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990-PF

Form
Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2009

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

For calendar year 2009, or tax year beginning 12/01, 2009, and ending

11/30, 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

TCH SUDEKUM MEMORIAL TRUST 51-3621080

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

P.O. BOX 1908

City or town, state, and ZIP code

ORLANDO, FL 32802-1908

A Employer identification number

62-6177958

B Telephone number (see page 10 of the instructions)

() -

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

Fair market value of all assets at end

J Accounting method: ☒ Cash ☐ Accrual

of year (from Part II, col. (c), line

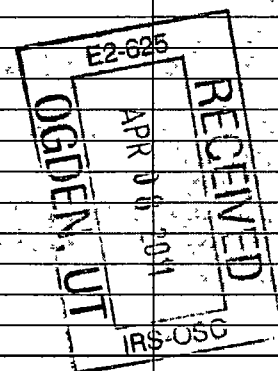
Other (specify)

16) \$ 3,809,551.

(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)
1 Contributions, gifts, grants, etc., received (attach schedule)	2,000.			
2 Check ☒ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	106,443.	108,265.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	92,212.			
b Gross sales price for all assets on line 6a	1,286,968.			
7 Capital gain net income (from Part IV, line 2)		92,212.		
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) (attach schedule)				
11 Other income (attach schedule)				
12 Total Add lines 1 through 11	200,655.	200,477.		
13 Compensation of officers, directors, trustees, etc.	18,144.	9,072.		9,072.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 2	2,500.	NONE	NONE	2,500.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 3	1,640.	699.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT 4	6.	6.		
24 Total operating and administrative expenses. Add lines 13 through 23	22,290.	9,777.	NONE	11,572.
25 Contributions, gifts, grants paid	50,324.			50,324.
26 Total expenses and disbursements Add lines 24 and 25	72,614.	9,777.	NONE	61,896.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	128,041.			
b Net investment income (if negative, enter -0-)		190,700.		
c Adjusted net income (if negative, enter -0-)				



For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

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POSTMARK DATE APR 05 2011

SCANNED APR 13 2011

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	215,232.	197,481.	197,481.
	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 (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) STMT 5	3,109,668.	3,254,617.	3,612,070.	
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,324,900.	3,452,098.	3,809,551.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
23	Total liabilities (add lines 17 through 22)				
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	3,289,471.	3,386,832.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	35,429.	65,266.	
	30	Total net assets or fund balances (see page 17 of the instructions)	3,324,900.	3,452,098.	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,324,900.	3,452,098.		

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	3,324,900.
2	Enter amount from Part I, line 27a	2	128,041.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	3,452,941.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 6	5	843.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,452,098.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 2 92,212.		
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.			If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8. 3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	124,149.	3,341,162.	0.03715743206
2007			
2006			
2005			
2004			
2 Total of line 1, column (d)			2 0.03715743206
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 0.03715743206
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 3,645,666.
5 Multiply line 4 by line 3			5 135,464.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,907.
7 Add lines 5 and 6			7 137,371.
8 Enter qualifying distributions from Part XII, line 4			8 61,896.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	3,814.
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	
3 Add lines 1 and 2		3	3,814.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	3,814.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	5,792.	
b Exempt foreign organizations-tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	5,792.	
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	NONE	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,978.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☐ 1,978. Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	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		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ STMT 7		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 SUNTRUST BANK, INC. Telephone no (615) 748-5904			
	Located at P. O. BOX 305110, NASHVILLE, TN ZIP + 4 37230-5110			
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		
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	X
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)	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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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? ☐ Yes ☒ No **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? ☐ Yes ☒ No **7b** N/A

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
SEE STATEMENT 8		18,144.	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ NONE

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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		NONE

Total number of others receiving over \$50,000 for professional services NONE

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 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3 NONE	

Total. Add lines 1 through 3

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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	3,488,560.
b	Average of monthly cash balances	1b	212,624.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	3,701,184.
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	NONE
3	Subtract line 2 from line 1d	3	3,701,184.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	55,518.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,645,666.
6	Minimum investment return. Enter 5% of line 5	6	182,283.

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	182,283.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	3,814.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,814.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	178,469.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	178,469.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	178,469.

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	61,896.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	61,896.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	61,896.

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				178,469.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			37,119.	
b Total for prior years 20____, 20____, 20____		NONE		
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	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4. ► \$ 61,896.				
a Applied to 2008, but not more than line 2a			37,119.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				24,777.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2009 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				153,692.
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)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2005	NONE			
b Excess from 2006	NONE			
c Excess from 2007	NONE			
d Excess from 2008	NONE			
e Excess from 2009	NONE			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

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

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

Part XV Supplementary Information (Complete this part only if the 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 ☒ 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 <i>Paid during the year</i> SEE STATEMENT 9				
Total			▶ 3a	50,324.
b <i>Approved for future payment</i>				
Total			▶ 3b	

Form 990-PF (2009)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	106,443.	
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	92,212.	
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)				198,655.	
13 Total. Add line 12, columns (b), (d), and (e)			13		198,655.

(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 29 of the instructions.)

NOT APPLICABLE

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Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS				1,436.	
100,000.00		100000. FED FARM CR BK 5.350% 12/0 PROPERTY TYPE: SECURITIES 100,000.00				11/25/2008	12/01/2009
9,739.00		420. CONAGRA INC COM PROPERTY TYPE: SECURITIES 7,497.00				04/16/2009	12/23/2009
8,325.00		160. RAYTHEON CO COM NEW PROPERTY TYPE: SECURITIES 7,381.00				09/15/2009	12/23/2009
3,486.00		67. RAYTHEON CO COM NEW PROPERTY TYPE: SECURITIES 3,106.00				11/20/2008	12/23/2009
2,627.00		71. TJX CO INC NEW PROPERTY TYPE: SECURITIES 2,642.00				09/15/2009	12/23/2009
6,067.00		164. TJX CO INC NEW PROPERTY TYPE: SECURITIES 3,116.00				11/20/2008	12/23/2009
496.00		20. BERKLEY W R CORP COM PROPERTY TYPE: SECURITIES 504.00				09/15/2009	01/19/2010
6,443.00		260. BERKLEY W R CORP COM PROPERTY TYPE: SECURITIES 6,479.00				11/20/2008	01/19/2010
22,317.00		168. INTERNATIONAL BUSINESS MACHS COR PROPERTY TYPE: SECURITIES 12,736.00				04/22/2005	01/19/2010
103,625.00		10179.231 PIMCO FOREIGN BD US\$ HEDGED-I PROPERTY TYPE: SECURITIES 103,177.00				12/09/2009	01/25/2010

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Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
100,000.00		100000. FED FARM CR BK PROPERTY TYPE: SECURITIES 102,540.00		5.450% 2/0		11/25/2008 -2,540.00	02/05/2010
1,920.00		39. TARGET CORP COM PROPERTY TYPE: SECURITIES 1,862.00				09/28/2009 58.00	02/09/2010
12,699.00		258. TARGET CORP COM PROPERTY TYPE: SECURITIES 11,422.00				03/21/2002 1,277.00	02/09/2010
2,847.00		60. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES 2,786.00				09/15/2009 61.00	03/01/2010
5,125.00		108. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES 4,515.00				11/20/2008 610.00	03/01/2010
10,156.00		557. SCHWAB CHARLES CORP NEW COM PROPERTY TYPE: SECURITIES 9,925.00				09/15/2009 231.00	03/01/2010
5,982.00		89. UNION PACIFIC CORP COM PROPERTY TYPE: SECURITIES 5,643.00				09/15/2009 339.00	03/01/2010
100,000.00		100000. FED NATL MTG ASSN PROPERTY TYPE: SECURITIES 102,000.00		5.250% 3/0		11/25/2008 -2,000.00	03/05/2010
10,956.00		152. DEVON ENERGY CORP COM PROPERTY TYPE: SECURITIES 10,424.00				09/15/2009 532.00	03/11/2010
7,422.00		142. HARRIS CORP DEL COM COM PROPERTY TYPE: SECURITIES 7,231.00				02/02/2007 191.00	04/29/2010
6,085.00		156. QUALCOMM CORP COM STK PROPERTY TYPE: SECURITIES 7,152.00				09/15/2009 -1,067.00	04/29/2010

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
4,407.00		113. QUALCOMM CORP COM STK PROPERTY TYPE: SECURITIES 3,400.00					11/20/2008 1,007.00	04/29/2010
3,445.00		52. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 2,134.00					08/16/2000 1,311.00	05/04/2010
2,058.00		30. MCDONALDS CORP COM PROPERTY TYPE: SECURITIES 1,652.00					09/15/2009 406.00	05/07/2010
13,787.00		201. MCDONALDS CORP COM PROPERTY TYPE: SECURITIES 11,274.00					02/08/2008 2,513.00	05/07/2010
4,998.00		200. AT & T INC COM PROPERTY TYPE: SECURITIES 5,344.00					09/15/2009 -346.00	05/20/2010
3,399.00		136. AT & T INC COM PROPERTY TYPE: SECURITIES 5,447.00					07/23/2007 -2,048.00	05/20/2010
21,483.00		1985.49 ABERDEEN EQUITY LONG SHORT-I PROPERTY TYPE: SECURITIES 21,682.00					10/26/2009 -199.00	05/24/2010
356.00		10. CARNIVAL CORP UNIT COM PROPERTY TYPE: SECURITIES 370.00					05/07/2010 -14.00	05/24/2010
227.00		5. FLUOR CORP COM PROPERTY TYPE: SECURITIES 235.00					05/07/2010 -8.00	05/24/2010
30,786.00		1416.099 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES 28,008.00					10/26/2009 2,778.00	05/24/2010
71,391.00		6831.675 RIDGEWORTH FD-MIDCAP VAL EQTY # PROPERTY TYPE: SECURITIES 65,335.00					10/26/2009 6,056.00	05/24/2010

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
19,818.00		1836.701 RIDGEWORTH FD-INTL EQTY INDEX # PROPERTY TYPE: SECURITIES 17,706.00					04/16/2009 2,112.00	05/24/2010
582.00		39.125 T ROWE PRICE REAL ESTATE FD PROPERTY TYPE: SECURITIES 490.00					10/26/2009 92.00	05/24/2010
43,429.00		2918.627 T ROWE PRICE REAL ESTATE FD PROPERTY TYPE: SECURITIES 21,976.00					11/21/2008 21,453.00	05/24/2010
28,689.00		4393.384 SENTINEL SMALL CO-I PROPERTY TYPE: SECURITIES 26,931.00					10/26/2009 1,758.00	05/24/2010
147.00		5. WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES 46.00					02/13/1996 101.00	05/24/2010
5,502.00		244. HALLIBURTON CO COM PROPERTY TYPE: SECURITIES 6,566.00					09/29/2009 -1,064.00	06/08/2010
3,292.00		146. HALLIBURTON CO COM PROPERTY TYPE: SECURITIES 2,022.00					11/20/2008 1,270.00	06/08/2010
13,066.00		527. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 13,487.00					05/24/2010 -421.00	06/08/2010
6,818.00		275. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 8,814.00					01/28/2002 -1,996.00	06/08/2010
100,000.00		100000. FED HOME LN BK PROPERTY TYPE: SECURITIES 100,000.00		4.625% 6/1			11/26/2008	06/23/2010
65,258.00		50000. UNITED STATES TREAS BDS PROPERTY TYPE: SECURITIES 49,234.00		DTD 11/			06/24/1994 16,024.00	06/28/2010

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Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
310.00		42.513 FRONTIER COMMUNICATIONS CORP COM PROPERTY TYPE: SECURITIES 342.00				05/24/2010 -32.00	07/08/2010
310.00		42.487 FRONTIER COMMUNICATIONS CORP COM PROPERTY TYPE: SECURITIES 479.00				07/23/2007 -169.00	07/08/2010
5.00		.6942 FRONTIER COMMUNICATIONS CORP COM PROPERTY TYPE: SECURITIES 5.00				05/24/2010	07/15/2010
100,000.00		100000. FED HOME LN BK PROPERTY TYPE: SECURITIES 100,740.00		4.625% 7/2		11/25/2008 -740.00	07/29/2010
4,737.00		114. EXELON CORPORATION COM PROPERTY TYPE: SECURITIES 5,481.00				05/24/2010 -744.00	08/17/2010
7,770.00		187. EXELON CORPORATION COM PROPERTY TYPE: SECURITIES 8,688.00				11/20/2008 -918.00	08/17/2010
5,492.00		93. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES 7,130.00				05/24/2010 -1,638.00	08/17/2010
3,425.00		58. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES 3,937.00				11/20/2008 -512.00	08/17/2010
2,144.00		34. TRANSOCEAN LTD CHF15 SHS PROPERTY TYPE: SECURITIES 2,917.00				09/29/2009 -773.00	09/28/2010
5,422.00		86. TRANSOCEAN LTD CHF15 SHS PROPERTY TYPE: SECURITIES 6,067.00				09/15/2009 -645.00	09/28/2010
8,772.00		325. ADOBE SYS INC COM PROPERTY TYPE: SECURITIES 10,049.00				06/08/2010 -1,277.00	10/08/2010

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Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
5,448.00		35. AMAZON COM INC COM PROPERTY TYPE: SECURITIES 4,191.00				05/24/2010 1,257.00	10/14/2010
2,306.00		55. HEWLETT PACKARD COM PROPERTY TYPE: SECURITIES 2,561.00				05/24/2010 -255.00	10/14/2010
4,822.00		115. HEWLETT PACKARD COM PROPERTY TYPE: SECURITIES 5,259.00				09/15/2009 -437.00	10/14/2010
792.00		15. ABBOTT LABS COM PROPERTY TYPE: SECURITIES 766.00				11/20/2008 26.00	10/25/2010
4,554.00		395.343 ABERDEEN EQUITY LONG SHORT-I PROPERTY TYPE: SECURITIES 4,317.00				10/26/2009 237.00	10/25/2010
290.00		5. AMGEN INC PROPERTY TYPE: SECURITIES 261.00				05/24/2010 29.00	10/25/2010
290.00		5. AMGEN INC PROPERTY TYPE: SECURITIES 235.00				04/16/2009 55.00	10/25/2010
511.00		5. APACHE CORP COM PROPERTY TYPE: SECURITIES 445.00				05/24/2010 66.00	10/25/2010
1,545.00		5. APPLE COMPUTER COM PROPERTY TYPE: SECURITIES 1,240.00				05/24/2010 305.00	10/25/2010
524.00		15. AUTODESK INC COM PROPERTY TYPE: SECURITIES 391.00				06/08/2010 133.00	10/25/2010
339.00		15. BB&T CORPORATION COM PROPERTY TYPE: SECURITIES 359.00				08/17/2010 -20.00	10/25/2010

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
229.00		20. BANK OF AMERICA CORP COM PROPERTY TYPE: SECURITIES 338.00					09/15/2009 -109.00	10/25/2010
381.00		15. BANK OF NEW YORK MELLON CORP COM PROPERTY TYPE: SECURITIES 695.00					02/08/2008 -314.00	10/25/2010
474.00		15. CVS CORP COM PROPERTY TYPE: SECURITIES 592.00					02/08/2008 -118.00	10/25/2010
432.00		10. CAMERON INTL CORP COM PROPERTY TYPE: SECURITIES 388.00					08/17/2010 44.00	10/25/2010
591.00		15. CAPITAL ONE FINL CORP COM PROPERTY TYPE: SECURITIES 635.00					01/19/2010 -44.00	10/25/2010
406.00		10. CARNIVAL CORP UNIT COM PROPERTY TYPE: SECURITIES 370.00					05/07/2010 36.00	10/25/2010
1,275.00		15. CHEVRONTXACO CORP COM PROPERTY TYPE: SECURITIES 1,111.00					05/24/2010 164.00	10/25/2010
1,297.00		55. CISCO SYSTEMS COM STK PROPERTY TYPE: SECURITIES 1,724.00					08/19/1999 -427.00	10/25/2010
448.00		10. COACH INC COM PROPERTY TYPE: SECURITIES 386.00					05/24/2010 62.00	10/25/2010
703.00		20. WALT DISNEY CO PROPERTY TYPE: SECURITIES 652.00					05/24/2010 51.00	10/25/2010
636.00		30. E M C CORP MASS COM PROPERTY TYPE: SECURITIES 545.00					05/24/2010 91.00	10/25/2010

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
819.00		15. EMERSON ELEC CO COM PROPERTY TYPE: SECURITIES 761.00					02/08/2008 58.00	10/25/2010
1,477.00		30. EXPRESS SCRIPTS INC CL-A PROPERTY TYPE: SECURITIES 1,501.00					05/24/2010 -24.00	10/25/2010
1,000.00		15. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 912.00					05/24/2010 88.00	10/25/2010
498.00		10. FLUOR CORP COM PROPERTY TYPE: SECURITIES 470.00					05/07/2010 28.00	10/25/2010
567.00		35. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES 181.00					01/30/1990 386.00	10/25/2010
122.00		5. HARTFORD FINANCIAL SVCS GROUP IN CO PROPERTY TYPE: SECURITIES 148.00					04/29/2010 -26.00	10/25/2010
629.00		20. HOME DEPOT INC COM PROPERTY TYPE: SECURITIES 660.00					05/24/2010 -31.00	10/25/2010
364.00		10. HUNT J B TRANS SVCS INC COM PROPERTY TYPE: SECURITIES 341.00					05/24/2010 23.00	10/25/2010
597.00		30. INTEL CORP COM PROPERTY TYPE: SECURITIES 627.00					05/24/2010 -30.00	10/25/2010
199.00		10. INTEL CORP COM PROPERTY TYPE: SECURITIES 200.00					05/12/1997 -1.00	10/25/2010
2,989.00		129.887 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES 2,561.00					09/15/2009 428.00	10/25/2010

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
959.00		15. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES 910.00					05/24/2010 49.00	10/25/2010
265.00		5. KOHL'S CORP COM STK PROPERTY TYPE: SECURITIES 259.00					05/24/2010 6.00	10/25/2010
746.00		20. MERCK & CO INC NEW COM PROPERTY TYPE: SECURITIES 900.00					02/08/2008 -154.00	10/25/2010
574.00		15. NUCOR CORP COM PROPERTY TYPE: SECURITIES 714.00					09/15/2009 -140.00	10/25/2010
806.00		10. OCCIDENTAL PETE CORP COM PROPERTY TYPE: SECURITIES 791.00					05/24/2010 15.00	10/25/2010
434.00		10. OMNICOM GROUP COM PROPERTY TYPE: SECURITIES 396.00					12/24/2009 38.00	10/25/2010
1,164.00		40. ORACLE CORPORATION COM PROPERTY TYPE: SECURITIES 886.00					05/24/2010 278.00	10/25/2010
275.00		5. PNC FINL CORP COM PROPERTY TYPE: SECURITIES 305.00					05/20/2010 -30.00	10/25/2010
1,152.00		15. PARKER HANNIFIN CORP COM PROPERTY TYPE: SECURITIES 909.00					05/24/2010 243.00	10/25/2010
978.00		15. PEPSICO INC COM PROPERTY TYPE: SECURITIES 945.00					05/24/2010 33.00	10/25/2010
1,465.00		25. PHILIP MORRIS INTL COM PROPERTY TYPE: SECURITIES 1,223.00					12/23/2009 242.00	10/25/2010

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
12,283.00		1402.169 PIMCO COMMODITY REALRTN STRATEG PROPERTY TYPE: SECURITIES 10,443.00					05/24/2010 1,840.00	10/25/2010
637.00		10. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 613.00					05/24/2010 24.00	10/25/2010
3,729.00		329.417 RIDGEWORTH FD-MIDCAP VAL EQTY #R PROPERTY TYPE: SECURITIES 3,129.00					09/15/2009 600.00	10/25/2010
85,138.00		6377.344 RIDGEWORTH FD-INTL EQTY INDEX # PROPERTY TYPE: SECURITIES 61,478.00					04/16/2009 23,660.00	10/25/2010
3,030.00		422.629 RIDGEWORTH FD-INTL 130/30 #RGD1 PROPERTY TYPE: SECURITIES 2,895.00					10/26/2009 135.00	10/25/2010
1,378.00		20. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES 1,548.00					02/08/2008 -170.00	10/25/2010
6,471.00		895.02 SENTINEL SMALL CO-I PROPERTY TYPE: SECURITIES 5,486.00					10/26/2009 985.00	10/25/2010
790.00		15. TEVA PHARMACEUTICAL INDS LTD COM PROPERTY TYPE: SECURITIES 878.00					01/19/2010 -88.00	10/25/2010
577.00		20. TEXAS INSTRS INC COM PROPERTY TYPE: SECURITIES 629.00					05/30/2006 -52.00	10/25/2010
251.00		5. THERMO ELECTRON CORP PROPERTY TYPE: SECURITIES 254.00					05/24/2010 -3.00	10/25/2010
551.00		10. TRAVELERS COS INC/THE COM PROPERTY TYPE: SECURITIES 491.00					09/15/2009 60.00	10/25/2010

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
435.00		5. UNION PACIFIC CORP COM PROPERTY TYPE: SECURITIES 348.00					05/24/2010 87.00	10/25/2010
1,048.00		15. UNITED PARCEL SVC INC CL B PROPERTY TYPE: SECURITIES 940.00					05/24/2010 108.00	10/25/2010
1,129.00		15. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES 995.00					05/24/2010 134.00	10/25/2010
161.00		5. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES 201.00					07/23/2007 -40.00	10/25/2010
400.00		5. VISA INC CL A COM PROPERTY TYPE: SECURITIES 376.00					05/24/2010 24.00	10/25/2010
541.00		10. WALMART STORES INC COM PROPERTY TYPE: SECURITIES 590.00					02/02/2000 -49.00	10/25/2010
318.00		15. WILLIAMS COMPANIES INC DELAWARE PROPERTY TYPE: SECURITIES 330.00					03/01/2010 -12.00	10/25/2010
113.00		5. INVESCO LTD BERMUDA COM PROPERTY TYPE: SECURITIES 112.00					09/15/2009 1.00	10/25/2010
11,378.00		147. PARKER HANNIFIN CORP COM PROPERTY TYPE: SECURITIES 8,136.00					05/24/2010 3,242.00	11/03/2010
1,006.00		13. PARKER HANNIFIN CORP COM PROPERTY TYPE: SECURITIES 697.00					10/28/2009 309.00	11/03/2010

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN (LOSS)							----- 92,212. =====	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS & INTEREST	106,443.	108,265.
	-----	-----
TOTAL	106,443.	108,265.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREP FEE	2,500.			2,500.
TOTALS	2,500.	NONE	NONE	2,500.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	12.	699.
FEDERAL EXCISE TAX	1,628.	
	-----	-----
TOTALS	1,640.	699.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ADR FEES	6.	6.
TOTALS	6.	6.
	=====	=====

TCH SUDEKUM MEMORIAL TRUST 51-3621080

62-6177958

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV C OR F
-----	-----

SEE ATTACHED STATEMENT

C

TOTALS

ENDING BOOK VALUE	ENDING FMV
-----	----
3,254,617.	3,612,070.
-----	-----
3,254,617.	3,612,070.
=====	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

FED TAX COST ADJ - T ROWE PRICE

843.

TOTAL

843.
=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

TN

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

SUNTRUST BANK INC

ADDRESS:

PO BOX 305110

NASHVILLE, TN 37230

TITLE:

TRUSTEE, AS REQ'D

COMPENSATION 18,144.

TOTAL COMPENSATION: 18,144.

=====

=====

RECIPIENT NAME:

ADVENTURE SCIENCE CENTER

ADDRESS:

800 FORT NEGLEY BLVD.

NASHVILLE, TN

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 50,324.

TOTAL GRANTS PAID:

50,324.

=====

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2009

Name of estate or trust

TCH SUDEKUM MEMORIAL TRUST 51-3621080

Employer identification number

62-6177958

Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b 17,873.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶					5 17,873.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			1,436.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 72,749.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9 Capital gain distributions					9 154.
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶					12 74,339.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II Caution: Read the instructions before completing this part.		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		17,873.
14	Net long-term gain or (loss):			
a	Total for year	14a		74,339.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		92,212.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000	16	()
-----------	---	-----------	-----

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2009

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

► See instructions for Schedule D (Form 1041).
► Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust TCH SUDEKUM MEMORIAL TRUST 51-3621080	Employer identification number 62-6177958
---	---

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 420. CONAGRA INC COM	04/16/2009	12/23/2009	9,739.00	7,497.00	2,242.00
160. RAYTHEON CO COM NEW	09/15/2009	12/23/2009	8,325.00	7,381.00	944.00
71. TJX CO INC NEW	09/15/2009	12/23/2009	2,627.00	2,642.00	-15.00
20. BERKLEY W R CORP COM	09/15/2009	01/19/2010	496.00	504.00	-8.00
10179.231 PIMCO FOREIGN BD US\$ HEDGED-I	12/09/2009	01/25/2010	103,625.00	103,177.00	448.00
39. TARGET CORP COM	09/28/2009	02/09/2010	1,920.00	1,862.00	58.00
60. GILEAD SCIENCES INC COM	09/15/2009	03/01/2010	2,847.00	2,786.00	61.00
557. SCHWAB CHARLES CORP NEW COM	09/15/2009	03/01/2010	10,156.00	9,925.00	231.00
89. UNION PACIFIC CORP COM	09/15/2009	03/01/2010	5,982.00	5,643.00	339.00
152. DEVON ENERGY CORP COM	09/15/2009	03/11/2010	10,956.00	10,424.00	532.00
156. QUALCOMM CORP COM STK	09/15/2009	04/29/2010	6,085.00	7,152.00	-1,067.00
30. MCDONALDS CORP COM	09/15/2009	05/07/2010	2,058.00	1,652.00	406.00
200. AT & T INC COM	09/15/2009	05/20/2010	4,998.00	5,344.00	-346.00
1985.49 ABERDEEN EQUITY LONG SHORT-I	10/26/2009	05/24/2010	21,483.00	21,682.00	-199.00
10. CARNIVAL CORP UNIT COM	05/07/2010	05/24/2010	356.00	370.00	-14.00
5. FLUOR CORP COM	05/07/2010	05/24/2010	227.00	235.00	-8.00
1416.099 JANUS PERKINS SMALL CAP VALUE-I	10/26/2009	05/24/2010	30,786.00	28,008.00	2,778.00
6831.675 RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	10/26/2009	05/24/2010	71,391.00	65,335.00	6,056.00
39.125 T ROWE PRICE REAL ESTATE FD	10/26/2009	05/24/2010	582.00	490.00	92.00
4393.384 SENTINEL SMALL CO-I	10/26/2009	05/24/2010	28,689.00	26,931.00	1,758.00
244. HALLIBURTON CO COM	09/29/2009	06/08/2010	5,502.00	6,566.00	-1,064.00
527. MICROSOFT CORP COM	05/24/2010	06/08/2010	13,066.00	13,487.00	-421.00
42.513 FRONTIER COMMUNICATIONS CORP COM	05/24/2010	07/08/2010	310.00	342.00	-32.00
.6942 FRONTIER COMMUNICATI ONS CORP COM	05/24/2010	07/15/2010	5.00	5.00	

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a

OMB No 1545-0092

2009

Name of estate or trust

TCH SUDEKUM MEMORIAL TRUST 51-3621080

Employer identification number

62-6177958

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 114. EXELON CORPORATION COM	05/24/2010	08/17/2010	4,737.00	5,481.00	-744.00
93. MONSANTO CO NEW COM	05/24/2010	08/17/2010	5,492.00	7,130.00	-1,638.00
34. TRANSOCEAN LTD CHF15 SHS	09/29/2009	09/28/2010	2,144.00	2,917.00	-773.00
325. ADOBE SYS INC COM	06/08/2010	10/08/2010	8,772.00	10,049.00	-1,277.00
35. AMAZON COM INC COM	05/24/2010	10/14/2010	5,448.00	4,191.00	1,257.00
55. HEWLETT PACKARD COM	05/24/2010	10/14/2010	2,306.00	2,561.00	-255.00
395.343 ABERDEEN EQUITY LONG SHORT-I	10/26/2009	10/25/2010	4,554.00	4,317.00	237.00
5. AMGEN INC	05/24/2010	10/25/2010	290.00	261.00	29.00
5. APACHE CORP COM	05/24/2010	10/25/2010	511.00	445.00	66.00
5. APPLE COMPUTER COM	05/24/2010	10/25/2010	1,545.00	1,240.00	305.00
15. AUTODESK INC COM	06/08/2010	10/25/2010	524.00	391.00	133.00
15. BB&T CORPORATION COM	08/17/2010	10/25/2010	339.00	359.00	-20.00
10. CAMERON INTL CORP COM	08/17/2010	10/25/2010	432.00	388.00	44.00
15. CAPITAL ONE FINL CORP COM	01/19/2010	10/25/2010	591.00	635.00	-44.00
10. CARNIVAL CORP UNIT COM	05/07/2010	10/25/2010	406.00	370.00	36.00
15. CHEVRONTXACO CORP COM	05/24/2010	10/25/2010	1,275.00	1,111.00	164.00
10. COACH INC COM	05/24/2010	10/25/2010	448.00	386.00	62.00
20. WALT DISNEY CO	05/24/2010	10/25/2010	703.00	652.00	51.00
30. E M C CORP MASS COM	05/24/2010	10/25/2010	636.00	545.00	91.00
30. EXPRESS SCRIPTS INC CL-A	05/24/2010	10/25/2010	1,477.00	1,501.00	-24.00
15. EXXON MOBIL CORP	05/24/2010	10/25/2010	1,000.00	912.00	88.00
10. FLUOR CORP COM	05/07/2010	10/25/2010	498.00	470.00	28.00
5. HARTFORD FINANCIAL SVCS GROUP IN COM	04/29/2010	10/25/2010	122.00	148.00	-26.00
20. HOME DEPOT INC COM	05/24/2010	10/25/2010	629.00	660.00	-31.00

1b Total Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust

TCH SUDEKUM MEMORIAL TRUST 51-3621080

Employer identification number

62-6177958

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 10. HUNT J B TRANS SVCS INC COM	05/24/2010	10/25/2010	364.00	341.00	23.00
30. INTEL CORP COM	05/24/2010	10/25/2010	597.00	627.00	-30.00
15. JOHNSON & JOHNSON COM	05/24/2010	10/25/2010	959.00	910.00	49.00
5. KOHL'S CORP COM STK	05/24/2010	10/25/2010	265.00	259.00	6.00
10. OCCIDENTAL PETE CORP COM	05/24/2010	10/25/2010	806.00	791.00	15.00
10. OMNICO GROUP COM	12/24/2009	10/25/2010	434.00	396.00	38.00
40. ORACLE CORPORATION COM	05/24/2010	10/25/2010	1,164.00	886.00	278.00
5. PNC FINL CORP COM	05/20/2010	10/25/2010	275.00	305.00	-30.00
15. PARKER HANNIFIN CORP COM	05/24/2010	10/25/2010	1,152.00	909.00	243.00
15. PEPSICO INC COM	05/24/2010	10/25/2010	978.00	945.00	33.00
25. PHILIP MORRIS INTL COM	12/23/2009	10/25/2010	1,465.00	1,223.00	242.00
1402.169 PIMCO COMMODITY REALRTN STRATEGY-I	05/24/2010	10/25/2010	12,283.00	10,443.00	1,840.00
10. PROCTER & GAMBLE CO COM	05/24/2010	10/25/2010	637.00	613.00	24.00
422.629 RIDGEWORTH FD-INTL 130/30 #RGD1	10/26/2009	10/25/2010	3,030.00	2,895.00	135.00
895.02 SENTINEL SMALL CO-I	10/26/2009	10/25/2010	6,471.00	5,486.00	985.00
15. TEVA PHARMACEUTICAL INDS LTD COM	01/19/2010	10/25/2010	790.00	878.00	-88.00
5. THERMO ELECTRON CORP	05/24/2010	10/25/2010	251.00	254.00	-3.00
5. UNION PACIFIC CORP COM	05/24/2010	10/25/2010	435.00	348.00	87.00
15. UNITED PARCEL SVC INC CL B	05/24/2010	10/25/2010	1,048.00	940.00	108.00
15. UNITED TECHNOLOGIES CORP COM	05/24/2010	10/25/2010	1,129.00	995.00	134.00
5. VISA INC CL A COM	05/24/2010	10/25/2010	400.00	376.00	24.00
15. WILLIAMS COMPANIES INC DELAWARE	03/01/2010	10/25/2010	318.00	330.00	-12.00
147. PARKER HANNIFIN CORP COM	05/24/2010	11/03/2010	11,378.00	8,136.00	3,242.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 17,873.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

TCH SUDEKUM MEMORIAL TRUST 51-3621080

62-6177958

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 100000. FED FARM CR BK 5.350% 12/01/15	11/25/2008	12/01/2009	100,000.00	100,000.00	
67. RAYTHEON CO COM NEW	11/20/2008	12/23/2009	3,486.00	3,106.00	380.00
164. TJX CO INC NEW	11/20/2008	12/23/2009	6,067.00	3,116.00	2,951.00
260. BERKLEY W R CORP COM	11/20/2008	01/19/2010	6,443.00	6,479.00	-36.00
168. INTERNATIONAL BUSINESS MACHS COR COM	04/22/2005	01/19/2010	22,317.00	12,736.00	9,581.00
100000. FED FARM CR BK 5.450% 2/05/14	11/25/2008	02/05/2010	100,000.00	102,540.00	-2,540.00
258. TARGET CORP COM	03/21/2002	02/09/2010	12,699.00	11,422.00	1,277.00
108. GILEAD SCIENCES INC COM	11/20/2008	03/01/2010	5,125.00	4,515.00	610.00
100000. FED NATL MTG ASSN 5.250% 3/05/14	11/25/2008	03/05/2010	100,000.00	102,000.00	-2,000.00
142. HARRIS CORP DEL COM COM	02/02/2007	04/29/2010	7,422.00	7,231.00	191.00
113. QUALCOMM CORP COM STK	11/20/2008	04/29/2010	4,407.00	3,400.00	1,007.00
52. EXXON MOBIL CORP	08/16/2000	05/04/2010	3,445.00	2,134.00	1,311.00
201. MCDONALDS CORP COM	02/08/2008	05/07/2010	13,787.00	11,274.00	2,513.00
136. AT & T INC COM	07/23/2007	05/20/2010	3,399.00	5,447.00	-2,048.00
1836.701 RIDGEWORTH FD-INTL EQTY INDEX #RGD8	04/16/2009	05/24/2010	19,818.00	17,706.00	2,112.00
2918.627 T ROWE PRICE REAL ESTATE FD	11/21/2008	05/24/2010	43,429.00	21,976.00	21,453.00
5. WELLS FARGO & CO NEW COM	02/13/1996	05/24/2010	147.00	46.00	101.00
146. HALLIBURTON CO COM	11/20/2008	06/08/2010	3,292.00	2,022.00	1,270.00
275. MICROSOFT CORP COM	01/28/2002	06/08/2010	6,818.00	8,814.00	-1,996.00
100000. FED HOME LN BK 4.625% 6/11/15	11/26/2008	06/23/2010	100,000.00	100,000.00	
50000. UNITED STATES TREAS BDS DTD 11/15/86 7.50% 11	06/24/1994	06/28/2010	65,258.00	49,234.00	16,024.00
42.487 FRONTIER COMMUNICATIONS CORP COM	07/23/2007	07/08/2010	310.00	479.00	-169.00
100000. FED HOME LN BK 4.625% 7/29/13	11/25/2008	07/29/2010	100,000.00	100,740.00	-740.00
187. EXELON CORPORATION COM	11/20/2008	08/17/2010	7,770.00	8,688.00	-918.00
58. MONSANTO CO NEW COM	11/20/2008	08/17/2010	3,425.00	3,937.00	-512.00

6b Total Combine the amounts in column (f) Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2009

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

TCH SUDEKUM MEMORIAL TRUST 51-3621080

62-6177958

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 86. TRANSOCEAN LTD CHF15 SHS	09/15/2009	09/28/2010	5,422.00	6,067.00	-645.00
115. HEWLETT PACKARD COM	09/15/2009	10/14/2010	4,822.00	5,259.00	-437.00
15. ABBOTT LABS COM	11/20/2008	10/25/2010	792.00	766.00	26.00
5. AMGEN INC	04/16/2009	10/25/2010	290.00	235.00	55.00
20. BANK OF AMERICA CORP COM	09/15/2009	10/25/2010	229.00	338.00	-109.00
15. BANK OF NEW YORK MELLON CORP COM	02/08/2008	10/25/2010	381.00	695.00	-314.00
15. CVS CORP COM	02/08/2008	10/25/2010	474.00	592.00	-118.00
55. CISCO SYSTEMS COM STK	08/19/1999	10/25/2010	1,297.00	1,724.00	-427.00
15. EMERSON ELEC CO COM	02/08/2008	10/25/2010	819.00	761.00	58.00
35. GENERAL ELEC CO COM	01/30/1990	10/25/2010	567.00	181.00	386.00
10. INTEL CORP COM	05/12/1997	10/25/2010	199.00	200.00	-1.00
129.887 JANUS PERKINS SMALL CAP VALUE-I	09/15/2009	10/25/2010	2,989.00	2,561.00	428.00
20. MERCK & CO INC NEW COM	02/08/2008	10/25/2010	746.00	900.00	-154.00
15. NUCOR CORP COM	09/15/2009	10/25/2010	574.00	714.00	-140.00
329.417 RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	09/15/2009	10/25/2010	3,729.00	3,129.00	600.00
6377.344 RIDGEWORTH FD-INTL EQTY INDEX #RGD8	04/16/2009	10/25/2010	85,138.00	61,478.00	23,660.00
20. SCHLUMBERGER LTD COM	02/08/2008	10/25/2010	1,378.00	1,548.00	-170.00
20. TEXAS INSTRS INC COM	05/30/2006	10/25/2010	577.00	629.00	-52.00
10. TRAVELERS COS INC/THE COM	09/15/2009	10/25/2010	551.00	491.00	60.00
5. VERIZON COMMUNICATIONS COM	07/23/2007	10/25/2010	161.00	201.00	-40.00
10. WALMART STORES INC COM	02/02/2000	10/25/2010	541.00	590.00	-49.00
5. INVESCO LTD BERMUDA COM	09/15/2009	10/25/2010	113.00	112.00	1.00
13. PARKER HANNIFIN CORP COM	10/28/2009	11/03/2010	1,006.00	697.00	309.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b 72,749.00

Schedule D-1 (Form 1041) 2009

FEDERAL CAPITAL GAIN DIVIDENDS

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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

PIMCO FOREIGN BD US\$ HEDGED-I	648.00
PIMCO COMMODITY REALRTN STRATEGY-I	662.00
RIDGEWORTH FD-INTERMEDIATE BD #RGCF	126.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	1,436.00
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TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	1,436.00
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990PF, PART VII-B LINE 2B – SECTION 4942a2 EXPLANATION STATEMENT

This question does not apply The foundation does not have any undistributed income from prior years.



PORTFOLIO DETAIL

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AR VALUE R SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
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PRINCIPAL PORTFOLIOEIF & MONEY MARKET FUNDS

132,215.08	FEDERATED MONEY MKT OBLIGS TR PRIME OBLIGS INSTL FFS #10 CUSIP: 609010DF7	132,215.08 1.000 3.47 %	132,215.08 1.00	0.00	245	0.19 % 0.00 %
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CORPORATE OBLIGATIONS

100,000	CHEVRON CORP GLOBAL SR NT DTD 03/03/09 3.450% DUE 03/03/12 CALLABLE CUSIP: 166751AK3 MOODY'S RATING: A A1	103,201.00 103.201 2.71 %	103,590.00 103.59	389.00-	3,450	3.34 % 0.89 %
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75,000	HEWLETT PACKARD CO NTS DTD 02/26/09 4.250% DUE 02/24/12 CALLABLE CUSIP: 428236AU7 MOODY'S RATING: A2	78,252.75 104.337 2.05 %	78,654.75 104.87	402.00-	3,188	4.07 % 0.71 %
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75,000	HONEYWELL INTL GLOBAL MTN DTD 02/29/08 4.250% DUE 03/01/13 CONTINUOUSLY CALLABLE CUSIP: 438516AW6 MOODY'S RATING: A2	80,691.00 107.588 2.12 %	77,917.50 103.89	2,773.50	3,188	3.95 % 0.84 %
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AR VALUE R SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
100,000	PEPSICO INC SR UNSECD BDS DTD 03/02/09 3.750% DUE 03/01/14 CALLABLE CUSIP: 713448BK3 MOODY'S RATING: AA3	107,378.00 107.378 2.82 %	103,638.00 103.64	3,740.00	3,750	3.49 % 1.42 %
75,000	PROCTER & GAMBLE NTS DTD 02/06/09 3.500% DUE 02/15/15 CALLABLE CUSIP: 742718DM8 MOODY'S RATING: AA3	80,420.25 107.227 2.11 %	76,395.75 101.86	4,024.50	2,625	3.26 % 1.71 %
75,000	WAL-MART STORES INC NT DTD 05/21/09 3.200% DUE 05/15/14 CUSIP: 931142CQ4 MOODY'S RATING: AA2	79,544.25 106.059 2.09 %	75,133.50 100.18	4,410.75	2,400	3.02 % 1.40 %
TOTAL CORPORATE OBLIGATIONS		529,487.25	515,329.50	14,157.75	18,600	3.51 %

QUITY SECURITIES

00437 01 000000



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NR VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
177	APACHE CORP COM CUSIP: 037411105	19,052.28 107.640 0.50 %	11,638.94 65.76	7,413.34	106	0.56 % 0.00 %
238	CAMERON INTL CORP COM CUSIP: 13342B105	11,450.18 48.110 0.30 %	9,242.85 38.84	2,207.33	0	0.00 % 0.00 %
333	CHEVRON CORP COM CUSIP: 166764100	26,963.01 80.970 0.71 %	15,762.38 47.33	11,200.63	959	3.56 % 0.00 %
308	EXXON MOBIL CORP COM CUSIP: 30231G102	21,424.48 69.560 0.56 %	13,035.57 42.32	8,388.91	542	2.53 % 0.00 %
275	OCCIDENTAL PETE CORP COM CUSIP: 674599105	24,246.75 88.170 0.64 %	17,805.35 64.75	6,441.40	418	1.72 % 0.00 %
279	SCHLUMBERGER LTD COM CUSIP: 806857108	21,577.86 77.340 0.57 %	20,133.91 72.16	1,443.95	234	1.08 % 0.00 %
544	WILLIAMS COS INC COM CUSIP: 969457100	12,408.64 22.810 0.33 %	11,844.07 21.77	564.57	272	2.19 % 0.00 %
TOTAL ENERGY		137,123.20	99,463.07	37,660.13	2,532	1.85 %



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PAR VALUE OR SHARES		ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
MATERIALS							
159		FREEPORT-MCMORAN COPPER & GOLD INC COM CUSIP: 35671D857	16,109.88 101.320 0.42 %	6,003.82 37.76	10,106.06	191	1.19 % 0.00 %
303		NUCOR CORP COM CUSIP: 670346105	11,435.22 37.740 0.30 %	13,603.65 44.90	2,168.43-	436	3.81 % 0.00 %
133		PRAXAIR INC COM CUSIP: 74005P104	12,242.65 92.050 0.32 %	5,139.29 38.64	7,103.36	239	1.95 % 0.00 %
TOTAL MATERIALS			39,787.75	24,746.76	15,040.99	867	2.18 %
INDUSTRIALS							
620		ABB LTD SWITZERLAND SPONS ADR CUSIP: 000375204	12,003.20 19.360 0.32 %	9,604.54 15.49	2,398.66	294	2.45 % 0.00 %
252		EMERSON ELEC CO COM CUSIP: 291011104	13,877.64 55.070 0.36 %	12,294.37 48.79	1,583.27	348	2.51 % 0.00 %
120		FLOWERVE CORP COM CUSIP: 34354P105	12,655.20 105.460 0.33 %	9,855.60 82.13	2,799.60	139	1.10 % 0.00 %
301		FLUOR CORP COM NEW CUSIP: 343412102	17,406.83 57.830 0.46 %	13,556.62 45.04	3,850.21	151	0.87 % 0.00 %



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AR VALUE R SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
853	GENERAL ELEC CO COM CUSIP: 369604103	13,502.99 15.830 0.35 %	4,408.94 5.17	9,094.05	409	3.03 % 0.00 %
298	HUNT J B TRANS SVCS INC COM CUSIP: 445658107	10,877.00 36.500 0.29 %	9,773.95 32.80	1,103.05	143	1.31 % 0.00 %
152	PARKER HANNIFIN CORP COM CUSIP: 701094104	12,194.96 80.230 0.32 %	8,152.39 53.63	4,042.57	176	1.44 % 0.00 %
141	UNION PACIFIC CORP COM CUSIP: 907818108	12,705.51 90.110 0.33 %	7,787.75 55.23	4,917.76	214	1.68 % 0.00 %
248	UNITED PARCEL SVC INC CL B COM CUSIP: 911312106	17,392.24 70.130 0.46 %	13,707.10 55.27	3,685.14	466	2.68 % 0.00 %
250	UNITED TECHNOLOGIES CORP COM CUSIP: 913017109	18,817.50 75.270 0.49 %	10,065.21 40.26	8,752.29	425	2.26 % 0.00 %
TOTAL INDUSTRIALS		141,433.07	99,206.47	42,226.60	2,766	1.96 %



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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
<u>CONSUMER DISCRETIONARY</u>						
95	AMAZON INC COM CUSIP: 023135106	16,663.00 175.400 0.44 %	11,256.53 118.49	5,406.47	0	0.00 % 0.00 %
321	CARNIVAL CORP UNIT COM CUSIP: 143658300	13,260.51 41.310 0.35 %	11,871.47 36.98	1,389.04	128	0.97 % 0.00 %
295	COACH INC COM CUSIP: 189754104	16,679.30 56.540 0.44 %	9,645.35 32.70	7,033.95	177	1.06 % 0.00 %
240	DARDEN RESTAURANTS INC COM CUSIP: 237194105	11,748.00 48.950 0.31 %	10,737.05 44.74	1,010.95	307	2.61 % 0.00 %
509	HOME DEPOT INC COM CUSIP: 437076102	15,376.89 30.210 0.40 %	12,315.29 24.20	3,061.60	481	3.13 % 0.00 %
202	KOHL'S CORP COM CUSIP: 500255104	11,396.84 56.420 0.30 %	9,033.65 44.72	2,363.19	0	0.00 % 0.00 %
253	OMNICOM GROUP COM CUSIP: 681919106	11,496.32 45.440 0.30 %	9,940.14 39.29	1,556.18	202	1.76 % 0.00 %
518	WALT DISNEY CO COM CUSIP: 254687106	18,912.18 36.510 0.50 %	15,936.65 30.77	2,975.53	181	0.96 % 0.00 %
TOTAL CONSUMER DISCRETIONARY		115,533.04	90,736.13	24,796.91	1,477	1.28 %



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AR VALUE 3 SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
<u>CONSUMER STAPLES</u>						
438	CVS CAREMARK CORP COM CUSIP: 126650100	13,578.00 31.000 0.36 %	16,238.93 37.08	2,660.93-	153	1.13 % 0.00 %
275	PEPSICO INC COM CUSIP: 713448108	17,773.25 64.630 0.47 %	13,941.84 50.70	3,831.41	528	2.97 % 0.00 %
374	PHILIP MORRIS INTL COM CUSIP: 718172109	21,276.86 56.890 0.56 %	16,542.47 44.23	4,734.39	957	4.50 % 0.00 %
311	PROCTER & GAMBLE CO COM CUSIP: 742718109	18,992.77 61.070 0.50 %	15,858.19 50.99	3,134.58	599	3.15 % 0.00 %
227	WAL-MART STORES INC COM CUSIP: 931142103	12,278.43 54.090 0.32 %	13,239.54 58.32	961.11-	275	2.24 % 0.00 %
TOTAL CONSUMER STAPLES		83,899.31	75,820.97	8,078.34	2,513	3.00 %



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STOCK VALUE IR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
325	ABBOTT LABS COM CUSIP: 002824100	15,115.75 46.510 0.40 %	15,619.02 48.06	503.27-	572	3.78 % 0.00 %
190	AMGEN INC COM CUSIP: 031162100	10,011.10 52.690 0.26 %	8,947.10 47.09	1,064.00	0	0.00 % 0.00 %
261	BAXTER INTL INC COM CUSIP: 071813109	12,671.55 48.550 0.33 %	14,523.29 55.64	1,851.74-	324	2.56 % 0.00 %
434	EXPRESS SCRIPTS INC COM CUSIP: 302182100	22,607.06 52.090 0.59 %	13,823.55 31.85	8,783.51	0	0.00 % 0.00 %
355	JOHNSON & JOHNSON COM CUSIP: 478160104	21,850.25 61.550 0.57 %	19,472.40 54.85	2,377.85	767	3.51 % 0.00 %
383	MERCK & CO INC NEW COM CUSIP: 58933Y105	13,202.01 34.470 0.35 %	14,378.34 37.54	1,176.33-	582	4.41 % 0.00 %
265	TEVA PHARMACEUTICAL INDS LTD SPONS ADR CUSIP: 881624209	13,260.60 50.040 0.35 %	15,394.62 58.09	2,134.02-	177	1.33 % 0.00 %
188	THERMO FISHER SCIENTIFIC INC COM CUSIP: 883556102	9,561.68 50.860 0.25 %	6,754.06 35.93	2,807.62	0	0.00 % 0.00 %
TOTAL HEALTH CARE		118,280.00	108,912.38	9,367.62	2,421	2.05 %

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AR VALUE R SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
INANCIALS						
1,275	BANK OF AMERICA CORP COM CUSIP: 060505104	13,961.25 10.950 0.37 %	21,194.34 16.62	7,233.09-	51	0.37 % 0.00 %
403	BANK OF NEW YORK MELLON CORP COM CUSIP: 064058100	10,876.97 26.990 0.29 %	13,915.74 34.53	3,038.77-	145	1.33 % 0.00 %
386	BB&T CORP COM CUSIP: 054937107	8,955.20 23.200 0.24 %	9,226.90 23.90	271.70-	232	2.59 % 0.00 %
441	CAPITAL ONE FINL CORP COM CUSIP: 14040H105	16,418.43 37.230 0.43 %	17,743.69 40.24	1,325.26-	88	0.54 % 0.00 %
80	GOLDMAN SACHS GROUP INC COM CUSIP: 38141G104	12,491.20 156.140 0.33 %	10,126.10 126.58	2,365.10	112	0.90 % 0.00 %
363	HARTFORD FINL SVCS GROUP INC COM CUSIP: 416515104	8,080.38 22.260 0.21 %	10,575.53 29.13	2,495.15-	73	0.90 % 0.00 %
430	INVESCO LTD USD0.2 BERMUDA COM CUSIP: G491BT108	9,348.20 21.740 0.25 %	5,978.84 13.90	3,369.36	189	2.02 % 0.00 %
623	JP MORGAN CHASE & CO COM CUSIP: 46625H100	23,300.20 37.400 0.61 %	22,309.17 35.81	991.03	125	0.54 % 0.00 %



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SHARE VALUE PER SHARE	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
445	MORGAN STANLEY COM NEW CUSIP: 617446448	10,884.70 24.460 0.29 %	12,856.13 28.89	1,971.43-	89	0.82 % 0.00 %
150	PNC FINL SVCS GROUP INC COM CUSIP: 693475105	8,077.50 53.850 0.21 %	9,156.27 61.04	1,078.77-	60	0.74 % 0.00 %
225	TRAVELERS COS INC/THE COM CUSIP: 89417E109	12,147.75 53.990 0.32 %	9,031.69 40.14	3,116.06	324	2.67 % 0.00 %
489	WELLS FARGO & CO NEW COM CUSIP: 949746101	13,305.69 27.210 0.35 %	4,502.46 9.21	8,803.23	98	0.74 % 0.00 %
TOTAL FINANCIALS		147,847.47	146,616.86	1,230.61	1,585	1.07 %
INFORMATION TECHNOLOGY						
104	APPLE INC COM CUSIP: 037833100	32,359.60 311.150 0.85 %	12,640.64 121.54	19,718.96	0	0.00 % 0.00 %
365	AUTODESK INC COM CUSIP: 052769106	12,880.85 35.290 0.34 %	9,522.99 26.09	3,357.86	0	0.00 % 0.00 %
953	CISCO SYS INC COM CUSIP: 17275R102	18,259.48 19.160 0.48 %	23,263.29 24.41	5,003.81-	0	0.00 % 0.00 %
705	EMC CORP MASS COM CUSIP: 268648102	15,150.45 21.490 0.40 %	8,302.84 11.78	6,847.61	0	0.00 % 0.00 %



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AR VALUE R. SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
42	GOOGLE INC CL A COM CUSIP: 38259P508	23,339.82 555.710 0.61 %	14,547.82 346.38	8,792.00	0	0.00 % 0.00 %
435	HEWLETT-PACKARD CO COM CUSIP: 428236103	18,239.55 41.930 0.48 %	17,719.60 40.73	519.95	139	0.76 % 0.00 %
784	INTEL CORP COM CUSIP: 458140100	16,587.48 21.157 0.44 %	14,913.20 19.02	1,674.28	494	2.98 % 0.00 %
225	INTUIT INC COM CUSIP: 461202103	10,100.25 44.890 0.27 %	10,603.89 47.13	503.64-	0	0.00 % 0.00 %
596	ORACLE CORP COM CUSIP: 68389X105	16,118.82 27.045 0.42 %	11,817.94 19.83	4,300.88	119	0.74 % 0.00 %
374	TEXAS INSTRS INC COM CUSIP: 882508104	11,893.20 31.800 0.31 %	11,618.70 31.07	274.50	194	1.63 % 0.00 %
187	VISA INC CL A COM CUSIP: 92826C839	13,809.95 73.850 0.36 %	13,675.52 73.13	134.43	112	0.81 % 0.00 %
TOTAL INFORMATION TECHNOLOGY		188,739.45	148,626.43	40,113.02	1,059	0.56 %



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AR VALUE R SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
522	VERIZON COMMUNICATIONS COM CUSIP: 92343V104	16,709.22 32.010 0.44 %	17,655.54 33.82	946.32-	1,018	6.09 % 0.00 %
TOTAL EQUITY SECURITIES		989,352.51	811,784.61	177,567.90	16,237	1.64 %
UTUAL FUNDS						
6,109.563	ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL CUSIP: 003020336	69,954.50 11.450 1.84 %	66,716.42 10.92	3,238.08	0	0.00 % 0.00 %
19,452.277	FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL CUSIP: 34984T600	210,862.68 10.840 5.54 %	200,128.09 10.29	10,734.59	1,712	0.81 % 0.00 %
3,065.042	JANUS FDS PERKINS SMALL CAP VALUE FD CL I CUSIP: 47103C183	71,660.68 23.380 1.88 %	60,442.64 19.72	11,218.04	181	0.25 % 0.00 %
28,546.376	MANNING & NAPIER FDS WORLD OPTYS SER CL A CUSIP: 563821545	234,936.67 8.230 6.17 %	224,662.28 7.87	10,274.39	771	0.33 % 0.00 %
3,094.999	OPPENHEIMER FDS DEVELOPING MKTS INSTL FD CL Y CUSIP: 683974505	103,899.12 33.570 2.73 %	87,010.16 28.11	16,888.96	545	0.52 % 0.00 %
8,165.992	PIMCO FDS COMMODITY REALRETURN STRATEGY INSTL CUSIP: 722005667	70,635.83 8.650 1.85 %	54,630.49 6.69	16,005.34	6,794	9.62 % 0.00 %



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PAR VALUE R SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
9,807.65	SENTINEL FDS SMALL CO FD INSTL CL CUSIP: 817288825	72,576.61 7.400 1.91 %	59,569.02 6.07	13,007.59	0	0.00 % 0.00 %
15,818.564	TEMPLETON INCOME TR GLOBAL BD FD ADVISOR CL CUSIP: 880208400	212,443.31 13.430 5.58 %	202,675.00 12.81	9,768.31	9,618	4.53 % 0.00 %
TOTAL MUTUAL FUNDS		1,046,969.40	955,834.10	91,135.30	19,620	1.87 %
PROPRIETARY FUNDS						
68,469.399	RIDGEWORTH FD-INTERMEDIATE BD I SHS #RGCF CUSIP: 76628T702	747,001.14 10.910 19.61 %	723,396.00 10.57	23,605.14	19,308	2.58 % 0.00 %
4,938.039	RIDGEWORTH FD-INTL 130/30 I SHS #RGD1 CUSIP: 76628R870	33,479.90 6.780 0.88 %	19,416.00 3.93	14,063.90	1,205	3.60 % 0.00 %
6,238.161	RIDGEWORTH FD-MIDCAP VAL EQUITY I SHS #RGD5 CUSIP: 76628R615	71,052.65 11.390 1.87 %	42,855.21 6.87	28,197.44	605	0.85 % 0.00 %
21,928.677	RIDGEWORTH FD-SEIX FLTG RT HIGH INCM I SHS #RGCJ CUSIP: 76628T678	194,726.65 8.880 5.11 %	186,000.00 8.48	8,726.65	11,513	5.91 % 0.00 %
TOTAL PROPRIETARY FUNDS		1,046,260.34	971,667.21	74,593.13	32,631	3.12 %



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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
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MISCELLANEOUS ASSETS

1	CLASS ACTION PENDING BANK OF AMERICA CORP ON RCPT OF FINAL PMT CUSIP: 997001LP5	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING DELL INC ON RCPT OF FINAL PMT CUSIP: 997001HY1	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING ENRON CORP ON RCPT OF FINAL PMT CUSIP: 997000WS9	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING FANNIE MAE ON RCPT OF FINAL PMT CUSIP: 997000SS4	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING TENET HEALTHCARE ON RCPT OF FINAL PMT CUSIP: 997000KE3	0.00 0.000 0.00 %	1.00 1.00	1.00 -	0	0.00 % 0.00 %
1	CLASS ACTION PENDING TENET HEALTHCARE CORP ON RCPT OF FINAL PMT CUSIP: 997001AH5	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %



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AR VALUE R SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
		0.00	1.00	1.00-	0	0.00 %
	TOTAL MISCELLANEOUS ASSETS					
	PRINCIPAL PORTFOLIO TOTAL	3,744,284.58	3,386,831.50	357,453.08	87,333	2.33 %
	NCOME PORTFOLIO					
	TIF & MONEY MARKET FUNDS					
65,266.02	FEDERATED MONEY MKT OBLIGS TR	65,266.02	65,266.02	0.00	121	0.19 %
	PRIME OBLIGS INSTL FFS #10	1.000	1.00			0.00 %
	CUSIP: 609010DF7	1.71 %				
	NCOME PORTFOLIO TOTAL	65,266.02	65,266.02	0.00	121	0.19 %
	TOTAL ASSETS	3,809,550.60	3,452,097.52	357,453.08	87,454	2.30 %