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

**2010**

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

For calendar year 2010, or tax year beginning , 2010, and ending , 20

G Check all that apply:  Initial return  Amended return  Initial return of a former public charity  Address change  Final return  Name change

Name of foundation: **CO TR U/W CHARLES E SHEPARD 44-1110974** A Employer identification number: **20-7039436**

Number and street (or P.O. box number if mail is not delivered to street address): **P.O. BOX 1908** Room/suite: **( ) -** B Telephone number (see page 10 of the instructions): **( ) -**

City or town, state, and ZIP code: **ORLANDO, FL 32802-1908**

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) ▶ \$ **5,549,839.** J Accounting method:  Cash  Accrual  Other (specify) \_\_\_\_\_ (Part I, column (d) must be on cash basis.)

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 . . . . .

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POSTMARK DATE 11 PM 05 2011

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	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B . . . . .				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities . . . . .	168,513.	168,916.		STMT 1
5a	Gross rents . . . . .				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	107,482.			
b	Gross sales price for all assets on line 6a <b>1,382,266.</b>				
7	Capital gain net income (from Part IV, line 2) . . . . .		107,478.		
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	<b>Total. Add lines 1 through 11</b>	<b>275,995.</b>	<b>276,394.</b>		
13	Compensation of officers, directors, trustees, etc. . . . .	53,286.	26,643.		26,643.
14	Other employee salaries and wages . . . . .				
15	Pension plans, employee benefits . . . . .				
16a	Legal fees (attach schedule) . . . . .				
b	Accounting fees (attach schedule) . . . . .				
c	Other professional fees (attach schedule) . . . . .				
17	Interest . . . . .				
18	Taxes (attach schedule) (see page 14 of the instructions) . . . . .	1,266.	610.		
19	Depreciation (attach schedule) and depletion . . . . .				
20	Occupancy . . . . .				
21	Travel, conferences, and meetings . . . . .				
22	Printing and publications . . . . .				
23	Other expenses (attach schedule) STMT. 3 . . . . .	9.	9.		
24	<b>Total operating and administrative expenses. Add lines 13 through 23 . . . . .</b>	<b>54,561.</b>	<b>27,262.</b>		<b>26,643.</b>
25	Contributions, gifts, grants paid . . . . .	210,000.			210,000.
26	<b>Total expenses and disbursements. Add lines 24 and 25</b>	<b>264,561.</b>	<b>27,262.</b>		<b>236,643.</b>
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements . . . . .	11,434.			
b	<b>Net investment income</b> (if negative, enter -0-)		249,132.		
c	<b>Adjusted net income</b> (if negative, enter -0-)				

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

JSA

Form 990-PF (2010)

P NE 13

SCANNED MAY 16 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 . . . . .	2,526.		
	2	Savings and temporary cash investments . . . . .	288,838.	252,032.	252,032.
	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 15 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 4	4,616,161.	4,665,604.	5,297,807.	
14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	4,907,525.	4,917,636.	5,549,839.	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	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. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .	4,907,525.	4,917,636.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	4,907,525.	4,917,636.		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	4,907,525.	4,917,636.		

**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	4,907,525.
2	Enter amount from Part I, line 27a . . . . .	2	11,434.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	4,918,959.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	1,323.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	4,917,636.

**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.)
<b>1a</b> SEE PART IV DETAIL						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
(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)			
<b>a</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))			
<b>a</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>2</b> 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 }				<b>2</b>	107,478.	
<b>3</b> 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. . . . . }				<b>3</b>		

**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))
2009	267,216.	4,805,498.	0.05560630761
2008	294,599.	5,372,603.	0.05483356950
2007	183,007.	5,741,563.	0.03187407331
2006	87,602.	5,283,579.	0.01658004924
2005			

  

<b>2</b> Total of line 1, column (d) . . . . .	<b>2</b>	0.15889399966
<b>3</b> 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 . . . . .	<b>3</b>	0.03972349992
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 . . . . .	<b>4</b>	5,220,820.
<b>5</b> Multiply line 4 by line 3 . . . . .	<b>5</b>	207,389.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .	<b>6</b>	2,491.
<b>7</b> Add lines 5 and 6 . . . . .	<b>7</b>	209,880.
<b>8</b> 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.	<b>8</b>	236,643.

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

Table with 11 rows and 2 columns. Row 1: Exempt operating foundations... 2,491. Row 2: Tax under section 511... 2,491. Row 3: Add lines 1 and 2... 2,491. Row 4: Subtitle A (income) tax... NONE. Row 5: Tax based on investment income... 2,491. Row 6: Credits/Payments: 6a 1,285; 6b NONE; 6c NONE; 6d. Row 7: Total credits and payments... 1,285. Row 8: Enter any penalty... 8. Row 9: Tax due... 1,206. Row 10: Overpayment... 10. Row 11: Enter the amount of line 10 to be credited to 2011 estimated tax... 11. Includes handwritten note 'Paid by E.F.T.P.S.' and 'Refunded'.

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns (Yes/No). Row 1a: During the tax year, did the foundation attempt to influence any national, state, or local legislation... X. Row 1b: Did it spend more than \$100 during the year... X. Row 1c: Did the foundation file Form 1120-POL for this year? X. Row 2: Has the foundation engaged in any activities that have not previously been reported to the IRS? X. Row 3: Has the foundation made any changes, not previously reported to the IRS... X. Row 4a: Did the foundation have unrelated business gross income of \$1,000 or more during the year? X. Row 4b: If "Yes," has it filed a tax return on Form 990-T for this year? N/A. Row 5: Was there a liquidation, termination, dissolution, or substantial contraction during the year? X. Row 6: Are the requirements of section 508(e) satisfied either... X. Row 7: Did the foundation have at least \$5,000 in assets at any time during the year? X. Row 8a: Enter the states to which the foundation reports or with which it is registered... STMT 6. Row 8b: If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General... X. Row 9: Is the foundation claiming status as a private operating foundation... X. Row 10: Did any persons become substantial contributors during the tax year? 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? . . . . . Website address ▶ N/A	13	X	
14	The books are in care of ▶ SUNTRUST BANK Telephone no. ▶ 404588794 Located at ▶ 25 PARK PLACE, ATLANTA, GA ZIP + 4 ▶ 30303			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ 15			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 22 of the instructions)? . . . . . Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>	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 2010? . . . . .	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 22 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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 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 2010.) . . . . .	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 2010? . . . . .	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)?  Yes  No  
Organizations relying on a current notice regarding disaster assistance check here
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d). *N/A*
- 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  
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

5b		N/A
6b		X
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 7		53,286.	-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

**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 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 NONE	
-----	
-----	
<b>Total. Add lines 1 through 3 . . . . .</b> ▶	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	5,089,095.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	211,230.
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	5,300,325.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	5,300,325.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	79,505.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	5,220,820.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	261,041.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	261,041.
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	2,491.
<b>b</b>	Income tax for 2010. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	2,491.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	258,550.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	258,550.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	258,550.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	236,643.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	236,643.
<b>5</b>	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)	<b>5</b>	2,491.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	234,152.

**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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7 . . . . .				258,550.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only . . . . .			199,744.	
b Total for prior years 20 <u>08</u> , 20 <u>    </u> , 20 <u>    </u> . . . . .		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005 . . . . .	NONE			
b From 2006 . . . . .	NONE			
c From 2007 . . . . .	NONE			
d From 2008 . . . . .	NONE			
e From 2009 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ <u>236,643.</u>				
a Applied to 2009, but not more than line 2a . . . . .			199,744.	
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 2010 distributable amount . . . . .				36,899.
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2010 . . . . . (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 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions . . . . .			NONE	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011 . . . . .				221,651.
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9:				
a Excess from 2006 . . . . .	NONE			
b Excess from 2007 . . . . .	NONE			
c Excess from 2008 . . . . .	NONE			
d Excess from 2009 . . . . .	NONE			
e Excess from 2010 . . . . .	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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	
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
<p>a <i>Paid during the year</i></p> <p>SEE STATEMENT 8</p>				
<b>Total</b> .....				210,000.
<p>b <i>Approved for future payment</i></p>				
<b>Total</b> .....				





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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)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					27,988.	
350.00		18. ABB LTD SPONS ADR PROPERTY TYPE: SECURITIES 486.00					07/08/2008 -136.00	01/19/2010
389.00		7. ABBOTT LABS COM PROPERTY TYPE: SECURITIES 358.00					04/28/2008 31.00	01/19/2010
1,353.00		24. AMGEN INC PROPERTY TYPE: SECURITIES 1,202.00					03/30/2009 151.00	01/19/2010
1,067.00		10. APACHE CORP COM PROPERTY TYPE: SECURITIES 662.00					03/16/2006 405.00	01/19/2010
248.00		10. BERKLEY W R CORP COM PROPERTY TYPE. SECURITIES 252.00					02/04/2009 -4.00	01/19/2010
9,268.00		374. BERKLEY W R CORP COM PROPERTY TYPE: SECURITIES 9,615.00					08/18/2008 -347.00	01/19/2010
270.00		8. CVS CORP COM PROPERTY TYPE: SECURITIES 239.00					03/16/2006 31.00	01/19/2010
444.00		12. COACH INC COM PROPERTY TYPE: SECURITIES 391.00					09/28/2009 53.00	01/19/2010
655.00		9. DEVON ENERGY CORP COM PROPERTY TYPE: SECURITIES 399.00					02/27/2009 256.00	01/19/2010
489.00		16. WALT DISNEY CO PROPERTY TYPE: SECURITIES 554.00					10/31/2007 -65.00	01/19/2010

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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)	
821.00		46. E M C CORP MASS COM PROPERTY TYPE: SECURITIES 811.00				05/15/2008	01/19/2010 10.00	
353.00		8. EMERSON ELEC CO COM PROPERTY TYPE: SECURITIES 418.00				10/31/2007	01/19/2010 -65.00	
487.00		10. EXELON CORPORATION COM PROPERTY TYPE: SECURITIES 865.00				04/28/2008	01/19/2010 -378.00	
902.00		10. EXPRESS SCRIPTS INC CL-A PROPERTY TYPE: SECURITIES 740.00				04/28/2008	01/19/2010 162.00	
1,731.00		106. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES 3,670.00				03/16/2006	01/19/2010 -1,939.00	
780.00		17. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES 790.00				11/17/2008	01/19/2010 -10.00	
1,318.00		8. GOLDMAN SACHS GROUP INC COM PROPERTY TYPE: SECURITIES 1,434.00				06/26/2008	01/19/2010 -116.00	
418.00		8. HEWLETT PACKARD COM PROPERTY TYPE: SECURITIES 380.00				04/28/2008	01/19/2010 38.00	
1,451.00		51. HOME DEPOT INC COM PROPERTY TYPE: SECURITIES 1,275.00				09/30/2008	01/19/2010 176.00	
900.00		43. INTEL CORP COM PROPERTY TYPE: SECURITIES 816.00				08/25/2006	01/19/2010 84.00	
30,553.00		230. INTERNATIONAL BUSINESS MACHS COR PROPERTY TYPE: SECURITIES 17,646.00				11/24/2008	01/19/2010 12,907.00	

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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)	
1,300.00		30. J P MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 1,062.00					03/22/2005	01/19/2010
							238.00	
5,849.00		272.3 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES 5,454.00					10/26/2009	01/19/2010
							395.00	
1,989.00		31. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES 1,815.00					11/24/2008	01/19/2010
							174.00	
513.00		10. KOHL'S CORP COM STK PROPERTY TYPE: SECURITIES 352.00					02/27/2009	01/19/2010
							161.00	
4,580.00		546.539 MANNING & NAPIER WORLD OPPTYS-A PROPERTY TYPE: SECURITIES 4,394.00					10/26/2009	01/19/2010
							186.00	
831.00		21. MERCK & CO INC NEW COM PROPERTY TYPE: SECURITIES 861.00					04/28/2008	01/19/2010
							-30.00	
569.00		7. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES 832.00					07/10/2008	01/19/2010
							-263.00	
4,522.00		154.178 OPPENHEIMER DEVELOPING MKTS INST PROPERTY TYPE: SECURITIES 4,194.00					10/26/2009	01/19/2010
							328.00	
8,950.00		880.907 PIMCO FOREIGN BOND FUND PROPERTY TYPE: SECURITIES 8,208.00					07/20/2009	01/19/2010
							742.00	
137,359.00		13519.554 PIMCO FOREIGN BOND FUND PROPERTY TYPE: SECURITIES 135,493.00					11/24/2008	01/19/2010
							1,866.00	
620.00		10. PEPSICO INC COM PROPERTY TYPE: SECURITIES 524.00					03/22/2005	01/19/2010
							96.00	

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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)	
6,252.00		562.23 PIMCO INVT GRADE CORP BD-I PROPERTY TYPE: SECURITIES 5,699.00					07/20/2009 553.00	01/19/2010
646.00		8. PRAXAIR INC COM PROPERTY TYPE: SECURITIES 474.00					10/10/2008 172.00	01/19/2010
427.00		7. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 318.00					05/29/2003 109.00	01/19/2010
486.00		10. QUALCOMM CORP COM STK PROPERTY TYPE: SECURITIES 445.00					06/22/2009 41.00	01/19/2010
583.00		12. QUALCOMM CORP COM STK PROPERTY TYPE: SECURITIES 423.00					11/10/2008 160.00	01/19/2010
4,220.00		399.621 RIDGEWORTH FD-MIDCAP VAL EQTY #R PROPERTY TYPE: SECURITIES 3,021.00					05/18/2009 1,199.00	01/19/2010
133,325.00		12673.478 RIDGEWORTH FD-INTERMEDIATE BD PROPERTY TYPE: SECURITIES 132,169.00					10/26/2009 1,156.00	01/19/2010
7,964.00		565.224 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES 13,816.00					12/20/2006 -5,852.00	01/19/2010
1,386.00		73. SCHWAB CHARLES CORP NEW COM PROPERTY TYPE: SECURITIES 1,153.00					01/28/2009 233.00	01/19/2010
2,524.00		388.308 SENTINEL SMALL CO-I PROPERTY TYPE: SECURITIES 2,380.00					10/26/2009 144.00	01/19/2010
1,050.00		21. TARGET CORP COM PROPERTY TYPE: SECURITIES 1,049.00					02/22/2005 1.00	01/19/2010

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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)	
585.00		24. TEXAS INSTRS INC COM PROPERTY TYPE: SECURITIES 743.00					03/16/2006	01/19/2010
							-158.00	
1,245.00		19. UNION PAC CORP COM PROPERTY TYPE: SECURITIES 1,373.00					09/16/2008	01/19/2010
							-128.00	
496.00		8. UNITED PARCEL SVC INC CL B PROPERTY TYPE: SECURITIES 393.00					10/29/2008	01/19/2010
							103.00	
491.00		16. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES 606.00					04/28/2008	01/19/2010
							-115.00	
344.00		4. VISA INC CL A COM PROPERTY TYPE: SECURITIES 265.00					05/26/2009	01/19/2010
							79.00	
810.00		29. WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES 852.00					03/22/2005	01/19/2010
							-42.00	
793.00		35. INVESCO LTD BERMUDA COM PROPERTY TYPE: SECURITIES 950.00					05/23/2008	01/19/2010
							-157.00	
456.00		5. TRANSOCEAN LTD CHF15 SHS PROPERTY TYPE: SECURITIES 577.00					09/18/2008	01/19/2010
							-121.00	
8,860.00		180. TARGET CORP COM PROPERTY TYPE: SECURITIES 8,595.00					09/28/2009	02/09/2010
							265.00	
10,139.00		206. TARGET CORP COM PROPERTY TYPE: SECURITIES 7,995.00					02/04/2009	02/09/2010
							2,144.00	
10,154.00		214. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES 9,857.00					11/24/2008	03/01/2010
							297.00	

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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)	
12,599.00		691. SCHWAB CHARLES CORP NEW COM PROPERTY TYPE: SECURITIES 10,909.00				01/28/2009	03/01/2010 1,690.00	
2,487.00		37. UNION PAC CORP COM PROPERTY TYPE: SECURITIES 1,833.00				06/22/2009	03/01/2010 654.00	
4,436.00		66. UNION PAC CORP COM PROPERTY TYPE: SECURITIES 4,771.00				09/16/2008	03/01/2010 -335.00	
14,343.00		199. DEVON ENERGY CORP COM PROPERTY TYPE: SECURITIES 8,813.00				02/27/2009	03/11/2010 5,530.00	
10,192.00		195. HARRIS CORP DEL COM PROPERTY TYPE: SECURITIES 8,982.00				11/24/2008	04/29/2010 1,210.00	
13,495.00		346. QUALCOMM CORP COM STK PROPERTY TYPE: SECURITIES 11,992.00				11/24/2008	04/29/2010 1,503.00	
530.00		8. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 550.00				01/19/2010	05/04/2010 -20.00	
5,433.00		82. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 204.00				08/19/1972	05/04/2010 5,229.00	
343.00		5. MCDONALDS CORP COM PROPERTY TYPE: SECURITIES 315.00				01/19/2010	05/07/2010 28.00	
21,744.00		317. MCDONALDS CORP COM PROPERTY TYPE: SECURITIES 18,466.00				11/24/2008	05/07/2010 3,278.00	
11,445.00		458. AT & T INC COM PROPERTY TYPE: SECURITIES 14,644.00				11/24/2008	05/20/2010 -3,199.00	

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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)	
5,252.00		495.94 FORUM ABSOLUTE STRATEGIES-I PROPERTY TYPE: SECURITIES 5,440.00					10/29/2007	05/24/2010 -188.00
61,808.00		2843.054 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES 56,946.00					10/26/2009	05/24/2010 4,862.00
8,414.00		754.62 PIMCO INVT GRADE CORP BD-I PROPERTY TYPE: SECURITIES 7,607.00					05/18/2009	05/24/2010 807.00
4,680.00		447.847 RIDGEWORTH FD-MIDCAP VAL EQTY #R PROPERTY TYPE: SECURITIES 3,386.00					05/18/2009	05/24/2010 1,294.00
13,705.00		1377.387 RIDGEWORTH FD-SHORT TERM BD #RG PROPERTY TYPE: SECURITIES 13,664.00					01/19/2010	05/24/2010 41.00
4,448.00		516.609 RIDGEWORTH FD-SEIX FLT HGH INCM# PROPERTY TYPE: SECURITIES 4,985.00					09/28/2007	05/24/2010 -537.00
60,597.00		5621.243 RIDGEWORTH FD-INTERMEDIATE BD # PROPERTY TYPE: SECURITIES 57,373.00					05/18/2009	05/24/2010 3,224.00
47,552.00		3195.697 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES 39,637.00					10/26/2009	05/24/2010 7,915.00
67,320.00		4524.198 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES 67,379.00					05/18/2009	05/24/2010 -59.00
5,338.00		817.458 SENTINEL SMALL CO-I PROPERTY TYPE: SECURITIES 5,011.00					10/26/2009	05/24/2010 327.00
7,216.00		320. HALLIBURTON CO COM PROPERTY TYPE: SECURITIES 8,757.00					09/29/2009	06/08/2010 -1,541.00

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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)	
4,826.00		214. HALLIBURTON CO COM PROPERTY TYPE: SECURITIES 6,333.00					02/02/2009	06/08/2010
							-1,507.00	
6,074.00		245. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 6,748.00					05/24/2010	06/08/2010
							-674.00	
23,008.00		928. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 21,061.00					02/02/2009	06/08/2010
							1,947.00	
138.00		18.9423 FRONTIER COMMUNICATIONS CORP COM PROPERTY TYPE: SECURITIES 138.00					05/24/2010	07/08/2010
780.00		107.0577 FRONTIER COMMUNICATIONS CORP CO PROPERTY TYPE: SECURITIES 933.00					11/24/2008	07/08/2010
							-153.00	
2.00		.2609 FRONTIER COMMUNICATIONS CORP COM PROPERTY TYPE: SECURITIES 2.00					05/24/2010	07/15/2010
2,908.00		70. EXELON CORPORATION COM PROPERTY TYPE: SECURITIES 2,752.00					05/24/2010	08/17/2010
							156.00	
15,581.00		375. EXELON CORPORATION COM PROPERTY TYPE: SECURITIES 26,890.00					02/02/2009	08/17/2010
							-11,309.00	
7,381.00		125. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES 9,003.00					05/24/2010	08/17/2010
							-1,622.00	
5,728.00		97. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES 9,026.00					02/02/2009	08/17/2010
							-3,298.00	
6,242.00		99. TRANSOCEAN LTD CHF15 SHS PROPERTY TYPE: SECURITIES 8,495.00					09/29/2009	09/28/2010
							-2,253.00	

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3,783.00		60. TRANSOCEAN LTD CHF15 SHS PROPERTY TYPE: SECURITIES 5,348.00					11/24/2008	09/28/2010 -1,565.00
13,090.00		485. ADOBE SYS INC COM PROPERTY TYPE: SECURITIES 14,996.00					06/08/2010	10/08/2010 -1,906.00
7,004.00		45. AMAZON COM INC COM PROPERTY TYPE: SECURITIES 5,419.00					05/24/2010	10/14/2010 1,585.00
8,596.00		205. HEWLETT PACKARD COM PROPERTY TYPE: SECURITIES 9,738.00					04/28/2008	10/14/2010 -1,142.00
1,790.00		155.382 ABERDEEN EQUITY LONG SHORT-I PROPERTY TYPE: SECURITIES 1,697.00					10/26/2009	10/25/2010 93.00
349.00		10. AUTODESK INC COM PROPERTY TYPE: SECURITIES 261.00					06/08/2010	10/25/2010 88.00
492.00		10. EXPRESS SCRIPTS INC CL-A PROPERTY TYPE: SECURITIES 500.00					05/24/2010	10/25/2010 -8.00
582.00		20. ORACLE SYSTEMS CORP COM PROPERTY TYPE: SECURITIES 498.00					05/24/2010	10/25/2010 84.00
326.00		5. PEPSICO INC COM PROPERTY TYPE: SECURITIES 315.00					05/24/2010	10/25/2010 11.00
879.00		15. PHILIP MORRIS INTL COM PROPERTY TYPE: SECURITIES 767.00					04/28/2008	10/25/2010 112.00
13,306.00		1518.95 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES 12,469.00					01/19/2010	10/25/2010 837.00

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

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)	
4,846.00		405.863 PIMCO INVT GRADE CORP BD-I PROPERTY TYPE: SECURITIES 4,091.00				05/18/2009 755.00	10/25/2010
2,169.00		191.608 RIDGEWORTH FD-MIDCAP VAL EQTY #R PROPERTY TYPE: SECURITIES 1,449.00				05/18/2009 720.00	10/25/2010
24,963.00		1869.909 RIDGEWORTH FD-INTL EQTY INDEX # PROPERTY TYPE: SECURITIES 21,455.00				05/24/2010 3,508.00	10/25/2010
100,734.00		7545.65 RIDGEWORTH FD-INTL EQTY INDEX #R PROPERTY TYPE: SECURITIES 74,273.00				02/02/2009 26,461.00	10/25/2010
2,005.00		279.637 RIDGEWORTH FD-INTL 130/30 #RGD1 PROPERTY TYPE: SECURITIES 2,548.00				04/21/2008 -543.00	10/25/2010
40,193.00		3991.359 RIDGEWORTH FD-SHORT TERM BD #RG PROPERTY TYPE: SECURITIES 39,594.00				01/19/2010 599.00	10/25/2010
232,427.00		21323.579 RIDGEWORTH FD-INTERMEDIATE BD PROPERTY TYPE: SECURITIES 216,434.00				04/28/2008 15,993.00	10/25/2010
1,034.00		15. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES 1,556.00				04/28/2008 -522.00	10/25/2010
4,953.00		685.062 SENTINEL SMALL CO-I PROPERTY TYPE: SECURITIES 4,199.00				10/26/2009 754.00	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
18,964.00		245. PARKER HANNIFIN CORP COM PROPERTY TYPE: SECURITIES 13,851.00				05/24/2010 5,113.00	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) .....							----- 107,478. =====	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST	168,513.	168,916.
TOTAL	168,513.	168,916.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
2010 FEDERAL ESTIMATED TAX	1,243.	610.
2010 FOREIGN TAXES	23.	
TOTALS	1,266.	610.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ADR FOREIGN FEES	9.	9.
TOTALS	9.	9.

CO TR U/W CHARLES E SHEPARD 44-1110974

20-7039436

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

DESCRIPTION -----	COST/ FMV		ENDING FMV
	C	F	
SEE ATTACHED STATEMENT	C		5,297,807.
TOTALS			5,297,807.

4,665,604.	5,297,807.
4,665,604.	5,297,807.

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

=====

DESCRIPTION -----	AMOUNT -----
BV ADJ - ROWE T PRICE REAL ESTATE FUND COM	1,323.
	-----
TOTAL	1,323.
	=====

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

GA

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

=====

OFFICER NAME:

SUNTRUST BANK

ADDRESS:

25 PARK PLACE

ATLANTA, GA 30303

TITLE:

TRUSTEE, AS REQ'D

COMPENSATION ..... 53,286.

TOTAL COMPENSATION: 53,286.

=====

=====

RECIPIENT NAME:

SEE ATTACHED STATEMENT

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID ..... 210,000.

TOTAL GRANTS PAID:

210,000.

=====

## 311 CASH CONTRIBUTIONS

SEE ATTACHED STATEMENT - SEEATTACHED

04/28/10	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT FOR SEEATTACHED PAID TO ATLANTA FIRST UNITED METHODIST CHUR TR TRAN#=DC000442000028 TR CD=079 REG=0 PORT=INC	-35000.00	-35000 00	**CHANGED** 11/19/10 RRM	1004000035
04/28/10	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT FOR SEEATTACHED PAID TO FORT VALLEY UNITED METHODIST CHURCH TR TRAN#=DC000442000026 TR CD=079 REG=0 PORT=INC	-35000 00	-35000 00	**CHANGED** 11/19/10 RRM	1004000034
08/11/10	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT SCHOLARSHIP FOR JAMES BANTER A/C#145002 FOR SEEATTACHED PAID TO: ASBURY COLLEGE ATTN FINANCIAL AID OFFICE ONE MACHLEM DRIVE WILMORE, KY 40390 TR TRAN#=DC000177000002 TR CD=079 REG=0 PORT=INC	-9159 00	-9159 00	**CHANGED** 11/19/10 RRM	1008000027
08/11/10	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT SCHOLARSHIP FOR TIFFANY OSBORNE A/C#910104558 FOR: SEEATTACHED PAID TO FORT VALLEY STATE UNIVERSITY ATTN: SHANDIA VALLE 1005 STATE UNIVERSITY DRIVE FORT VALLEY, GA 31030 TR TRAN#=DC000177000004 TR CD=079 REG=0 PORT=INC	-1000 00	-1000 00	**CHANGED** 11/19/10 RRM	1008000029
08/11/10	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT SCHOLARSHIP FOR JAMES SWIFT A/C#900027008 FOR. SEEATTACHED PAID TO NORTH GA COLLEGE & STATE UNIV ATTN: FINANCIAL AID OFFICE 82 COLLEGE CIRCLE DAHLONEGA, GA 30597 TR TRAN#=DC000177000005 TR CD=079 REG=0 PORT=INC	-1983.00	-1983.00	**CHANGED** 11/19/10 RRM	1008000030
08/11/10	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT SCHOLARSHIP FOR JESSICA GILES A/C#900628731 FOR SEEATTACHED PAID TO: GEORGIA SOUTHERN UNIV ATTN. FINANCIAL AID OFFICE PO BOX 8024 STATESBORO, GA 30460 TR TRAN#=DC000178000002 TR CD=079 REG=0 PORT=INC	-2000 00	-2000 00	**CHANGED** 11/19/10 RRM	1008000031
08/11/10	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT	-1000.00	-1000 00	**CHANGED** 11/19/10 RRM	1008000032

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311 CASH CONTRIBUTIONS (CONTINUED) SEE ATTACHED STATEMENT - SEEATTACHED (CONTINUED)				
SCHOLARSHIP FOR CATHERINE CULPEPPER A/C#911194092 FOR SEEATTACHED PAID TO: GEORGIA COLLEGE & STATE UNIV ATTN FINANCIAL AID OFFICE 231 WEST HANCOCK STREET MILLEDGEVILLE, GA 31061 TR TRAN#-DC000178000005 TR CD=079 REG=0 PORT=INC				
08/11/10 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT SCHOLARSHIP FOR MARK BARRETT A/C#918096435 FOR SEEATTACHED PAID TO: ABRAHAM BALDWIN AG COLLEGE ATTN. FINANCIAL AID OFFICE 2802 MOORE HIGHWAY TIFTON, GA 31793 TR TRAN#-DC000177000003 TR CD=079 REG=0 PORT=INC	-7500.00	-7500 00		1008000028 **CHANGED** 11/19/10 RRM
08/11/10 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT SCHOLARSHIP FOR WILL O'NEAL A/C#900679181 FOR SEEATTACHED PAID TO: GEORGIA SOUTHERN UNIV ATTN FINANCIAL AID OFFICE PO BOX 8024 STATESBORO, GA 30460 TR TRAN#-DC000179000001 TR CD=079 REG=0 PORT=INC	-1000.00	-1000 00		1008000034 **CHANGED** 11/19/10 RRM
08/11/10 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT SCHOLARSHIP FOR DAVID H CLEVELAND A/C#810262356 FOR SEEATTACHED PAID TO UNIVERSITY OF GEORGIA ATTN FINANCIAL AID OFFICE 220 HOLMES/HUNTER ACADEMIC BUILDING ATHENS, GA 30602 TR TRAN#-DC000179000002 TR CD=079 REG=0 PORT=INC	-1000 00	-1000 00		1008000035 **CHANGED** 11/19/10 RRM
08/11/10 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT SCHOLARSHIP FOR HALEY JANOUSEK A/C#870364949 FOR SEEATTACHED PAID TO VALDOSTA STATE COLLEGE ATTN FINANCIAL AID OFFICE 1500 N PATTERSON STREET VALDOSTA, GA 31698 TR TRAN#-DC000178000006 TR CD=079 REG=0 PORT=INC	-1000 00	-1000 00		1008000033 **CHANGED** 11/19/10 RRM
08/16/10 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT DEAUNDR A JACKSON - ID #900379938 -FALL 2010 FOR SEEATTACHED PAID TO: SPELLMAN COLLEGE ATTN ROSA MCQUAY 350 SPELLMAN LANE SW PO BOX 226 TR TRAN#-DC000248000008 TR CD=079 REG=0 PORT=INC	-5000.00	-5000 00		1008000044 **CHANGED** 11/19/10 RRM
08/17/10 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT SCHOLARSHIP FOR BRANDI SEIPPEL ACT # 626564294 FOR SEEATTACHED PAID TO MACON STATE COLLEGE ATTN FIN AID OFFICE 100 COLLEGE STATION DRIVE MACON, GA 31206 TR TRAN#-DC000264000012 TR CD=079 REG=0 PORT=INC	-2000.00	-2000.00		1008000049 **CHANGED** 11/19/10 RRM
08/17/10 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT SCHOLARSHIP FOR SHANNON R MITCHELL ACT # 929148313 FOR SEEATTACHED PAID TO: GORDON COLLEGE ATTN FINANCIAL AID OFFICE 419 COLLEGE DRIVE BARNESVILLE, GA 30204 TR TRAN#-DC000263000009 TR CD=079 REG=0 PORT=INC	-4500 00	-4500 00		1008000045 **CHANGED** 11/19/10 RRM
08/17/10 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT	-1358.00	-1358 00		1008000046 **CHANGED** 11/19/10 RRM

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311 CASH CONTRIBUTIONS (CONTINUED) SEE ATTACHED STATEMENT - SEEATTACHED (CONTINUED)				
SCHOLARSHIP FOR AMBER JENKINS ACT # 927060255 FOR: SEEATTACHED PAID TO: MIDDLE GA COLLEGE ATTN: FIN AID OFFICE 1100 SECOND STREET SE COCHRAN, GA 31014				
TR TRAN#=DC000264000001 TR CD=079 REG=0 PORT=INC				
08/17/10 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT SCHOLARSHIP FOR MATTHEW SPINKS ACT # 926099568 FOR: SEEATTACHED PAID TO: MACON STATE COLLEGE ATTN FIN AID OFFICE 100 COLLEGE STATION DRIVE MACON, GA 31206	-1000 00	-1000 00	**CHANGED** 11/19/10 RRM	1008000047
TR TRAN#=DC000264000003 TR CD=079 REG=0 PORT=INC				
TR TRAN#=DC000264000008 TR CD=079 REG=0 PORT=INC				
08/18/10 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT CHABRINA DERRICO - STUDENT ID # 917223370 FOR: SEEATTACHED PAID TO: UNIVERSITY OF WEST GEORGIA ATTN STUDENT FINANCIAL SERVICE CARROLTON, GA 30118	-5000 00	-5000 00	**CHANGED** 11/19/10 RRM	1008000050
TR TRAN#=DC000289000001 TR CD=079 REG=0 PORT=INC				
08/19/10 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT AUBREY ROBERTS PANTHER ID #001788216 FALL 2010 FOR: SEEATTACHED PAID TO: GEORGIA STATE UNIVERSITY OFFICE OF STUDENTS ACCOUNTS PO BOX 4029 ATLANTA, GA 30302-4029	-5000 00	-5000 00	**CHANGED** 11/19/10 RRM	1008000051
TR TRAN#=DC000317000001 TR CD=079 REG=0 PORT=INC				
08/20/10 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT SHARAYKIA ROSS STUDENT ID #900548022 FOR: SEEATTACHED PAID TO: GEORGIA SOUTHERN UNIVERSITY OFFICE OF STUDENT FEES PO BOX 8155 STATESBORO, GA 30460	-5000.00	-5000 00	**CHANGED** 11/19/10 RRM	1008000056
TR TRAN#=DC000332000008 TR CD=079 REG=0 PORT=INC				
09/02/10 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT SCHOLARSHIP 2010-2011 MS CAROLYN ANN GULAS FOR SEEATTACHED PAID TO: JOHNS HOPKINS UNIVERSITY STUDENT AFFAIRS, ATTN AMY JONES FINANCIAL AID OFFICE 615 N WOLFE ST, SUITE E1002	-20000 00	-20000.00	**CHANGED** 11/19/10 RRM	1009000011
TR TRAN#=DC000045000008 TR CD=079 REG=0 PORT=INC				
09/02/10 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT SCHOLARSHIP 2010-2011 MS LAURA JANE KOCHMAN FOR: SEEATTACHED PAID TO: UNIVERSITY OF ALABAMA ATTN MS MICHELLE BOTELE ASST DIRECTOR, FINANCIAL AID PO BOX 870162	-6000.00	-6000 00	**CHANGED** 11/19/10 RRM	1009000012
TR TRAN#=DC000045000011 TR CD=079 REG=0 PORT=INC				
09/02/10 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT SCHOLARSHIP 2010-2011 MS ELIZABETH T ROGAWSKI	-24000 00	-24000 00	**CHANGED** 11/19/10 RRM	1009000014

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311 CASH CONTRIBUTIONS (CONTINUED) SEE ATTACHED STATEMENT - SEEATTACHED (CONTINUED)				
FOR SEEATTACHED PAID TO:				
UNC-CH UNIV CASHIER, OFFICE OF STUDENT ACCTS 450 RIDGE ROAD, SASB N, STE 2215 UNC-CHAPEL HILL, CB# 1400				
09/07/10	-20000.00	-20000.00		1009000019
TR TRAN#=DC000047000001 TR CD=079 REG=0 PORT=INC				
BENEFICIARY CHARITABLE GIFT SCHOLARSHIP 2010-2011 MS RACHEL MCELROY WHITE FOR SEEATTACHED PAID TO:				
CHRIST'S COLLEGE TR TRAN#=DC000084000001 TR CD=079 REG=0 PORT=INC				
09/09/10	-4000.00	-4000.00		1009000031
BENEFICIARY CHARITABLE GIFT RAMIKA GOURDINE-STUDENT ID# 0157066 FOR SEEATTACHED PAID TO				
OGLETHORPE UNIVERSITY BUSINESS OFFICE 4484 PEACHTREE RD, NE ATLANTA, GA 30319				
TR TRAN#=DC000134000008 TR CD=079 REG=0 PORT=INC				
TR TRAN#=MA000338000005 TR CD=079 REG=0 PORT=INC				
11/24/10	-500.00	-500.00		1011000042
BENEFICIARY CHARITABLE GIFT SCHOLARSHIP FOR BRAXTON HILL ACT# 910092098 REPLACEMENT FOR CK# 1116936963 DTD 08/17/10 FOR SEEATTACHED PAID TO				
PORT VALLEY STATE UNIVERSITY ATTN: SHANDIA VALLE 1005 STATE UNIVERSITY DRIVE FORT VALLEY, GA 31030				
TR TRAN#=MA000339000003 TR CD=079 REG=0 PORT=INC				
12/15/10	-4000.00	-4000.00		1012000049
BENEFICIARY DISTRIBUTION CHABRINA DERRICO-STUDENT ID #917223370 FOR SEEATTACHED PAID TO				
UNIVERSITY OF WEST GEORGIA ATTN STUDENT FINANCIAL SERVICE CARROLTON, GA 30118				
TR TRAN#=DC000252000013 TR CD=079 REG=0 PORT=INC				
12/15/10	-4000.00	-4000.00		1012000050
BENEFICIARY DISTRIBUTION SHARAYKIA ROSS STUDENT ID #900548022 FOR SPRING SEMESTER FOR SEEATTACHED PAID TO				
GEORGIA SOUTHERN UNIVERSITY OFFICE OF STUDENT FEES PO BOX 8155 STATESBORO, GA 30460				
TR TRAN#=DC000253000002 TR CD=079 REG=0 PORT=INC				
12/15/10	-3000.00	-3000.00		1012000051
BENEFICIARY DISTRIBUTION RAMIKA GOURDINE STUDENT ID#0157066 FOR SPRING SEMESTER FOR SEEATTACHED PAID TO.				
OGLETHORPE UNIVERSITY BUSINESS OFFICE 4484 PEACHTREE RD, NE ATLANTA, GA 30319				
TR TRAN#=DC000253000004 TR CD=079 REG=0 PORT=INC				

ACCT 9141 1110974  
PREP 44 ADMN:1089 INV-250

SUNTRUST BANK  
TAX TRANSACTION DETAIL

PAGE 44  
RUN 03/02/2011  
11:00 54 AM

TAX CODE/DATE TRANSACTIONS -----	TAXABLE -----	INCOME -----	PRINCIPAL -----	EDIT NUMBER -----
311 CASH CONTRIBUTIONS (CONTINUED) SEE ATTACHED STATEMENT - SEE ATTACHED (CONTINUED) -----				
TOTAL CODE 311 - CASH CONTRIBUTIONS	-210000 00 =====	-210000 00 =====	0 00 =====	

**SCHEDULE D  
(Form 1041)**

**Capital Gains and Losses**

OMB No. 1545-0092

Department of the Treasury  
Internal Revenue Service

▶ **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).**

**2010**

Name of estate or trust **CO TR U/W CHARLES E SHEPARD 44-1110974** Employer identification number **20-7039436**

**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 instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>1a</b>					

<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	<b>1b</b>	<b>24,677.</b>
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	<b>2</b>	
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>3</b>	
<b>4</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet . . . . .	<b>4</b>	( )
<b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back . . . . . ▶	<b>5</b>	<b>24,677.</b>

**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 instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>6a</b> LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			27,988.

<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	<b>6b</b>	<b>54,678.</b>
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	<b>7</b>	
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>8</b>	
<b>9</b> Capital gain distributions . . . . .	<b>9</b>	135.
<b>10</b> Gain from Form 4797, Part I . . . . .	<b>10</b>	
<b>11</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet . . . . .	<b>11</b>	( )
<b>12</b> <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back . . . . . ▶	<b>12</b>	<b>82,801.</b>

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. Schedule D (Form 1041) 2010

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>13</b>	Net short-term gain or (loss)			24,677.
<b>14</b>	Net long-term gain or (loss):			
a	Total for year	<b>14a</b>		82,801.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.)	<b>14b</b>		
c	28% rate gain	<b>14c</b>		
<b>15</b>	Total net gain or (loss). Combine lines 13 and 14a	<b>15</b>		107,478.

**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	<b>16</b> ( )
--	---------------

**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.

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	<b>17</b>		
<b>18</b>	Enter the smaller of line 14a or 15 in column (2) but not less than zero	<b>18</b>		
<b>19</b>	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)	<b>19</b>		
<b>20</b>	Add lines 18 and 19	<b>20</b>		
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	<b>21</b>		
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0-	<b>22</b>		
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0-	<b>23</b>		
<b>24</b>	Enter the smaller of the amount on line 17 or \$2,300	<b>24</b>		
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23.	<b>25</b>		
<b>26</b>	Subtract line 25 from line 24	<b>26</b>		
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	<b>27</b>		
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-)	<b>28</b>		
<b>29</b>	Subtract line 28 from line 27	<b>29</b>		
<b>30</b>	Multiply line 29 by 15% (.15)	<b>30</b>		
<b>31</b>	Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	<b>31</b>		
<b>32</b>	Add lines 30 and 31	<b>32</b>		
<b>33</b>	Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	<b>33</b>		
<b>34</b>	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)	<b>34</b>		

**SCHEDULE D-1  
(Form 1041)**

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No. 1545-0092

Department of the Treasury  
Internal Revenue Service

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

**2010**

Name of estate or trust **CO TR U/W CHARLES E SHEPARD 44-1110974** Employer identification number **20-7039436**

**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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 24. AMGEN INC	03/30/2009	01/19/2010	1,353.00	1,202.00	151.00
10. BERKLEY W R CORP COM	02/04/2009	01/19/2010	248.00	252.00	-4.00
12. COACH INC COM	09/28/2009	01/19/2010	444.00	391.00	53.00
9. DEVON ENERGY CORP COM	02/27/2009	01/19/2010	655.00	399.00	256.00
272.3 JANUS PERKINS SMALL CAP VALUE-I	10/26/2009	01/19/2010	5,849.00	5,454.00	395.00
10. KOHL'S CORP COM STK	02/27/2009	01/19/2010	513.00	352.00	161.00
546.539 MANNING & NAPIER WORLD OPPTY-S-A	10/26/2009	01/19/2010	4,580.00	4,394.00	186.00
154.178 OPPENHEIMER DEVELOPING MKTS INSTL-Y	10/26/2009	01/19/2010	4,522.00	4,194.00	328.00
880.907 PIMCO FOREIGN BOND FUND	07/20/2009	01/19/2010	8,950.00	8,208.00	742.00
562.23 PIMCO INVT GRADE CORP BD-I	07/20/2009	01/19/2010	6,252.00	5,699.00	553.00
10. QUALCOMM CORP COM STK	06/22/2009	01/19/2010	486.00	445.00	41.00
399.621 RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	05/18/2009	01/19/2010	4,220.00	3,021.00	1,199.00
12673.478 RIDGEWORTH FD-INTERMEDIATE BD #RGC	10/26/2009	01/19/2010	133,325.00	132,169.00	1,156.00
73. SCHWAB CHARLES CORP NEW COM	01/28/2009	01/19/2010	1,386.00	1,153.00	233.00
388.308 SENTINEL SMALL CO-I	10/26/2009	01/19/2010	2,524.00	2,380.00	144.00
4. VISA INC CL A COM	05/26/2009	01/19/2010	344.00	265.00	79.00
180. TARGET CORP COM	09/28/2009	02/09/2010	8,860.00	8,595.00	265.00
37. UNION PAC CORP COM	06/22/2009	03/01/2010	2,487.00	1,833.00	654.00
8. EXXON MOBIL CORP	01/19/2010	05/04/2010	530.00	550.00	-20.00
5. MCDONALDS CORP COM	01/19/2010	05/07/2010	343.00	315.00	28.00
2843.054 JANUS PERKINS SMALL CAP VALUE-I	10/26/2009	05/24/2010	61,808.00	56,946.00	4,862.00
1377.387 RIDGEWORTH FD-SHORT TERM BD #RGCX	01/19/2010	05/24/2010	13,705.00	13,664.00	41.00
3195.697 ROWE T PRICE REAL ESTATE FD COM	10/26/2009	05/24/2010	47,552.00	39,637.00	7,915.00
817.458 SENTINEL SMALL CO-I	10/26/2009	05/24/2010	5,338.00	5,011.00	327.00

**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) 2010



Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side  
**CO TR U/W CHARLES E SHEPARD 44-1110974** Employer identification number  
**20-7039436**

**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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 18. ABB LTD SPONS ADR	07/08/2008	01/19/2010	350.00	486.00	-136.00
7. ABBOTT LABS COM	04/28/2008	01/19/2010	389.00	358.00	31.00
10. APACHE CORP COM	03/16/2006	01/19/2010	1,067.00	662.00	405.00
374. BERKLEY W R CORP COM	08/18/2008	01/19/2010	9,268.00	9,615.00	-347.00
8. CVS CORP COM	03/16/2006	01/19/2010	270.00	239.00	31.00
16. WALT DISNEY CO	10/31/2007	01/19/2010	489.00	554.00	-65.00
46. E M C CORP MASS COM	05/15/2008	01/19/2010	821.00	811.00	10.00
8. EMERSON ELEC CO COM	10/31/2007	01/19/2010	353.00	418.00	-65.00
10. EXELON CORPORATION COM	04/28/2008	01/19/2010	487.00	865.00	-378.00
10. EXPRESS SCRIPTS INC CL-A	04/28/2008	01/19/2010	902.00	740.00	162.00
106. GENERAL ELEC CO COM	03/16/2006	01/19/2010	1,731.00	3,670.00	-1,939.00
17. GILEAD SCIENCES INC COM	11/17/2008	01/19/2010	780.00	790.00	-10.00
8. GOLDMAN SACHS GROUP INC COM	06/26/2008	01/19/2010	1,318.00	1,434.00	-116.00
8. HEWLETT PACKARD COM	04/28/2008	01/19/2010	418.00	380.00	38.00
51. HOME DEPOT INC COM	09/30/2008	01/19/2010	1,451.00	1,275.00	176.00
43. INTEL CORP COM	08/25/2006	01/19/2010	900.00	816.00	84.00
230. INTERNATIONAL BUSINESS MACHS COR COM	11/24/2008	01/19/2010	30,553.00	17,646.00	12,907.00
30. J P MORGAN CHASE & CO COM	03/22/2005	01/19/2010	1,300.00	1,062.00	238.00
31. JOHNSON & JOHNSON COM	11/24/2008	01/19/2010	1,989.00	1,815.00	174.00
21. MERCK & CO INC NEW COM	04/28/2008	01/19/2010	831.00	861.00	-30.00
7. MONSANTO CO NEW COM	07/10/2008	01/19/2010	569.00	832.00	-263.00
13519.554 PIMCO FOREIGN BOND FUND	11/24/2008	01/19/2010	137,359.00	135,493.00	1,866.00
10. PEPSICO INC COM	03/22/2005	01/19/2010	620.00	524.00	96.00
8. PRAXAIR INC COM	10/10/2008	01/19/2010	646.00	474.00	172.00
7. PROCTER & GAMBLE CO COM	05/29/2003	01/19/2010	427.00	318.00	109.00

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

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side  
 CO TR U/W CHARLES E SHEPARD 44-1110974  
 Employer identification number  
 20-7039436

**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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 12. QUALCOMM CORP COM STK	11/10/2008	01/19/2010	583.00	423.00	160.00
565.224 ROWE T PRICE REAL ESTATE FD COM	12/20/2006	01/19/2010	7,964.00	13,816.00	-5,852.00
21. TARGET CORP COM	02/22/2005	01/19/2010	1,050.00	1,049.00	1.00
24. TEXAS INSTRS INC COM	03/16/2006	01/19/2010	585.00	743.00	-158.00
19. UNION PAC CORP COM	09/16/2008	01/19/2010	1,245.00	1,373.00	-128.00
8. UNITED PARCEL SVC INC CL B	10/29/2008	01/19/2010	496.00	393.00	103.00
16. VERIZON COMMUNICATIONS COM	04/28/2008	01/19/2010	491.00	606.00	-115.00
29. WELLS FARGO & CO NEW COM	03/22/2005	01/19/2010	810.00	852.00	-42.00
35. INVESCO LTD BERMUDA COM	05/23/2008	01/19/2010	793.00	950.00	-157.00
5. TRANSOCEAN LTD CHF15 SHS	09/18/2008	01/19/2010	456.00	577.00	-121.00
206. TARGET CORP COM	02/04/2009	02/09/2010	10,139.00	7,995.00	2,144.00
214. GILEAD SCIENCES INC COM	11/24/2008	03/01/2010	10,154.00	9,857.00	297.00
691. SCHWAB CHARLES CORP NEW COM	01/28/2009	03/01/2010	12,599.00	10,909.00	1,690.00
66. UNION PAC CORP COM	09/16/2008	03/01/2010	4,436.00	4,771.00	-335.00
199. DEVON ENERGY CORP COM	02/27/2009	03/11/2010	14,343.00	8,813.00	5,530.00
195. HARRIS CORP DEL COM	11/24/2008	04/29/2010	10,192.00	8,982.00	1,210.00
346. QUALCOMM CORP COM STK	11/24/2008	04/29/2010	13,495.00	11,992.00	1,503.00
82. EXXON MOBIL CORP	08/19/1972	05/04/2010	5,433.00	204.00	5,229.00
317. MCDONALDS CORP COM	11/24/2008	05/07/2010	21,744.00	18,466.00	3,278.00
458. AT & T INC COM	11/24/2008	05/20/2010	11,445.00	14,644.00	-3,199.00
495.94 FORUM ABSOLUTE STRATEGIES-I	10/29/2007	05/24/2010	5,252.00	5,440.00	-188.00
754.62 PIMCO INVT GRADE CORP BD-I	05/18/2009	05/24/2010	8,414.00	7,607.00	807.00
447.847 RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	05/18/2009	05/24/2010	4,680.00	3,386.00	1,294.00
516.609 RIDGEWORTH FD-SEIX FLT HGH INCM#RGCJ	09/28/2007	05/24/2010	4,448.00	4,985.00	-537.00
5621.243 RIDGEWORTH FD-INTERMEDIATE BD #RGCF	05/18/2009	05/24/2010	60,597.00	57,373.00	3,224.00

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



FEDERAL CAPITAL GAIN DIVIDENDS

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LONG-TERM CAPITAL GAIN DIVIDENDS

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15% RATE CAPITAL GAIN DIVIDENDS

JANUS PERKINS SMALL CAP VALUE-I	2,858.00
MANNING & NAPIER WORLD OPPTY-S-A	3,872.00
PIMCO INVT GRADE CORP BD-I	8,722.00
RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	862.00
RIDGEWORTH FD-INTERMEDIATE BD #RGCF	11,673.00

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TOTAL 15% RATE CAPITAL GAIN DIVIDENDS 27,988.00

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TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS 27,988.00

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Investment Review (88 Items)- as of 02/08/2011 (Settle Date View) [print](#) | [expand](#) | [contract](#) | [save](#) | [ticker](#) | [acc](#)

Click on an investment class to show investment information or select a date from the drop-down listbox to view historical investment inform.  
 \*\*Disclaimer Pricing changes made since the last statement may not be reflected in Investment Review values

Assets as of: 12/31/2010

Account: 1110974 - CHARLES E SHEPARD CHARITABL

	P/I	Units	Market Value	% Mkt Value	Accrued Income	Tax Cost	Est Annual Income	Yield at Mk
<b>CASH EQUIVALENTS</b>			\$0.00	0.000%	\$0.00	\$0.00	\$0.00	0.0
<input type="checkbox"/> <b>COINS AND CURRENCY</b>			\$0.00	0.000%	\$0.00	\$0.00	\$0.00	0.0
<input checked="" type="checkbox"/> 999999998 UNINVESTED CASH		0000	\$0.00	0.000%	\$0.00	\$0.00	\$0.00	0.00
<b>STIF &amp; MONEY MARKET FUNDS</b>			\$252,031.91	4.541%	\$32.73	\$252,031.91	\$437.63	0.1
<input type="checkbox"/> <b>TAXABLE</b>			\$252,031.91	4.541%	\$32.73	\$252,031.91	\$437.63	0.1
<input checked="" type="checkbox"/> 609010DF7 FEDERATED MONEY MKT OBLIGS TR PRIME OBLIGS INSTL FFS #10		252,031 9100	\$252,031.91	4.541%	\$32.73	\$252,031.91	\$437.63	0.1
<b>EQUITY SECURITIES</b>			\$1,618,150.75	29.157%	\$2,296.98	\$1,244,589.51	\$25,150.01	1.5
<input type="checkbox"/> <b>ADVERTISING</b>			\$17,587.20	0.317%	\$76.80	\$15,065.41	\$307.20	1.7
<input checked="" type="checkbox"/> 681919106 OMNICOM GROUP COM Rating A+		384 0000	\$17,587.20	0.317%	\$76.80	\$15,065.41	\$307.20	1.7
<input type="checkbox"/> <b>AEROSPACE &amp; DEFENSE</b>			\$30,464.64	0.549%	\$0.00	\$20,352.93	\$657.90	2.1
<input checked="" type="checkbox"/> 913017109 UNITED TECHNOLOGIES CORP COM Rating A+		387 0000	\$30,464.64	0.549%	\$0.00	\$20,352.93	\$657.90	2.1
<input type="checkbox"/> <b>AIR FREIGHT &amp; LOGISTICS</b>			\$27,217.50	0.490%	\$0.00	\$20,096.60	\$705.00	2.5
<input checked="" type="checkbox"/> 911312106 UNITED PARCEL SVC INC CL B COM Rating B		375 0000	\$27,217.50	0.490%	\$0.00	\$20,096.60	\$705.00	2.5
<input type="checkbox"/> <b>APPAREL, ACCESSORIES &amp; LUXURY</b>			\$24,612.95	0.443%	\$66.75	\$14,862.70	\$267.00	1.0
<input checked="" type="checkbox"/> 189754104 COACH INC COM Rating B+		445 0000	\$24,612.95	0.443%	\$66.75	\$14,862.70	\$267.00	1.0
<input type="checkbox"/> <b>APPLICATION SOFTWARE</b>			\$38,209.50	0.688%	\$0.00	\$30,739.48	\$0.00	0.0
<input checked="" type="checkbox"/> 052769106 AUTODESK INC COM Rating B		555 0000	\$21,201.00	0.382%	\$0.00	\$14,480.18	\$0.00	0.0
<input checked="" type="checkbox"/> 461202103 INTUIT INC COM Rating B+		345 0000	\$17,008.50	0.306%	\$0.00	\$16,259.30	\$0.00	0.0
<input type="checkbox"/> <b>ASSET MGMT &amp; CUSTODY BANKS</b>			\$34,295.96	0.618%	\$0.00	\$32,661.57	\$509.32	1.4
<input checked="" type="checkbox"/> 064058100 BANK OF NEW YORK MELLON CORP COM Rating B		613 0000	\$18,512.60	0.334%	\$0.00	\$19,381.38	\$220.68	1.1
<input checked="" type="checkbox"/> G491BT108 INVESCO LTD USD0 2 BERMUDA COM		656 0000	\$15,783.36	0.284%	\$0.00	\$13,280.19	\$288.64	1.8
<input type="checkbox"/> <b>BIOTECHNOLOGY</b>			\$16,085.70	0.290%	\$0.00	\$14,771.05	\$0.00	0.0
<input checked="" type="checkbox"/> 031162100 AMGEN INC		293 0000	\$16,085.70	0.290%	\$0.00	\$14,771.05	\$0.00	0.0

COM Rating B+								
[-]	BROADCASTING & CABLE TV		\$29,445.35	0.531%	\$314.00	\$23,357.45	\$314.00	1.0
[+]	254687106 WALT DISNEY CO COM Rating A	785 0000	\$29,445 35	0.531%	\$314 00	\$23,357 45	\$314 00	1.0
[-]	COMMUNICATIONS EQUIPMENT		\$29,758.33	0.536%	\$0.00	\$25,816.87	\$0.00	0.0
[+]	17275R102 CISCO SYS INC COM Rating B+	1,471 0000	\$29,758 33	0.536%	\$0 00	\$25,816 87	\$0 00	0.0
[-]	COMPUTER HARDWARE		\$78,456.40	1.414%	\$0.00	\$51,269.63	\$216.32	0.2
[+]	037833100 APPLE INC COM Rating B	155 0000	\$49,996 80	0.901%	\$0 00	\$23,014 40	\$0 00	0.0
[+]	428236103 HEWLETT-PACKARD CO COM Rating A-	676 0000	\$28,459 60	0.513%	\$0 00	\$28,255 23	\$216 32	0.7
[-]	COMPUTER STORAGE & PERIPHERALS		\$24,617.50	0.444%	\$0.00	\$15,937.65	\$0.00	0.0
[+]	268648102 EMC CORP MASS COM Rating B	1,075 0000	\$24,617 50	0.444%	\$0 00	\$15,937 65	\$0 00	0.0
[-]	CONSTRUCTION & ENGINEERING		\$30,082.04	0.542%	\$56.75	\$20,508.60	\$227.00	0.7
[+]	343412102 FLUOR CORP COM NEW Rating B+	454 0000	\$30,082 04	0.542%	\$56 75	\$20,508 60	\$227 00	0.7
[-]	CONSUMER FINANCE		\$28,728.00	0.518%	\$0.00	\$27,221.25	\$135.00	0.4
[+]	14040H105 CAPITAL ONE FINL CORP COM Rating A-	675 0000	\$28,728 00	0.518%	\$0 00	\$27,221 25	\$135 00	0.4
[-]	DATA PROCESSING & OUTSOURCING		\$20,199.06	0.364%	\$0.00	\$20,063.78	\$172.20	0.8
[+]	92826C839 VISA INC CL A COM	287 0000	\$20,199 06	0.364%	\$0 00	\$20,063 78	\$172 20	0.8
[-]	DEPARTMENT STORES		\$16,573.70	0.299%	\$0.00	\$11,483.70	\$0.00	0.0
[+]	500255104 KOHLS CORP COM Rating B+	305 0000	\$16,573 70	0.299%	\$0 00	\$11,483 70	\$0 00	0.0
[-]	DIVERSIFIED BANKS		\$119,156.43	2.147%	\$0.00	\$102,968.24	\$866.84	0.7
[+]	060505104 BANK OF AMERICA CORP COM Rating B	1,951 0000	\$26,026 34	0.469%	\$0 00	\$23,550 70	\$78 04	0.3
[+]	054937107 BB&T CORP COM Rating B+	595 0000	\$15,642 55	0.282%	\$0 00	\$14,222 82	\$357 00	2.2
[+]	46625H100 JP MORGAN CHASE & CO COM Rating B+	951 0000	\$40,341 42	0.727%	\$0 00	\$31,132 77	\$190 20	0.4
[+]	693475105 PNC FINL SVCS GROUP INC COM Rating B+	230 0000	\$13,965 60	0.252%	\$0 00	\$14,009 56	\$92 00	0.6

⊕	949746101 WELLS FARGO & CO NEW COM Rating A-	748 0000	\$23,180 52	0 418%	\$0 00	\$20,052 39	\$149 60	0 6
⊖	DIVERSIFIED METALS & MINING		\$29,061.78	0.524%	\$0.00	\$10,183.97	\$484.00	1.6
⊕	35671D857 FREEPORT-MCMORAN COPPER & GOLD INC COM Rating B-	242 0000	\$29,061 78	0 524%	\$0 00	\$10,183 97	\$484 00	1 6
⊖	DRUG RETAIL		\$23,087 28	0.416%	\$0.00	\$19,973.55	\$232.40	1.0
⊕	126650100 CVS CAREMARK CORP COM Rating A+	664 0000	\$23,087 28	0 416%	\$0 00	\$19,973 55	\$232 40	1 0
⊖	ELECTRICAL COMPONENTS & EQUIP		\$22,353 47	0.403%	\$0 00	\$17,518.44	\$539.58	2 4
⊕	291011104 EMERSON ELEC CO COM Rating A+	391 0000	\$22,353 47	0 403%	\$0 00	\$17,518 44	\$539 58	2 4
⊖	EXPLORATION & PRODUCTION		\$32,907.48	0.593%	\$0.00	\$19,544 80	\$165.60	0.5
⊕	037411105 APACHE CORP COM Rating A-	276 0000	\$32,907 48	0 593%	\$0 00	\$19,544 80	\$165 60	0 5
⊖	HEALTH CARE EQUIPMENT		\$35,707.66	0.643%	\$123.07	\$36,638.44	\$492.28	1.3
⊕	071813109 BAXTER INTL INC COM Rating A	397 0000	\$20,096 14	0 362%	\$123 07	\$22,860 20	\$492 28	2 4
⊕	883556102 THERMO FISHER SCIENTIFIC INC COM Rating B-	282 0000	\$15,611 52	0 261%	\$0 00	\$13,776 24	\$0 00	0 0
⊖	HEALTH CARE SERVICES		\$35,889.20	0.647%	\$0.00	\$23,455.90	\$0.00	0.0
⊕	302182100 EXPRESS SCRIPTS INC COM Rating B+	664 0000	\$35,889 20	0 647%	\$0 00	\$23,455 90	\$0 00	0 0
⊖	HEAVY ELECTRICAL EQUIPMENT		\$21,349.95	0 385%	\$0.00	\$18,925.24	\$450 77	2.1
⊕	000375204 ABB LTD SWITZERLAND SPONS ADR	951 0000	\$21,349 95	0 385%	\$0 00	\$18,925 24	\$450 77	2 1
⊖	HOME IMPROVEMENT RETAIL		\$27,206.56	0.490%	\$0.00	\$17,868 32	\$733 32	2.6
⊕	437076102 HOME DEPOT INC COM Rating A	776 0000	\$27,206 56	0 490%	\$0 00	\$17,868 32	\$733 32	2 6
⊖	HOTELS, RESORTS & CRUISE LINES		\$22,547 79	0.406%	\$0.00	\$18,058.77	\$195.60	0.8
⊕	143658300 CARNIVAL CORP UNIT COM	489 0000	\$22,547 79	0 406%	\$0 00	\$18,058 77	\$195 60	0 8
⊖	HOUSEHOLD PRODUCTS		\$30,556.75	0.551%	\$0.00	\$24,799.48	\$915 33	2.9
⊕	742718109 PROCTER & GAMBLE CO COM Rating A+	475 0000	\$30,556 75	0 551%	\$0 00	\$24,799 48	\$915 33	2 9
⊖	HYPERMARKETS & SUPER CENTERS		\$18,713.71	0.337%	\$104.97	\$16,243.05	\$419.87	2 2
⊕	931142103 WAL-MART STORES INC COM Rating A+	347 0000	\$18,713 71	0 337%	\$104 97	\$16,243 05	\$419 87	2 2
⊖	INDUSTRIAL CONGLOMERATES		\$23,777.00	0.428%	\$182.00	\$29,056.83	\$728.00	3.0
⊕	369604103 GENERAL ELEC CO	1,300 0000	\$23,777 00	0 428%	\$182 00	\$29,056 83	\$728 00	3 0

COM Rating A-								
[-] INDUSTRIAL GASES		\$19,284.94	0.347%	\$0.00	\$12,626.43	\$363.60	1.8	
⊕ 74005P104 PRAXAIR INC COM Rating A+	202 0000	\$19,284.94	0.347%	\$0.00	\$12,626.43	\$363.60	1.8	
[-] INDUSTRIAL MACHINERY		\$41,653.80	0.751%	\$52.20	\$27,340.47	\$480.24	1.1	
⊕ 34354P105 FLOWSERVE CORP COM Rating B	180 0000	\$21,459.60	0.387%	\$52.20	\$14,783.40	\$208.80	0.9	
⊕ 701094104 PARKER HANNIFIN CORP COM Rating A	234 0000	\$20,194.20	0.364%	\$0.00	\$12,557.07	\$271.44	1.3	
[-] INTEGRATED OIL & GAS		\$121,549.13	2.190%	\$158.08	\$55,659.48	\$2,923.68	2.4	
⊕ 166764100 CHEVRON CORP COM Rating A-	509 0000	\$46,446.25	0.837%	\$0.00	\$20,955.81	\$1,465.92	3.1	
⊕ 30231G102 EXXON MOBIL CORP COM Rating A+	469 0000	\$34,293.28	0.618%	\$0.00	\$6,122.19	\$825.44	2.4	
⊕ 674599105 OCCIDENTAL PETE CORP COM Rating A-	416 0000	\$40,809.60	0.735%	\$158.08	\$28,581.48	\$632.32	1.5	
[-] INTEGRATED TELECOM SVCS		\$28,123.08	0.507%	\$0.00	\$24,486.12	\$1,532.70	5.4	
⊕ 92343V104 VERIZON COMMUNICATIONS COM Rating B	786 0000	\$28,123.08	0.507%	\$0.00	\$24,486.12	\$1,532.70	5.4	
[-] INTERNET RETAIL		\$25,740.00	0.464%	\$0.00	\$16,944.04	\$0.00	0.0	
⊕ 023135106 AMAZON INC COM Rating B-	143 0000	\$25,740.00	0.464%	\$0.00	\$16,944.04	\$0.00	0.0	
[-] INTERNET SOFTWARE & SERVICES		\$36,826.14	0.664%	\$0.00	\$26,123.79	\$0.00	0.0	
⊕ 38259P508 GOOGLE INC CL A COM	62 0000	\$36,826.14	0.664%	\$0.00	\$26,123.79	\$0.00	0.0	
[-] INVESTMENT BANKING & BROKERAGE		\$38,095.89	0.686%	\$0.00	\$32,454.13	\$299.20	0.7	
⊕ 38141G104 GOLDMAN SACHS GROUP INC COM Rating A-	117 0000	\$19,674.72	0.355%	\$0.00	\$15,455.08	\$163.80	0.8	
⊕ 617446448 MORGAN STANLEY COM NEW Rating B-	677 0000	\$18,421.17	0.332%	\$0.00	\$16,999.05	\$135.40	0.7	
[-] MULTI-LINE INSURANCE		\$14,622.48	0.263%	\$27.60	\$15,793.88	\$110.40	0.7	
⊕ 416515104 HARTFORD FINL SVCS GROUP INC COM Rating B-	552 0000	\$14,622.48	0.263%	\$27.60	\$15,793.88	\$110.40	0.7	
[-] OIL & GAS EQUIPMENT & SERVICES		\$54,003.95	0.973%	\$89.25	\$44,105.87	\$357.00	0.6	
⊕ 13342B105 CAMERON INTL CORP COM Rating B+	365 0000	\$18,516.45	0.334%	\$0.00	\$14,174.96	\$0.00	0.0	

⊕	806857108 SCHLUMBERGER LTD COM	425 0000	\$35,487 50	0 639%	\$89 25	\$29,930 91	\$357 00	1 0
⊖	<b>PHARMACEUTICALS</b>		<b>\$99,790.03</b>	<b>1.798%</b>	<b>\$223.82</b>	<b>\$90,539.61</b>	<b>\$3,215.34</b>	<b>3.2</b>
⊕	002824100 ABBOTT LABS COM Rating A	502 0000	\$24,050 82	0 433%	\$0 00	\$25,417 26	\$883 52	3 6
⊕	478160104 JOHNSON & JOHNSON COM Rating A+	540 0000	\$33,399 00	0 602%	\$0 00	\$24,128 85	\$1,166 40	3 4
⊕	58933Y105 MERCK & CO INC NEW COM Rating B+	589 0000	\$21,227 56	0 382%	\$223 82	\$17,548 49	\$895 28	4 2
⊕	881624209 TEVA PHARMACEUTICAL INDS LTD SPONS ADR	405 0000	\$21,112 65	0 380%	\$0 00	\$23,445 01	\$270 14	1 2
⊖	<b>PROPERTY &amp; CASUALTY INSURANCE</b>		<b>\$19,052.82</b>	<b>0.343%</b>	<b>\$0.00</b>	<b>\$14,584.47</b>	<b>\$492 48</b>	<b>2.5</b>
⊕	89417E109 TRAVELERS COS INC/THE COM	342 0000	\$19,052 82	0 343%	\$0 00	\$14,584 47	\$492 48	2 5
⊖	<b>RAILROADS</b>		<b>\$20,014.56</b>	<b>0.361%</b>	<b>\$82.08</b>	<b>\$11,280.79</b>	<b>\$328.32</b>	<b>1.6</b>
⊕	907818108 UNION PACIFIC CORP COM Rating A	216 0000	\$20,014 56	0 361%	\$82 08	\$11,280 79	\$328 32	1 6
⊖	<b>REFINING MRKTING &amp; TRANSPORTN</b>		<b>\$20,715.36</b>	<b>0.373%</b>	<b>\$0.00</b>	<b>\$18,102.32</b>	<b>\$419.00</b>	<b>2 0</b>
⊕	969457100 WILLIAMS COS INC COM Rating B	838 0000	\$20,715 36	0 373%	\$0 00	\$18,102 32	\$419 00	2 0
⊖	<b>RESTAURANTS</b>		<b>\$17,415.00</b>	<b>0.314%</b>	<b>\$0.00</b>	<b>\$16,776.64</b>	<b>\$480.00</b>	<b>2 7</b>
⊕	237194105 DARDEN RESTAURANTS INC COM Rating A	375 0000	\$17,415 00	0 314%	\$0 00	\$16,776 64	\$480 00	2 7
⊖	<b>SEMICONDUCTORS</b>		<b>\$43,942.62</b>	<b>0.792%</b>	<b>\$0.00</b>	<b>\$35,212.35</b>	<b>\$1,056.48</b>	<b>2.4</b>
⊕	458140100 INTEL CORP COM Rating B+	1,204 0000	\$25,320 12	0 456%	\$0 00	\$20,919 58	\$758 52	2 9
⊕	882508104 TEXAS INSTRS INC COM Rating B	573 0000	\$18,622 50	0 336%	\$0 00	\$14,292 77	\$297 96	1 6
⊖	<b>SOFT DRINKS</b>		<b>\$27,699.92</b>	<b>0.499%</b>	<b>\$203.52</b>	<b>\$22,883.62</b>	<b>\$814.08</b>	<b>2 9</b>
⊕	713448108 PEPSICO INC COM Rating A+	424 0000	\$27,699 92	0 499%	\$203 52	\$22,883 62	\$814 08	2 9
⊖	<b>STEEL</b>		<b>\$20,551.58</b>	<b>0.370%</b>	<b>\$170.01</b>	<b>\$20,455.53</b>	<b>\$680 05</b>	<b>3.3</b>
⊕	670346105 NUCOR CORP COM Rating B	469 0000	\$20,551 58	0 370%	\$170 01	\$20,455 53	\$680 05	3 3
⊖	<b>SYSTEMS SOFTWARE</b>		<b>\$28,576.90</b>	<b>0.515%</b>	<b>\$0.00</b>	<b>\$18,210.84</b>	<b>\$182.60</b>	<b>0 6</b>
⊕	68389X105 ORACLE CORP COM Rating A-	913 0000	\$28,576 90	0 515%	\$0 00	\$18,210 84	\$182 60	0 6
⊖	<b>TOBACCO</b>		<b>\$33,479.16</b>	<b>0.603%</b>	<b>\$366.08</b>	<b>\$26,749.23</b>	<b>\$1,464.32</b>	<b>4.3</b>

⊕	718172109 PHILIP MORRIS INTL COM	572 0000	\$33,479 16	0 603%	\$366 08	\$26,749 23	\$1,464 32	4 3.
⊖	TRUCKING		\$18,364.50	0.331%	\$0.00	\$14,816.20	\$216.00	1.1
⊕	445658107 HUNT J B TRANS SVCS INC COM Rating B+	450 0000	\$18,364 50	0 331%	\$0 00	\$14,816 20	\$216 00	1 1.
	<b>MUTUAL FUNDS</b>		\$1,992,081.13	35.894%	\$1,112.15	\$1,806,232.61	\$51,297.58	2.5
⊖	COMMODITY		\$116,121.29	2.092%	\$0.00	\$79,840.67	\$10,399.67	8 9
⊖	722005667 PIMCO FDS COMMODITY REALRETURN STRATEGY INSTL Rating N/A	12,499 6010	\$116,121 29	2 092%	\$0 00	\$79,840 67	\$10,399 67	8 9.
⊖	FIXED INCOME		\$237,287.98	4.276%	\$1,112.15	\$227,473.93	\$14,287.09	6 0
⊕	722005816 PIMCO FDS PAC INVT MGMT SER INVT GRADE CORP BD FD INSTL CL Rating N/A	22,641 9830	\$237,287 98	4 276%	\$1,112 15	\$227,473 93	\$14,287 09	6 0.
⊖	INTL EMERGING		\$171,055.77	3.082%	\$0.00	\$135,108.36	\$678.15	0 3
⊕	683974505 OPPENHEIMER FDS DEVELOPING MKTS INSTL FD CL Y Rating N/A	4,742 3280	\$171,055 77	3 082%	\$0 00	\$135,108 36	\$678 15	0 3.
⊖	LARGE CAP GROWTH		\$108,982 41	1.964%	\$0.00	\$102,241.23	\$0 00	0 0
⊕	003020336 ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL Rating N/A	9,362 7500	\$108,982 41	1 964%	\$0 00	\$102,241 23	\$0 00	0 0.
⊖	OTHER DOMESTIC EQUITY		\$323,112.66	5.822%	\$0.00	\$317,420.91	\$2,623 05	0 8
⊕	34984T600 FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL Rating N/A	29,807 4410	\$323,112 66	5 822%	\$0 00	\$317,420 91	\$2,623 05	0 8
⊖	OTHER INTL EQUITY		\$376,272.59	6.780%	\$0.00	\$352,859.83	\$3,408.74	0 9
⊕	563821545 MANNING & NAPIER FDS WORLD OPPTY S SER CL A Rating N/A	43,701 8110	\$376,272 59	6 780%	\$0 00	\$352,859 83	\$3,408 74	0 9.
⊖	OTHER INTL FIXED INCOME		\$428,068.74	7.713%	\$0.00	\$410,026.00	\$19,351.49	4 5
⊕	880208400 TEMPLETON INCOME TR GLOBAL BD FD ADVISOR CL Rating N/A	31,568 4910	\$428,068 74	7 713%	\$0 00	\$410,026 00	\$19,351 49	4 5.
⊖	SMALL CAP GROWTH		\$118,343.96	2.132%	\$0.00	\$87,127 22	\$0 00	0 0
⊕	81728B825 SENTINEL FDS SMALL CO FD INSTL CL Rating N/A	15,018 2690	\$118,343 96	2 132%	\$0 00	\$87,127 22	\$0 00	0 0.
⊖	SMALL CAP VALUE		\$112,835.72	2.033%	\$0.00	\$94,134.46	\$549.39	0 4
⊕	47103C183 JANUS FDS PERKINS SMALL CAP VALUE FD CL I Rating N/A	4,695 6190	\$112,835 72	2 033%	\$0 00	\$94,134 46	\$549 39	0 4.
	<b>PROPRIETARY FUNDS</b>		\$1,687,573.57	30.408%	\$3,883.31	\$1,614,779.07	\$49,838.45	2 9
⊖	FIXED INCOME		\$1,518,742.83	27.366%	\$3,883.31	\$1,480,259 27	\$48,821.37	3 2
⊕	76628T702 RIDGEWORTH FD-INTERMEDIATE BD I SHS #RGCF Rating N/A	84,053 2990	\$872,473 24	15 721%	\$1,962 01	\$853,140 99	\$23,703 03	2 7
⊕	76628T678 RIDGEWORTH FD-SEIX FLTG RT HIGH INCM I SHS #RGCF Rating N/A	30,494 6130	\$272,926 79	4 918%	\$1,352 41	\$262,382 32	\$16,009 67	5 8.

⊕	76628T611 RIDGEWORTH FD-SHORT TERM BD 1 SHS #RGCX Rating N/A	37,484 2170	\$373,342 80	6 727%	\$568 89	\$364,735 96	\$9,108 66	2 4
⊖	MID CAP VALUE		\$113,403.95	2.043%	\$0.00	\$69,756.02	\$668.77	0 5
⊕	76628R615 RIDGEWORTH FD-MIDCAP VAL EQUITY 1 SHS #RGD5 Rating N/A	9,553 8290	\$113,403 95	2 043%	\$0 00	\$69,756 02	\$668 77	0 5
⊖	OTHER INTL EQUITY		\$55,426.78	0 999%	\$0.00	\$64,763.78	\$348.31	0.6
⊕	76628R870 RIDGEWORTH FD-INTL 130/30 1 SHS #RGD1 Rating N/A	7,571 9650	\$55,426 78	0 999%	\$0 00	\$64,763 78	\$348 31	0 6
<b>MISCELLANEOUS ASSETS</b>			\$2.00	0.000%	\$0.00	\$3.00	\$0.00	0.0
⊖	ACCOUNT RECEIVABLES		\$0.00	0.000%	\$0.00	\$2.00	\$0.00	0.0
⊕	997001FA5 CLASS ACTION PENDING AMERICAN INTL GROUP ON RCPT OF FINAL PMT	1 0000	\$0 00	0 000%	\$0 00	\$0 00	\$0 00	0 0
⊕	997000KY9 CLASS ACTION PENDING AT & T ON RCPT OF FINAL PMT	1 0000	\$0 00	0 000%	\$0 00	\$1 00	\$0 00	0 0
⊕	997001LP5 CLASS ACTION PENDING BANK OF AMERICA CORP ON RCPT OF FINAL PMT	1 0000	\$0 00	0 000%	\$0 00	\$0 00	\$0 00	0 0
⊕	997000KD5 CLASS ACTION PENDING BRISTOL MYERS 2ND ON RCPT OF FINAL PMT	1 0000	\$0 00	0 000%	\$0 00	\$1 00	\$0 00	0 0
⊕	997001HY1 CLASS ACTION PENDING DELL INC ON RCPT OF FINAL PMT	1 0000	\$0 00	0 000%	\$0 00	\$0 00	\$0 00	0 0
⊖	CEMETERY & BURIAL AGMTS		\$2.00	0.000%	\$0.00	\$1.00	\$0.00	0.0
⊕	990101552 CEMETERY LOT #3 IN BLOCK 71 OAKLAND CEMETERY ATLANTA GA	1 0000	\$2 00	0 000%	\$0 00	\$1 00	\$0 00	0 0
<b>TOTAL:</b>			<b>\$5,549,839.36</b>	<b>100%</b>	<b>\$7,325.17</b>	<b>\$4,917,636.10</b>	<b>\$126,723.67</b>	<b>2.2</b>

Please note: Market values and transactions reflect beginning of current business day's pricing and activities. Month end values may differ from your month end Statement of Account due to retroactive pricing.

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