP COM		2008-12-16	2009-09-11
384 UNITED HEALTH GROUP INC			2009-09-11
2810 234 VANGUARD GNMA FUND FUND 36		2009-09-11	2010-02-05
432 VERIZON COMMUNICATIONS INC			2009-12-18
240 VERIZON COMMUNICATIONS INC		2008-12-16	2009-12-18
116 603 VIRTUS QUALITY SMALL CAP FUND CL I FUND		2009-12-18	2010-02-05
34 211 VIRTUS QUALITY SMALL CAP FUND CL I FUND		2009-12-18	2010-02-05
120 WELLPOINT INC		2009-01-07	2009-09-11
264 WELLPOINT INC			2009-12-18
60 TRANSOCEAN LTD		2009-09-11	2010-01-07
50 TRANSOCEAN LTD		2009-09-11	2010-02-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,653		5,189	464
8,480		7,580	900
5,480		5,698	-218
11,157		15,067	-3,910
10,605		6,553	4,052
10,673		11,519	-846
4,263		3,296	967
10,970		8,687	2,283
5,247		4,176	1,071
5,247		3,958	1,289
3,709		3,638	71
6,449		4,699	1,750
5,837		4,325	1,512
9,059		7,907	1,152
4,305		4,258	47
4,568		3,376	1,192
11,141		8,964	2,177
30,351		30,154	197
14,141		14,015	126
7,856		7,800	56
1,046		1,074	-28
307		315	-8
6,481		5,281	1,200
15,431		10,647	4,784
5,463		4,889	574
4,173		4,075	98

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			464
			900
			-218
			-3,910
			4,052
			-846
			967
			2,283
			1,071
			1,289
			71
			1,750
			1,512
			1,152
			47
			1,192
			2,177
			197
			126
			56
			-28
			-8
			1,200
			4,784
			574
			98

TY 2009 Investments - Other Schedule

Name: PRINCE ELDRED & SARAH WOOTEN FOUND

EIN: 56-6429281

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BB&T MIDCAP VALUE			
BB&T MID CAP GROWT			
BB&T TOTAL RETURN BOND			
BB&T SPECIAL OPPORTUNITIES			
FEDERATED MORTGAGE INSTIT CLAS			
ISHARES MSCI EAFE INDEX FUND			
ISHARES S&P SMALLCAP 600 INDEX			
S&P 500 DEPOSITORY RECEIPT			

TY 2009 Other Decreases Schedule

Name: PRINCE ELDRED & SARAH WOOTEN FOUND

EIN: 56-6429281

Description	Amount
MUTUAL FUND ADJ REC/REPORTED	265
WASH SALES ADJUSTMENT	28
ROUNDING	5

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491198000000

TY 2009 Other Expenses Schedule

Name: PRINCE ELDRED & SARAH WOOTEN FOUND

EIN: 56-6429281

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER ALLOCABLE EXPENSES - 2%	2	2		0

TY 2009 Other Increases Schedule

Name: PRINCE ELDRED & SARAH WOOTEN FOUND

EIN: 56-6429281

Description	Amount
FOREIGN TAX	127

TY 2009 Substantial Contributors Schedule

Name: PRINCE ELDRED & SARAH WOOTEN FOUND

EIN: 56-6429281

Name	Address
ELDRED PRINCE TRUST EIN 26-651419	C/O BBT - 1831 W EVANS STREET FLORENCE, SC 29501

TY 2009 Taxes Schedule

Name: PRINCE ELDRED & SARAH WOOTEN FOUND

EIN: 56-6429281

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	33	0		0
FOREIGN TAXES ON QUALIFIED FOR	117	0		0
FOREIGN TAXES ON NONQUALIFIED	10	0		0