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
GORDY-MEAD-BRITTON FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P.O. BOX 11364

City or town, state, and ZIP code
MONTGOMERY, AL 36111-0364

A Employer identification number
63-6021238

B Telephone number
334-832-9922

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) ▶$ 1,171,152.

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)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ▶ [X] if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	95.	95.		STATEMENT 1
4	Dividends and interest from securities	18,130.	18,130.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,053.			
b	Gross sales price for all assets on line 6a 716,094.				
7	Capital gain net income (from Part IV, line 2)		1,053.		
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	11,153.	11,153.		STATEMENT 3
12	**Total.** Add lines 1 through 11	30,431.	30,431.		
13	Compensation of officers, directors trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 4	4,175.	0.		4,175.
c	Other professional fees STMT 5	16,418.	16,418.		0.
17	Interest				
18	Taxes STMT 6	857.	857.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 7	1,714.	0.		1,714.
24	**Total operating and administrative expenses.** Add lines 13 through 23	23,164.	17,275.		5,889.
25	Contributions, gifts, grants paid	57,944.			57,944.
26	**Total expenses and disbursements** Add lines 24 and 25	81,108.	17,275.		63,833.
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	-50,677.			
b	**Net investment income** (if negative, enter -0-)		13,156.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

Revenue

Operating and Administrative Expenses

SCANNED SEP 27 2010

RECEIVED
SEP 20 2010
OGDEN, UT
IRS-OSC
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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,672.	-86.	-86.
	2 Savings and temporary cash investments	14,507.	49,467.	49,467.
	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	1,351.	1,351.	1,351.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	1,212,262.	1,129,383.	1,120,420.
	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 ▶)			
	16 **Total assets** (to be completed by all filers)	1,230,792.	1,180,115.	1,171,152.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,230,792.	1,180,115.	
	30 **Total net assets or fund balances**	1,230,792.	1,180,115.	
	31 **Total liabilities and net assets/fund balances**	1,230,792.	1,180,115.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,230,792.
2	Enter amount from Part I, line 27a	2	-50,677.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,180,115.
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	1,180,115.

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	FROM STERNE AGEE SCHEDULE #2	P		
b	SEC 1256 LOSS FROM K-1	P		
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	716,094.		711,884.	4,210.
b				-3,157.
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				4,210.
b				-3,157.
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 — 1,053.

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	128,810.	1,276,760.	.100888
2007	112,888.	2,616,850.	.043139
2006	107,264.	2,303,054.	.046575
2005	97,708.	2,246,900.	.043486
2004	110,230.	2,237,807.	.049258

2	**Total** of line 1, column (d)	2	.283346
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	.056669
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,237,416.
5	Multiply line 4 by line 3	5	70,123.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	132.
7	Add lines 5 and 6	7	70,255.
8	Enter qualifying distributions from Part XII, line 4	8	63,833.

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 ▶ ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		1	263.
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	263.
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	263.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 1,351.		
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	1,351.
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	1,088.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 1,088.	**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		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) ▶ AL			
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

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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 ▶ BEVERLY MCKINNEY Telephone no. ▶ (334) 832-9922

Located at ▶ 3269 BANKHEAD AVE., MONTGOMERY, AL ZIP+4 ▶ 36106

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
ARTHUR M. BRITTON 3272 BANKHEAD AVE MONTGOMERY, AL 36106	PRESIDENT 0.00	0.	0.	0.
BETH DUBINA 3259 BANKHEAD AVE. MONTGOMERY, AL 36106	VICE-PRESIDENT 0.00	0.	0.	0.
BEVERLY MCKINNEY 1111 PEACHTREE STREET MONTGOMERY, AL 36106	SECRETARY 0.00	0.	0.	0.
WILLIAM J. GORDY 3269 BANKHEAD AVE. MONTGOMERY, AL 36106	MANAGER 0.00	0.	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 SEE SCHEDULE #3 ATTACHED	0.
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	1,175,978.
b	Average of monthly cash balances		1b	78,931.
c	Fair market value of all other assets		1c	1,351.
d	**Total** (add lines 1a, b, and c)		1d	1,256,260.
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	1,256,260.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	18,844.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	1,237,416.
6	**Minimum investment return** Enter 5% of line 5		6	61,871.

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	61,871.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 263.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	263.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	61,608.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	61,608.
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	61,608.

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	63,833.
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	63,833.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	63,833.

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				61,608.
2 Undistributed income, if any as of the end of 2009				
a Enter amount for 2008 only			63,770.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 63,833.				
a Applied to 2008, but not more than line 2a			63,770.	
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				63.
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 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				61,545.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(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 ▶ [X] 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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE SCHEDULE #3 ATTACHED				57,944.
Total			▶ 3a	57,944.
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	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (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	95.	
4 Dividends and interest from securities			14	18,130.	
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			01	11,153.	
8 Gain or (loss) from sales of assets other than inventory			18	1,053.	
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.		30,431.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 30,431.

(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

Emily S. McKinnon 9/14/10 Secretary

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	DAVID NORRIS, CPA	Date 09/07/10	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address and ZIP code	CARR, RIGGS & INGRAM, L.L.C. 7550 HALCYON SUMMIT DRIVE MONTGOMERY, AL 36117	EIN	Phone no. 334-271-6678

Gordy Mead Britton Foundation
63-6021238
Securities Inventory
June 30, 2010
Schedule #1

No. of Shares	Description	Date Acquired	Cost	End FMV
Sterne Agee #87753572				
500	First Trust Strategic High Income Fund	03/28/07	10,000 00	1,935 00
250	Van Kampen Dynamic Credit Opportunities	06/27/07	5,000 00	2,852 50
250	First Trust Strategic High Income Fund	08/28/07	4,079 14	967 50
750	First Trust Strategic High Income Fund	09/24/09	3,001 64	2,902 50
25	Proshares Trust Powershares Ultrashort	05/06/09	2,679 33	730 25
225	Powershares Global Etf Trust Aggregate	11/18/09	3,106 77	3,053 25
			27,866 88	12,441 00
Sterne Agee #11487852				
800	Adobe Systems Inc Delaware	06/01/09	23,381 20	21,144 00
520	Altria Group Inc	02/22/06	8,814 06	10,420 80
1260	Altria Group, Inc	11/21/08	18,885 13	25,250 40
200	Apple Inc	09/21/07	28,234 48	50,306 00
2,440	Bruker Corp (Brunos Inc)	03/05/10	33,498 32	90,933 00
1,020	BP Prudhoe Bay Royalty Trust	07/13/07	76,490 00	29,670 40
450	Canadian Pacific Railway Limited	06/25/09	18,289 74	24,129 00
5,900	CitiGroup Inc	04/20/10	29,323 00	22,184 00
460	Emerson Electric Corp	03/05/10	22,376 57	20,097 40
760	Equity Office Ppyts Tst	05/11/10	33,627 54	30,397 20
860	Express Scripts, Inc	06/01/09	27,620 75	40,437 20
270	Freeport McMoran Copper & Gold	06/01/09	14,142 68	15,965 10
770	Frontline Limited	06/02/09	18,541 75	21,975 80
800	Garter Incorp	06/15/10	21,189 76	18,600 00
400	General Dynamics Corp Common	06/02/09	23,746 32	23,424 00
370	Goodrich Corp	06/02/09	19,145 32	24,512 50
870	I-shares S & P US PFD Stk	03/05/10	33,617 64	32,242 20
530	Ishares Trust Russell 2000 Index Fund	06/02/09	28,062 81	32,390 95
240	L3 Communications Holdings Inc Com	03/02/10	22,206 51	17,001 60
270	Mettler Toledo Intl Inc	05/12/10	32,777 60	30,140 10
740	Microsoft Corp	11/11/09	21,600 60	17,027 40
430	Novartis Ag Spons Adr	09/15/09	20,529 70	20,777 60
260	Portfolio Recovery Assoc	05/11/10	17,107 70	17,429 58
300	Praxair, Inc	06/01/09	22,730 79	22,797 00
100	Priceline com	06/02/09	11,458 78	17,654 00
1,252	Protective Life Corp De	03/05/10	24,200 97	26,780 28
6,620	Provident Energy Trust TR Unit	07/13/07	80,407 84	45,479 40
6,320	R F Micro Devices Inc	05/13/10	33,947 25	24,711 20
1,330	Rent A Center Inc	05/11/10	33,873 17	26,945 80
3,400	Sally Beauty Holdings Inc	05/11/10	34,143 17	27,880 00
600	Sirona Dental Systems	05/13/10	23,662 80	20,904 00
300	SPDR Gold Trust Gold Shares	09/06/07	20,641 40	36,504 00
480	Stryker Corp	11/28/08	17,279 47	24,028 80
460	Toronto Dominion Bk	05/11/10	33,641 80	29,858 60
			929,196 62	939,999 31
Smith Barney				
7,085	Longleaf Partners Fund	VARIOUS	172,319 98	167,979 77
			1,129,383 48	1,120,420 08

Gordy Mead Britton Foundation
63-6021238
Gain/Loss Report
June 30, 2010
Schedule #2

Number of Shares	Description	Date ACQD	Date Sold	Cost	Sales Price	Gain/(Loss)
Sterne Agee #87753572						
500	Apollo Investment Cp	7/11/2007	6/3/2010	11,146 11	4,983 46	(6,162 65)
250	Dryships Inc	5/29/2009	6/3/2010	1,998 44	1,055 98	(942 46)
50	Direxion Dly Finl 3X Etf	5/6/2009	7/15/2009	2,896 61	2,017 14	(879 47)
100	Amer Elec Pwr Co Inc	5/29/2009	10/27/2009	2,739 04	2,934 79	195 75
500	Adventclaymore Global Convertib	5/25/2007	6/3/2010	10,000 00	4,080 40	(5,919 60)
				28,780 20	15,071 77	(13,708 43)
Sterne Agee #11487852						
240	Potash Corp Sask Inc	10/15/2008	7/16/2009	20,178 58	21,598 65	1,420 07
1,360 00	Symantec Corp	10/7/2008	8/3/2009	21,756 33	20,508 28	(1,248 05)
460	Symantec Corp	6/1/2009	8/3/2009	7,295 60	6,936 63	(358 97)
120	Priceline Com Inc New	6/2/2009	8/10/2009	13,750 54	18,011 95	4,261 41
70	Petrohawk Energy Corp	10/3/2008	8/19/2009	1,377 40	1,521 64	144 24
1,390 00	Petrohawk Energy Corp	10/13/2008	8/19/2009	16,356 13	30,215 39	13,859 26
630	Ishares Msci Emerging Mrkts Closed End Fund	11/25/2008	8/27/2009	13,532 09	22,440 03	8,907 94
380	Owens Ill Inc New	6/2/2009	9/28/2009	11,125 22	14,097 72	2,972 50
420	Owens Ill Inc New	6/2/2009	10/28/2009	12,296 30	14,045 14	1,748 84
90	Goodrich Corp	6/2/2009	10/28/2009	4,656 97	4,824 38	167 41
200	Freeport Ca Cl B	6/1/2009	10/28/2009	11,867 06	14,697 20	2,830 14
230	Research In Motion Ltd	6/2/2009	10/30/2009	18,919 50	13,489 91	(5,429 59)
860	Barclays Plc Adr	8/3/2009	12/8/2009	19,013 77	16,042 52	(2,971 25)
370	Barclays Plc Adr	8/19/2009	12/8/2009	8,498 87	6,902 01	(1,596 86)
1,200 00	Us Natural Gas Fd Lp Etf	5/20/2009	1/7/2010	14,755 16	12,895 39	(1,859 77)
290	Bucyrus Intl Inc	8/19/2009	2/5/2010	9,088 32	14,593 32	5,505 00
410	Qualcomm Inc	6/24/2009	3/1/2010	18,447 85	14,740 38	(3,707 47)
520	Hsbc Hldgs Plc Spons Adr	8/19/2009	3/2/2010	28,365 03	26,943 36	(1,421 67)
610	Bucyrus Intl Inc	8/19/2009	5/6/2010	19,116 82	33,735 42	14,618 60
760	Atheros Comm Inc	7/30/2009	5/6/2010	18,867 28	26,641 36	7,774 08
860	Sector Spdr Trsbi Utilities	12/8/2009	5/6/2010	26,488 00	25,647 34	(840 66)
570	Ross Stores Inc	6/2/2009	5/6/2010	23,151 29	30,140 98	6,989 69
1,100 00	Vodafone Group Plc Sp Adr	9/16/2009	5/6/2010	25,596 12	23,057 05	(2,539 07)
580	Sybase Inc	6/24/2009	5/13/2010	18,315 86	37,391 96	19,076 10
250	Oracle Cp	9/21/2007	7/10/2009	5,409 60	5,067 36	(342 24)
1,130 00	Oracle Cp	9/21/2007	9/16/2009	24,451 41	24,921 93	470 52
370	Oracle Cp	11/13/2007	9/16/2009	8,006 21	8,160 28	154 07
250	Monsanto Co New	6/21/2007	10/30/2009	16,548 53	16,802 41	253 88
80	Monsanto Co New	8/8/2007	10/30/2009	5,424 90	5,376 77	(48 13)
5,900 00	Advantage Energy Income Fd	7/13/2007	12/3/2009	81,936 25	34,104 37	(47,831 88)
160	Spdr Gold Trust Gold Shares	9/6/2007	2/5/2010	11,008 75	16,635 84	5,627 09
520	Baxter International Inc	7/13/2007	5/6/2010	30,487 60	23,930 08	(6,557 52)
220	Goldman Sachs Group Inc The	2/12/2008	5/6/2010	39,380 00	32,096 31	(7,283 69)
820	Ishares Msci Emerging Mrkts Closed End Fund	11/25/2008	5/6/2010	17,613 19	31,963 05	14,349 86
750	Gilead Sciences Inc	9/26/2007	5/21/2010	31,020 00	27,352 33	(3,667 67)
270	Apache Corp	12/21/2007	5/25/2010	29,001 67	23,493 38	(5,508 29)
				683,104 20	701,022 12	17,917 92
		TOTALS		711,884 40	716,093 89	4,209 49

Gordy Mead Britton Foundation
63-6021238
Schedule of Contributions, Gifts, etc.
06/30/10
Schedule # 3

RELIGIOUS ORGANIZATIONS·		
	CHILD EVANGELISM FELLOWSHIP	100 00
	CHRIST CHURCH	150 00
	CHRIST EPISCOPAL CHURCH	50 00
	FAITH RESCUE MISSION	500 00
	FIRST BABTIST OF MONTGOMERY	50 00
	FIRST UNITED METHODIST CHURCH	350 00
	FRAZER UNITED METHODIST CHURCH	50 00
	GIDEON MEMORIAL BIBLES	100 00
	LET GOD ARISE MINISTRIES	100 00
	LIGHT HOUSE COUNSELING CENTER	250 00
	NEIGHBORS IN CHRIST	100 00
	NELLIE BURGE	100 00
	REDLAND BAPTIST CHURCH	50 00
	RIDGECREST BAPTIST CHURCH	50 00
	SAMARITAN COUNSELING CENTER	50 00
	ST JOHN'S EPISCOPAL CHURCH	175 00
	ST. PAUL'S EPISCOPAL CHURCH	50 00
	ST THOMAS EPISCOPAL CHURCH	50 00
	THE PRESBYTERIAN CHURCH	50 00
	TRINITY PRESBYTERIAN	950 00
	WLBF	1,000.00
	TOTAL	4,325
GOVERNMENTAL, CIVIC & CULTURAL DEVELOPMENT ORGANIZATIONS		
	ALABAMA SHAKESPEARE FESTIVAL	5,250.00
	BOY SCOUTS OF AMERICA	1,000 00
	BOYS AND GIRLS CLUBS	2,000 00
	FRIENDS OF MONTGOMERY LIBRARY	100 00
	HOSPICE OF MONTGOME	550 00
	HUNTINGDON COLLEGE	1,500 00
	LIFE SOUTH COMMUNITY BLOOD CENTER	500 00
	MENTAL HEALTH AMERICA IN MONTGOMERY	1,000 00
	MONTGOMERY AREA ZOOLOGICAL SOCIETY	500 00
	MONTGOMERY BALLET	100.00
	MONTGOMERY CANCER WELLNESS FOUNDATION	50 00
	MONTGOMERY CANCER WELLNESS CENTER	50 00
	MONTGOMERY CATHOLIC SCHOOL	50 00
	MONTGOMERY CHRISTAIN SCHOOL	5,000 00
	MONTGOMERY COUNTY HISTORICAL SOCIETYTY	100 00
	MONTGOMERY HUMANE SOCIETY	500 00
	MONTGOMERY MUSUEM OF FINE ARTS	1,050 00
	ROLLING LAKES FIRE DEPT	150 00
	ROTARY CHARITY BALL	500 00
	ST. JAMES SCHOOL	100 00
	TOTAL	20,050

Gordy Mead Britton Foundation
63-6021238
Schedule of Contributions, Gifts, etc.
06/30/10
Schedule # 3

OTHER MISCELLANEOUS ORGANIZATIONS	
ALABAMA WILDLIFE FEDERATION	100 00
ALABSMA LAW FOUNDATION	50.00
ALZHEIMER'S OF SO ALA	500.00
AMERICAN CANCER SOC	6,334.00
AMERICAN LUNG ASSOCIATION	50 00
AMERICAN RED CROSS	150.00
BAPTIST HOSPICE	100 00
BRANTWOOD CHILDREN'S HOME	1,000 00
BRITTON YMCA	85 00
CHILD PROTECT	500 00
CHILDREN'S FIRST FOUNDATION INC	1,000.00
CHILDREN'S HARBOR	100 00
CHILDREN'S HOSPITAL FOUNDATION	1,000.00
CUMBERLAND SCHOOL OF LAW	50.00
EASTER SEALS	50 00
FAMILY SUNSHINE CENTER	500 00
FOUNDATION FOR ANGEL MEDICAL CENTER	50 00
GOODWILL INDUSTRIES	100 00
HANNAH RIDLING MEMORIAL FUND	50 00
LANDMARKS FOUNDAION	550 00
LIONS CLUB	700 00
LYNCHBURG CITY SCHOOL STRINGS	50 00
MACOA	1,500 00
MONTGOMERY ACADEMY	50 00
MONTGOMERY AREA FOOD BANK	500 00
MONTGOMERY AREA MOTHERS AGAINST DRUNK DRIVERS	150 00
MONTGOMERY SYMPHONY ASSOCIATION	500.00
MONTGOMERY TREE COMMITTEE	100 00
SAFE PLACE	250 00
SALVATION ARMY	50.00
Sav-A-LIFE	3,500 00
SAYNO IN THE MONTGOMERY AREA INC	250.00
SECOND CHANCE	250 00
UNITED WAY	8,100.00
YMCA	5,000.00
YOUNG LIFE	200.00
JACKSON HOSPITAL FOUNDATION	50 00
WAGA ALABAMA GOLF ASSOC SCHOLARSHIP FOUNDATION TR	50 00
TOTAL	33,569
GRAND TOTAL	57,944

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

SOURCE	AMOUNT
RIVER BANK & TRUST	89.
THRU STERNE AGEE	6.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	95.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FROM K-1 - UNITED STATES NATURAL GAS FUND	8.	0.	8.
THRU LONG LEAF	71.	0.	71.
THRU STERNE AGEE	18,051.	0.	18,051.
TOTAL TO FM 990-PF, PART I, LN 4	18,130.	0.	18,130.

FORM 990-PF	OTHER INCOME	STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY INCOME - BP PRUDHOE BAY ROYALTY TRUST	9,443.	9,443.	
FROM K-1 - UNITED STATES NATURAL GAS FUND	-382.	-382.	
SETTLEMENT & OTHER DISTRIBUTIONS	2,092.	2,092.	
TOTAL TO FORM 990-PF, PART I, LINE 11	11,153.	11,153.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	4,175.	0.		4,175.
TO FORM 990-PF, PG 1, LN 16B	4,175.	0.		4,175.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	16,418.	16,418.		0.
TO FORM 990-PF, PG 1, LN 16C	16,418.	16,418.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	857.	857.		0.
TO FORM 990-PF, PG 1, LN 18	857.	857.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	1,714.	0.		1,714.
TO FORM 990-PF, PG 1, LN 23	1,714.	0.		1,714.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE #1 ATTACHED	1,129,383.	1,120,420.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,129,383.	1,120,420.