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Form **990-PF**

Department of the Treasury
Internal Revenue Service (77)

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 11/1/2009 **, and ending** 10/31/2010

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: TW LUCY C HARRIS-GFIC

Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank, N A - 123 S Broad St MAC Y1379-062

Room/suite:

City or town, state, and ZIP code: Philadelphia PA 19109

A Employer identification number: 58-6163827

B Telephone number (see page 10 of the instructions): (888) 730-4933

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 ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 784,359

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ *(Part I, column (d) must be on cash basis)*

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)				
	2 Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	18,586	18,174		
	5 a Gross rents		0		
	b Net rental income or (loss) 0				
	6 a Net gain or (loss) from sale of assets not on line 10	-18,529			
	b Gross sales price for all assets on line 6a 304,118				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances 0				
	b Less Cost of goods sold 0				
	c Gross profit or (loss) (attach schedule)	0			
	11 Other income (attach schedule)	0	0	0	
	12 **Total.** Add lines 1 through 11	57	18,174	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	2,572			2,572
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	500	0	0	500
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	691	2	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	10,286	7,714	0	2,571
	24 **Total operating and administrative expenses** Add lines 13 through 23	14,049	7,716	0	5,643
	25 Contributions, gifts, grants paid	30,096			30,096
	26 **Total expenses and disbursements** Add lines 24 and 25	44,145	7,716	0	35,739
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-44,088			
	b **Net investment income** (if negative, enter -0-)		10,458		
	c **Adjusted net income** (if negative, enter -0-)			0	

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P18 NE

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		0	
	2 Savings and temporary cash investments	14,342	8,903	8,903
	3 Accounts receivable ▶ 0			
	Less allowance for doubtful accounts ▶ 0	0	0	0
	4 Pledges receivable ▶ 0			
	Less allowance for doubtful accounts ▶ 0	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶ 0			
	Less allowance for doubtful accounts ▶ 0	0	0	0
	8 Inventories for sale or use		0	
	9 Prepaid expenses and deferred charges		0	
	10 a Investments—U S and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	0	0	0
	c Investments—corporate bonds (attach schedule)	0	0	0
	11 Investments—land, buildings, and equipment basis ▶ 0			
	Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	778,014	731,804	775,456
	14 Land, buildings, and equipment basis ▶ 0			
	Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	15 Other assets (describe ▶)	0	0	0
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	792,356	740,707	784,359
Liabilities	17 Accounts payable and accrued expenses		0	
	18 Grants payable			
	19 Deferred revenue		0	
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe ▶)	0	0	
	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	792,356	740,707	
	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)	792,356	740,707	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	792,356	740,707	

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	792,356
2	Enter amount from Part I, line 27a	2	-44,088
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	748,268
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	7,561
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	740,707

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Attached Statement			
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	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

	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	
a	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

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	-18,529
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	0

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	31,393	627,792	0 050005
2007			0 000000
2006			0 000000
2005			0 000000
2004			0 000000

2	**Total** of line 1, column (d)	2	0 050005
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 050005
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	732,196
5	Multiply line 4 by line 3	5	36,613
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	105
7	Add lines 5 and 6	7	36,718
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18	8	35,739

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	209
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	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	209
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	209
6	Credits/Payments			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 401		
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	401
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	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	192
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 192 **Refunded** ▶		11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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 page 19 of the 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 ▶ $ _____ (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		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
4 a	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?	4b	N/A	
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	
8 a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ GA			
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 on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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		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 ▶ Wells Fargo Bank, N A Trust Tax Dep Telephone no ▶ (888) 730-4933

Located at ▶ 123 S Broad St MAC Y1379-062 Philadelphia PA ZIP+4 ▶ 19109

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)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b		X
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 ▶ 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	N/A	
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	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	☐ Yes	☒ No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?			**5b** N/A
	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?			**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
MR LON RICE PO BOX 727 WINDER GA 30680	CO-TRUSTEE 1 00	2,572	0	0
Wells Fargo Bank, N A 123 S Broad St MAC Y1379-062 Philadelphia P	TRUSTEE 4 00	10,286	0	0
	00	0	0	0
	00	0	0	0

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

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

Total number of other employees paid over $50,000 ▶

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		0
		0
		0
		0
		0

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

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 beneficianes served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3	0
Total. Add lines 1 through 3 ▶	0

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	721,354
b	Average of monthly cash balances		1b	21,992
c	Fair market value of all other assets (see page 24 of the instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	743,346
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e		
2	Acquisition indebtedness applicable to line 1 assets		2	
3	Subtract line 2 from line 1d		3	743,346
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)		4	11,150
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	732,196
6	**Minimum investment return.** Enter 5% of line 5		6	36,610

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	36,610
2a	Tax on investment income for 2009 from Part VI, line 5	2a	209		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	209
3	Distributable amount before adjustments Subtract line 2c from line 1			3	36,401
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	36,401
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	36,401

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	35,739
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	0
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	35,739
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	35,739

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				36,401
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only			0	
b	Total for prior years 20 ____, 20 ____, 20 ___		0		
3	Excess distributions carryover, if any, to 2009				
a	From 2004 NONE				
b	From 2005 NONE				
c	From 2006 NONE				
d	From 2007 NONE				
e	From 2008 404				
f	**Total** of lines 3a through e	404			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 35,739				
a	Applied to 2008, but not more than line 2a			0	
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				35,739
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).)*	404			404
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				
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				258
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)				
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) **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			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

Check here ▶ [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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total			▶ **3a**	30,096
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		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
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	18,586	
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	-18,529	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		57	0
13 **Total.** Add line 12, columns (b), (d), and (e)				13	57

(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 foundation's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
	Not Applicable

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
	0	Not Applicable	
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

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

John M Sulentic — Signature of officer or trustee — 1/20/2011 Date — VP & TRUST OFFICER 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)
	1/20/2011		P00364310

Firm's name (or yours if self-employed), address, and ZIP code: PRICEWATERHOUSECOOPERS, LLP, 600 GRANT STREET, PITTSBURGH, PA 15219-2777 — EIN ▶ 13-4008324 — Phone no 412-355-6000

Security Category	Account #	CUSIP	Asset Name	Units	FMV	Fed Cost
Invest - Other	3013000439	41013P814	JOHNHANCOCK S/C INTRINSIC-I #464	4654 9840	55,534	40,045
Invest - Other	3013000439	44980Q518	INGINTERNATIONAL REAL EST-I #2664	4086 1690	36,244	43,987
Invest - Other	3013000439	44981V706	INGREAL ESTATE FUND CL-I #2190	3417 9490	47,715	51,182
Invest - Other	3013000439	52106N889	LAZARD EMERGING MKTS PTFL #638	1265 3950	26,940	17,585
Invest - Other	3013000439	626124242	MUNDER MIDCAP CORE GROWTH FD-Y #32	2037 4660	52,791	49,065
Invest - Other	3013000439	68380Y409	OPPENHEIMER COM STR TR FD Y #739	8595 4610	29,139	42,668
Invest - Other	3013000439	693390304	PIMCO LOW DURATION FD I #36	3497 7530	37,461	36,132
Invest - Other	3013000439	693390700	PIMCO TOTAL RET FD-INST #35	8444 9710	98,722	92,175
Invest - Other	3013000439	693391104	PIMCO REAL RETURN BOND FD-I #122	3336 1480	39,533	36,130
Invest - Other	3013000439	693391559	PIMCO EMERG MKTS BD-INST #137	1387 5590	16,012	11,989
Invest - Other	3013000439	72369B406	PIONEER HIGH YIELD FUND-Y #724	3364 6440	33,243	33,209
Invest - Other	3013000439	921909602	VANGUARD TOTAL INTL STOCK INDX #113	6319 7690	97,830	94,038
Invest - Other	3013000439	94985D582	WELLS FARGO INTL ADV FUND-IS #4705	2403 5590	29,396	29,340
Savings & Temp Inv	3013000439	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	81 8500	82	82
Savings & Temp Inv	3013000439	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	2647 8500	2,648	2,648
Cash	3013000439				-	

Security Category	Account #	CUSIP	Asset Name	Units	FMV	Fed Cost
Invest - Corp Stock	3013896757	03076C106	AMERIPRISE FINL INC	84 0000	4,342	3,243
Invest - Corp Stock	3013896757	031162100	AMGEN INC	60 0000	3,431	3,393
Invest - Corp Stock	3013896757	037833100	APPLE INC	12 0000	3,612	3,130
Invest - Corp Stock	3013896757	110122108	BRISTOL MYERS SQUIBB CO	139 0000	3,739	3,216
Invest - Corp Stock	3013896757	126650100	CVS/CAREMARK CORPORATION	110 0000	3,314	3,087
Invest - Corp Stock	3013896757	14149Y108	CARDINAL HEALTH INC COM	97 0000	3,365	3,451
Invest - Corp Stock	3013896757	156700106	CENTURYLINK, INC	98 0000	4,055	2,673
Invest - Corp Stock	3013896757	166764100	CHEVRON CORP	46 0000	3,800	3,921
Invest - Corp Stock	3013896757	171798101	CIMAREX ENERGY CO	43 0000	3,300	3,198
Invest - Corp Stock	3013896757	17275R102	CISCO SYSTEMS INC	139 0000	3,178	2,808
Invest - Corp Stock	3013896757	172967101	CITIGROUP INC	807 0000	3,365	3,512
Invest - Corp Stock	3013896757	20825C104	CONOCOPHILLIPS	69 0000	4,098	3,104
Invest - Corp Stock	3013896757	210371100	CONSTELLATION ENERGY GROUP INC	98 0000	2,964	3,527
Invest - Corp Stock	3013896757	219350105	CORNING INC	182 0000	3,327	3,190
Invest - Corp Stock	3013896757	30231G102	EXXON MOBIL CORPORATION	52 0000	3,457	2,006
Invest - Corp Stock	3013896757	34354P105	FLOWSERVE CORP COM	32 0000	3,200	2,910
Invest - Corp Stock	3013896757	345370860	FORDMOTOR COMPANY	298 0000	4,211	3,285
Invest - Corp Stock	3013896757	364760108	GAPINC	148 0000	2,813	2,705
Invest - Corp Stock	3013896757	369604103	GENERAL ELECTRIC CO	210 0000	3,364	3,253
Invest - Corp Stock	3013896757	38141G104	GOLDMAN SACHS GROUP INC	22 0000	3,545	3,611
Invest - Corp Stock	3013896757	428236103	HEWLETT PACKARD CO	67 0000	2,817	2,051
Invest - Corp Stock	3013896757	437076102	HOMEDEPOT INC	109 0000	3,368	2,713
Invest - Corp Stock	3013896757	44919P508	IAC/INTERACTIVECORP	125 0000	3,488	3,091
Invest - Corp Stock	3013896757	458140100	INTEL CORP	165 0000	3,308	3,216
Invest - Corp Stock	3013896757	459200101	INTERNATIONAL BUSINESS MACHS CORP	27 0000	3,877	2,629
Invest - Corp Stock	3013896757	459506101	INTERNATIONAL FLAVORS & FRAGRANCES	71 0000	3,561	3,602
Invest - Corp Stock	3013896757	46625H100	JPMORGAN CHASE & CO	82 0000	3,086	3,440
Invest - Corp Stock	3013896757	478160104	JOHNSON & JOHNSON	54 0000	3,442	3,093
Invest - Corp Stock	3013896757	58155Q103	MCKESSON CORP	56 0000	3,695	3,431
Invest - Corp Stock	3013896757	58405U102	MEDCO HEALTH SOLUTIONS INC	57 0000	2,994	3,248
Invest - Corp Stock	3013896757	594918104	MICROSOFT CORP	120 0000	3,200	3,134
Invest - Corp Stock	3013896757	654106103	NIKEINC CL B	48 0000	3,909	1,192
Invest - Corp Stock	3013896757	674599105	OCCIDENTAL PETE CORP	42 0000	3,302	2,767
Invest - Corp Stock	3013896757	68389X105	ORACLE CORPORATION	139 0000	4,084	3,244
Invest - Corp Stock	3013896757	693475105	PNCFINANCIAL SERVICES GROUP	57 0000	3,072	3,568
Invest - Corp Stock	3013896757	742718109	PROCTER & GAMBLE CO	54 0000	3,433	1,424
Invest - Corp Stock	3013896757	778296103	ROSSSTORES INC	69 0000	4,070	2,591
Invest - Corp Stock	3013896757	81211K100	SEALED AIR CORP COM	164 0000	3,797	3,383
Invest - Corp Stock	3013896757	882508104	TEXAS INSTRUMENTS INC	139 0000	4,110	3,136
Invest - Corp Stock	3013896757	88579Y101	3M CO	42 0000	3,537	3,265
Invest - Corp Stock	3013896757	902494103	TYSON FOODS INC CL A DEL	185 0000	2,877	3,256
Invest - Corp Stock	3013896757	913017109	UNITED TECHNOLOGIES CORP	49 0000	3,664	1,814
Invest - Corp Stock	3013896757	91529Y106	UNUMGROUP	160 0000	3,587	3,400
Invest - Corp Stock	3013896757	931142103	WALMART STORES INC	66 0000	3,575	3,360
Savings & Temp Inv	3013896757	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	2498 5100	2,499	2,499
Savings & Temp Inv	3013896757	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	3674 1900	3,674	3,674
Invest - Corp Stock	3013896757	G2554F105	COVIDIEN PLC	68 0000	2,711	3,480
Invest - Corp Stock	3013896757	G6852T105	PARTNERRE LTD COM	43 0000	3,411	3,198
Invest - Corp Stock	3013896757	H0023R105	ACELIMITED	68 0000	4,041	3,600
Invest - Corp Stock	3013896757	H5833N103	NOBLE CORPORATION	77 0000	2,659	4,157

Invest - Corp Stock	3013896757	H89128104	TYCOINTERNATIONAL LTD NEW	93 0000	3,560	3,214
Invest - Corp Stock	3013896757	H8912P106	TYCOELECTRONICS LTD F	132 0000	4,182	3,334
Cash	3013896757				-	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name
GEORGIA FOUNDATION OF INDEPENDENT COLLEGES ☐ Person ☒ Business
Street
RESURGENS PLAZA
City | State | Zip code | Foreign Country
ATLANTA | GA | 30326 |
Relationship | Foundation Status
NONE | 501(C)(3)
Purpose of grant/contribution | Amount
SCHOLARSHIP | 30,096

Name
☐ Person ☐ Business
Street
City | State | Zip code | Foreign Country
Relationship | Foundation Status
Purpose of grant/contribution | Amount
0

Name
☐ Person ☐ Business
Street
City | State | Zip code | Foreign Country
Relationship | Foundation Status
Purpose of grant/contribution | Amount
0

Name
☐ Person ☐ Business
Street
City | State | Zip code | Foreign Country
Relationship | Foundation Status
Purpose of grant/contribution | Amount
0

Name
☐ Person ☐ Business
Street
City | State | Zip code | Foreign Country
Relationship | Foundation Status
Purpose of grant/contribution | Amount
0

Name
☐ Person ☐ Business
Street
City | State | Zip code | Foreign Country
Relationship | Foundation Status
Purpose of grant/contribution | Amount
0

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

	Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
	Securities	304,118	322,647	-18,529
	Other sales	0	0	0

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improve-ments	Depreciation
1	X	AVX CORP COM	002444107			3/18/2010		7/12/2010	1,033	1,168			
2	X	AVX CORP COM	002444107			3/19/2010		7/13/2010	329	365			
3	X	AVX CORP COM	002444107			3/18/2010		7/13/2010	1,720	1,915			
4	X	AGILENT TECHNOLOGIES INC	00846U101			3/3/2010		7/12/2010	563	650			
5	X	AGILENT TECHNOLOGIES INC	00846U101			3/10/2009		7/12/2010	310	146			
6	X	BMC SOFTWARE INC	055921100			2/25/2008		8/26/2010	2,068	1,827			
7	X	BAXTER INTL INC	071813109			3/3/2010		7/12/2010	742	999			
8	X	BAXTER INTL INC	071813109			3/10/2009		7/12/2010	262	306			
9	X	BAXTER INTL INC	071813109			1/24/2007		7/12/2010	1,528	1,680			
10	X	BUCYRUS INTERNATIONAL IN	118759109			12/3/2009		5/25/2010	2,218	2,527			
11	X	BUCYRUS INTERNATIONAL IN	118759109			3/3/2010		5/25/2010	231	325			
12	X	CA INC	12673P105			3/3/2010		7/12/2010	599	729			
13	X	CA INC	12673P105			3/10/2009		7/12/2010	300	260			
14	X	CA INC	12673P105			12/15/2008		7/12/2010	1,909	1,751			
15	X	DISCOVER FINANCIAL SERVI	254709108			9/24/2009		2/9/2010	1,987	2,440			
16	X	GAP INC COM	364760108			3/3/2010		4/16/2010	276	237			
17	X	GENERAL MILLS INC	370334104			3/3/2010		8/26/2010	561	582			
18	X	GENERAL MILLS INC	370334104			3/10/2009		8/26/2010	351	251			
19	X	GENERAL MILLS INC	370334104			5/20/2008		8/26/2010	2,384	2,107			
20	X	JOHN HANCOCK S/C INTRINS	41013P814			3/27/2008		9/30/2010	546	626			
21	X	HARBOR INTERNATIONAL FU	411511306			4/1/2008		1/5/2010	71,966	87,522			
22	X	HARBOR INTERNATIONAL FU	411511306			12/30/2008		1/5/2010	14,084	10,000			
23	X	HEWITT ASSOC INC CL A	42822Q100			12/3/2009		2/9/2010	2,278	2,522			
24	X	ING INTERNATIONAL REAL ES	44980Q518			5/9/2008		9/30/2010	358	492			
25	X	ING REAL ESTATE FUND CL I	44981V706			5/9/2008		1/5/2010	5,000	6,805			
26	X	ING REAL ESTATE FUND CL-I	44981V706			5/9/2008		9/30/2010	468	540			
27	X	KELLOGG CO	487836108			3/3/2010		6/23/2010	531	526			
28	X	AGILENT TECHNOLOGIES INC	00846U101			5/25/2007		7/12/2010	2,085	2,843			
29	X	ARCHER DANIELS MIDLAND C	039483102			1/28/2009		4/16/2010	1,730	1,709			
30	X	ARCHER DANIELS MIDLAND C	039483102			3/10/2009		4/16/2010	340	338			
31	X	ARCHER DANIELS MIDLAND C	039483102			3/3/2010		4/16/2010	1,163	1,222			
32	X	BMC SOFTWARE INC	055921100			3/3/2010		8/26/2010	923	926			
33	X	BMC SOFTWARE INC	055921100			3/10/2009		8/26/2010	443	342			
34	X	KELLOGG CO	487836108			3/10/2009		6/23/2010	266	180			
35	X	KELLOGG CO	487836108			11/11/2005		6/23/2010	2,657	2,237			
36	X	LAZARD EMERGING MKTS PO	52106N889			3/27/2008		1/5/2010	20,000	24,034			
37	X	LAZARD EMERGING MKTS PT	52106N889			3/27/2008		9/30/2010	350	375			
38	X	MCDONALDS CORP	580135101			3/3/2010		7/12/2010	1,037	963			
39	X	MCDONALDS CORP	580135101			3/10/2009		7/12/2010	415	314			
40	X	MCDONALDS CORP	580135101			2/16/2007		7/12/2010	2,213	1,448			
41	X	MUNDER MID CAP CORE GRO	626124242			3/27/2008		1/5/2010	16,000	18,749			
42	X	MUNDER MIDCAP CORE GRO	626124242			3/27/2008		9/30/2010	522	564			
43	X	OPPENHEIMER COMMODITY	68380Y409			3/27/2008		1/5/2010	1,000	2,418			
44	X	OPPENHEIMER COM STR TR	68380Y409			3/27/2008		9/30/2010	287	737			
45	X	PIMCO LOW DURATION FD I #	693390304			1/6/2010		9/30/2010	379	368			
46	X	PIMCO TOTAL RETURN FD IN	693390700			5/9/2008		1/5/2010	52,500	52,838			
47	X	PIMCO TOTAL RET FD-INST #	693390700			5/9/2008		9/30/2010	998	942			

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

	Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities		304,118	322,647	-18,529
Other sales		0	0	0

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improve-ments	Depreciation
48	X	PIMCO REAL RETURN BOND	693391104			1/6/2010		9/30/2010	394	370			
49	X	PIMCO EMERGING MARKETS	693391559			4/3/2009		1/5/2010	15,500	12,889			
50	X	PIMCO EMERG MKTS BD-INS	693391559			4/3/2009		9/30/2010	162	122			
51	X	PFIZER INC COM	717081103			10/29/2008		4/16/2010	1,774	1,858			
52	X	PFIZER INC COM	717081103			3/10/2009		4/16/2010	304	233			
53	X	PFIZER INC COM	717081103			3/3/2010		4/16/2010	1,233	1,282			
54	X	PIONEER HIGH YIELD FD CL	72369B406			3/27/2008		1/5/2010	449	479			
55	X	PIONEER HIGH YIELD FD CL	72369B406			5/9/2008		1/5/2010	15,551	17,300			
56	X	PIONEER HIGH YIELD FUND-	72369B406			3/27/2008		9/30/2010	327	338			
57	X	PRAXAIR INC COM	74005P104			11/11/2005		5/4/2010	2,480	1,486			
58	X	PRAXAIR INC COM	74005P104			3/10/2009		5/4/2010	496	345			
59	X	PRAXAIR INC COM	74005P104			3/3/2010		5/4/2010	661	619			
60	X	STATE STREET CORP COM	857477103			12/15/2008		5/4/2010	2,120	1,727			
61	X	STATE STREET CORP COM	857477103			3/3/2010		5/4/2010	1,125	1,179			
62	X	TD AMERITRADE HOLDING C	87236Y108			7/27/2009		1/15/2010	2,279	2,288			
63	X	VANGUARD TOTAL INTL STO	921909602			1/6/2010		9/30/2010	966	962			
64	X	VANGUARD INFLATION-PROT	922031869			5/9/2008		1/5/2010	23,520	23,893			
65	X	VIACOM INC NEW	92553P201			3/3/2010		7/12/2010	1,036	921			
66	X	VIACOM INC NEW	92553P201			12/3/2009		7/12/2010	2,808	2,490			
67	X	WATSON PHARMACEUTICALS	942683103			9/30/2008		3/18/2010	2,517	1,747			
68	X	WATSON PHARMACEUTICALS	942683103			3/10/2009		3/18/2010	528	359			
69	X	WATSON PHARMACEUTICALS	942683103			3/3/2010		3/18/2010	406	400			
70	X	WELLS FARGO INTL ADV FUN	94985D582			3/27/2008		9/30/2010	295	303			
71	X	ACCENTURE PLC-CL A COM	G1151C101			1/21/2009		3/18/2010	2,149	1,643			
72	X	ACCENTURE PLC-CL A COM	G1151C101			3/10/2009		3/18/2010	379	253			
73	X	ACCENTURE PLC-CL A COM	G1151C101			3/3/2010		3/18/2010	1,012	975			
74	X	KRAFT FOODS INC	50075N104			3/3/2010		7/12/2010	1,042	1,041			
75	X	KRAFT FOODS INC	50075N104			7/27/2009		7/12/2010	2,372	2,300			
76	X	L/T CAP GAIN							323				
77													

Line 16b (990-PF) - Accounting Fees

		500	0	0	500
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	ACCOUNTING FEES	500			500
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		691	2	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY EXCISE TAX	288			
2	ESTIMATED EXCISE PAYMENT	401			
3	FOREIGN TAX WITHHELD	2	2		
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

		10,286	7,714	0	2,571
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Amortization See attached statement	0	0	0	0
2	TRUSTEE FEE	10,286	7,714		2,571
3					
4					
5					
6					
7					
8					
9					
10					

Part II, Line 13 (990-PF) - Investments - Other

			778,014	731,804	775,456
	Item or Category	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	OTHER INVESTMENTS		778,014	731,804	775,456
2					
3					
4					
5					
6					
7					
8					
9					
10					

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
	Totals					304,118	0	322,647	-18,529	0	0	0	-18,529
1	AVX CORP COM	002444107		3/18/2010	7/12/2010	1,033	0	1,168	-135			0	-135
2	AVX CORP COM	002444107		3/19/2010	7/13/2010	329	0	365	-36			0	-36
3	AVX CORP COM	002444107		3/18/2010	7/13/2010	1,720	0	1,915	-195			0	-195
4	AGILENT TECHNOLOGIES INC	00846U101		3/3/2010	7/12/2010	563	0	650	-87			0	-87
5	AGILENT TECHNOLOGIES INC	00846U101		3/10/2009	7/12/2010	310	0	146	164			0	164
6	BMC SOFTWARE INC	055921100		2/25/2008	8/26/2010	2,068	0	1,827	241			0	241
7	BAXTER INTL INC	071813109		3/3/2010	7/12/2010	742	0	999	-257			0	-257
8	BAXTER INTL INC	071813109		3/10/2009	7/12/2010	262	0	306	-44			0	-44
9	BAXTER INTL INC	071813109		1/24/2007	7/12/2010	1,528	0	1,680	-152			0	-152
10	BUCYRUS INTERNATIONAL INC-A CO	118759109		12/3/2009	5/25/2010	2,218	0	2,527	-309			0	-309
11	BUCYRUS INTERNATIONAL INC-A CO	118759109		3/3/2010	5/25/2010	231	0	325	-94			0	-94
12	CA INC	12673P105		3/3/2010	7/12/2010	599	0	729	-130			0	-130
13	CA INC	12673P105		3/10/2009	7/12/2010	300	0	260	40			0	40
14	CA INC	12673P105		12/15/2008	7/12/2010	1,909	0	1,751	158			0	158
15	DISCOVER FINANCIAL SERVICES COM	254709108		9/24/2009	2/9/2010	1,987	0	2,440	-453			0	-453
16	GAP INC COM	364760108		3/3/2010	4/16/2010	276	0	237	39			0	39
17	GENERAL MILLS INC	370334104		3/3/2010	8/26/2010	561	0	582	-21			0	-21
18	GENERAL MILLS INC	370334104		3/10/2009	8/26/2010	351	0	251	100			0	100
19	GENERAL MILLS INC	370334104		5/20/2008	8/26/2010	2,384	0	2,107	277			0	277
20	JOHN HANCOCK S/C INTRINSIC-I #464	41013P814		3/27/2008	9/30/2010	546	0	626	-80			0	-80
21	HARBOR INTERNATIONAL FUND INS CL	411511306		4/1/2008	1/5/2010	71,966	0	87,522	-15,556			0	-15,556
22	HARBOR INTERNATIONAL FUND INS CL	411511306		12/30/2008	1/5/2010	14,084	0	10,000	4,084			0	4,084
23	HEWITT ASSOC INC CL A	42822Q100		12/3/2009	2/9/2010	2,278	0	2,522	-244			0	-244
24	ING INTERNATIONAL REAL EST-I #2664	44980Q518		5/9/2008	9/30/2010	358	0	492	-134			0	-134
25	ING REAL ESTATE FUND CL I	44981V706		5/9/2008	1/5/2010	5,000	0	6,805	-1,805			0	-1,805
26	ING REAL ESTATE FUND CL-I #2190	44981V706		5/9/2008	9/30/2010	468	0	540	-72			0	-72
27	KELLOGG CO	487836108		3/3/2010	6/23/2010	531	0	526	5			0	5
28	AGILENT TECHNOLOGIES INC	00846U101		5/25/2007	7/12/2010	2,085	0	2,843	-758			0	-758
29	ARCHER DANIELS MIDLAND CO COM	039483102		1/28/2009	4/16/2010	1,730	0	1,709	21			0	21
30	ARCHER DANIELS MIDLAND CO COM	039483102		3/10/2009	4/16/2010	340	0	338	2			0	2
31	ARCHER DANIELS MIDLAND CO COM	039483102		3/3/2010	4/16/2010	1 163	0	1,222	-59			0	-59
32	BMC SOFTWARE INC	055921100		3/3/2010	8/26/2010	923	0	926	-3			0	-3
33	BMC SOFTWARE INC	055921100		3/10/2009	8/26/2010	443	0	342	101			0	101
34	KELLOGG CO	487836108		3/10/2009	6/23/2010	266	0	180	86			0	86
35	KELLOGG CO	487836108		11/11/2005	6/23/2010	2,657	0	2,237	420			0	420
36	LAZARD EMERGING MKTS PORTFOLIO	52106N889		3/27/2008	1/5/2010	20,000	0	24,034	-4,034			0	-4,034
37	LAZARD EMERGING MKTS PTFL #638	52106N889		3/27/2008	9/30/2010	350	0	375	-25			0	-25
38	MCDONALDS CORP	580135101		3/3/2010	7/12/2010	1,037	0	963	74			0	74
39	MCDONALDS CORP	580135101		3/10/2009	7/12/2010	415	0	314	101			0	101
40	MCDONALDS CORP	580135101		2/16/2007	7/12/2010	2,213	0	1,448	765			0	765
41	MUNDER MID CAP CORE GROWTH FD (	626124242		3/27/2008	1/5/2010	16,000	0	18,749	-2,749			0	-2,749
42	MUNDER MIDCAP CORE GROWTH FD-Y	626124242		3/27/2008	9/30/2010	522	0	564	-42			0	-42
43	OPPENHEIMER COMMODITY STRATEG	68380Y409		3/27/2008	1/5/2010	1,000	0	2,418	-1,418			0	-1,418
44	OPPENHEIMER COM STR TR FD Y #739	68380Y409		3/27/2008	9/30/2010	287	0	737	-450			0	-450
45	PIMCO LOW DURATION FD I #36	693390304		1/6/2010	9/30/2010	379	0	368	11			0	11
46	PIMCO TOTAL RETURN FD INST CL	693390700		5/9/2008	1/5/2010	52,500	0	52,838	-338			0	-338
47	PIMCO TOTAL RET FD-INST #35	693390700		5/9/2008	9/30/2010	998	0	942	56			0	56
48	PIMCO REAL RETURN BOND FD-I #122	693391104		1/6/2010	9/30/2010	394	0	370	24			0	24
49	PIMCO EMERGING MARKETS BOND FD	693391559		4/3/2009	1/5/2010	15,500	0	12,889	2,611			0	2,611
50	PIMCO EMERG MKTS BD-INST #137	693391559		4/3/2009	9/30/2010	162	0	122	40			0	40
51	PFIZER INC COM	717081103		10/29/2008	4/16/2010	1,774	0	1,858	-84			0	-84
52	PFIZER INC COM	717081103		3/10/2009	4/16/2010	304	0	233	71			0	71
53	PFIZER INC COM	717081103		3/3/2010	4/16/2010	1,233	0	1,282	-49			0	-49
54	PIONEER HIGH YIELD FD CL Y	72369B406		3/27/2008	1/5/2010	449	0	479	-30			0	-30
55	PIONEER HIGH YIELD FD CL Y	72369B406		5/9/2008	1/5/2010	15,551	0	17,300	-1,749			0	-1,749
56	PIONEER HIGH YIELD FUND-Y #724	72369B406		3/27/2008	9/30/2010	327	0	338	-11			0	-11
57	PRAXAIR INC COM	74005P104		11/11/2005	5/4/2010	2,480	0	1,486	994			0	994

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	304,118	0	322,647	-18,529	0	0	0	-18,529
58	PRAXAIR INC COM	74005P104		3/10/2009	5/4/2010	496	0	345	151			0	151
59	PRAXAIR INC COM	74005P104		3/3/2010	5/4/2010	661	0	619	42			0	42
60	STATE STREET CORP COM	857477103		12/15/2008	5/4/2010	2,120	0	1,727	393			0	393
61	STATE STREET CORP COM	857477103		3/3/2010	5/4/2010	1,125	0	1,179	-54			0	-54
62	TD AMERITRADE HOLDING CORP COM	87236Y108		7/27/2009	1/15/2010	2,279	0	2,288	-9			0	-9
63	VANGUARD TOTAL INTL STOCK INDX #	921909602		1/6/2010	9/30/2010	966	0	962	4			0	4
64	VANGUARD INFLATION-PROTECTED SE	922031869		5/9/2008	1/5/2010	23,520	0	23,893	-373			0	-373
65	VIACOM INC NEW	92553P201		3/3/2010	7/12/2010	1,036	0	921	115			0	115
66	VIACOM INC NEW	92553P201		12/3/2009	7/12/2010	2,808	0	2,490	318			0	318
67	WATSON PHARMACEUTICALS INC COM	942683103		9/30/2008	3/18/2010	2,517	0	1,747	770			0	770
68	WATSON PHARMACEUTICALS INC COM	942683103		3/10/2009	3/18/2010	528	0	359	169			0	169
69	WATSON PHARMACEUTICALS INC COM	942683103		3/3/2010	3/18/2010	406	0	400	6			0	6
70	WELLS FARGO INTL ADV FUND-IS #470	94985D582		3/27/2008	9/30/2010	295	0	303	-8			0	-8
71	ACCENTURE PLC-CL A COM	G1151C101		1/21/2009	3/18/2010	2,149	0	1,643	506			0	506
72	ACCENTURE PLC-CL A COM	G1151C101		3/10/2009	3/18/2010	379	0	253	126			0	126
73	ACCENTURE PLC-CL A COM	G1151C101		3/3/2010	3/18/2010	1,012	0	975	37			0	37
74	KRAFT FOODS INC	50075N104		3/3/2010	7/12/2010	1,042	0	1,041	1			0	1
75	KRAFT FOODS INC	50075N104		7/27/2009	7/12/2010	2,372	0	2,300	72			0	72
76	L/T CAP GAIN					323	0	0	323			0	323
77						0	0	0	0			0	0

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

12,858

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	MR LON RICE		PO BOX 727	WINDER	GA	30680		CO-TRUSTEE	1	2,572
2	Wells Fargo Bank, N A		123 S Broad St MAC Y1379-062	Philadelphia	PA	19109		TRUSTEE	4	10,286
3										
4										
5										
6										
7										
8										
9										
10										

Part

		0	0
	Benefits	Expense Account	Explanation
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

Part XV, Lines 1a-1b (990-PF) - Information Regarding Foundation Managers

	List Managers who contributed more than 2% of the total contributions received by the foundation	List Managers who own 10% or more of the stock of a corporation of which the foundation has a 10% or greater interest
1	NONE	NONE
2		
3		
4		
5		
6		
7		
8		
9		
10		