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Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2010

Open to Public Inspection

A For the **2010** calendar year, or tax year beginning

and ending

B Check if applicable

- ☐ Address change
☐ Name change
☐ Initial return
☐ Terminated
☐ Amended return
☐ Application pending

C Name of organization

SHENANDOAH AREA COUNCIL, BOY SCOUTS OF AMERICA

Doing Business As

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

107 YOUTH DEVELOPMENT COURT

Room/suite

City or town, state or country, and ZIP + 4

WINCHESTER, VA 22602

F Name and address of principal officer: **H. PAIGE MANUEL**

107 YOUTH DEVELOPMENT COURT, WINCHESTER, VA

D Employer identification number

54-0505874

E Telephone number

(540) 662-2551

G Gross receipts \$

2,415,780.

H(a) Is this a group return for affiliates?

☐ Yes ☒ No

H(b) Are all affiliates included?

☐ Yes ☐ No

If "No," attach a list (see instructions)

H(c) Group exemption number ►

I Tax-exempt status ☒ 501(c)(3) ☐ 501(c) () ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: **WWW.SAC-BSA.ORG**

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ►

L Year of formation: **1927**

M State of legal domicile: **VA**

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: THE SHENANDOAH AREA COUNCIL, BOY SCOUTS OF AMERICA IS A NOT-FOR-PROFIT ORGANIZATION DEVOTED TO			
	2	Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets			
	3	Number of voting members of the governing body (Part VI, line 1a)	3	50	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	50	
	5	Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	56	
	6	Total number of volunteers (estimate if necessary)	6	1600	
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.	
7b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.		
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year	
	9	Program service revenue (Part VIII, line 2g)	490,557.	338,203.	
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	554,752.	590,456.	
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-72,207.	67,942.	
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	259,350.	243,157.	
			1,232,452.	1,239,758.	
	Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.
		14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
		15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	634,634.	620,098.
		16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
b		Total fundraising expenses (Part IX, column (D), line 25) ► 35,819.			
17		Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	584,821.	627,128.	
18		Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	1,219,455.	1,247,226.	
19		Revenue less expenses Subtract line 18 from line 12	12,997.	-7,468.	
Net Assets or Fund Balances		20	Total assets (Part X, line 16)	Beginning of Current Year	End of Year
		21	Total liabilities (Part X, line 26)	2,105,153.	2,011,816.
	22	Net assets or fund balances Subtract line 21 from line 20	300,532.	205,295.	
		1,804,621.	1,806,521.		

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer		Date	5/23/11
	Type or print name and title	STUART WILLIAMS, SCOUT EXECUTIVE		
Paid Preparer Use Only	Print/Type preparer's name	KERRI A. BURKHART, CPA	Preparer's signature	
	Firm's name	HOTTEL & WILLIS, P.C.	Date	5/23/11
	Firm's address	314 NORTH BRADDOCK STREET WINCHESTER, VA 22601	Check if self-employed ☐	PTIN
			Firm's EIN	Phone no. (540) 662-0325

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

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Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

☒ X

1 Briefly describe the organization's mission:

THE SHENANDOAH AREA COUNCIL, BOY SCOUTS OF AMERICA IS A NOT-FOR-PROFIT
ORGANIZATION DEVOTED TO PROMOTING, WITHIN THE TERRITORY COVERED BY THE
CHARTER FROM TIME TO TIME GRANTED IT BY THE BOY SCOUTS OF AMERICA, IN
ACCORDANCE WITH THE CONGRESSIONAL PROGRAM PROMOTING THE ABILITY OF

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

☐ Yes ☒ No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

☐ Yes ☒ No

If "Yes," describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code _____) (Expenses \$ 1,088,248. including grants of \$ _____) (Revenue \$ 826,108.)

SCOUTING PROGRAM, COORDINATION AND DIRECTION, CAMP IMPROVEMENTS, AND
PHYSICAL PLANT MAINTENANCE.

4b (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4c (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4d Other program services (Describe in Schedule O.)

(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses **▶** 1,088,248.

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Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)		

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Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
25b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
28a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>		X
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)?		X
a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	☐ Yes ☒ No	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

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Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V ☐

		Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a 0		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b 0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	2a 56		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	X	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a		X
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	3b		
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		X
b If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	4b		
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a		X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a		X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		X
d If "Yes," indicate the number of Forms 8282 filed during the year.	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?	9a		
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b		
10 Section 501(c)(7) organizations. Enter:			
a Initiation fees and capital contributions included on Part VIII, line 12.	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b		
11 Section 501(c)(12) organizations. Enter:			
a Gross income from members or shareholders.	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b		
c Enter the amount of reserves on hand.	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a		X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b		

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Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

☒**Section A. Governing Body and Management**

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	1a 50	
b Enter the number of voting members included in line 1a, above, who are independent	1b 50	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5	X
6 Does the organization have members or stockholders?	6	X
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	X
b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b	X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	8a X	
b Each committee with authority to act on behalf of the governing body?	8b X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Does the organization have local chapters, branches, or affiliates?	10a	X
b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b	
11a Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11a X	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a Does the organization have a written conflict of interest policy? If "No," go to line 13	12a X	
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b X	
c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c X	
13 Does the organization have a written whistleblower policy?	13 X	
14 Does the organization have a written document retention and destruction policy?	14 X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	15a X	
b Other officers or key employees of the organization	15b X	
If "Yes" to line 15a or 15b, describe the process in Schedule O (See instructions.)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **NONE**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization **ACCOUNTING SPECIALIST - (540) 662-2551**
107 YOUTH DEVELOPMENT COURT, WINCHESTER, VA 22602

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Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
H. PAIGE MANUEL COUNCIL PRESIDENT		X						0.	0.	0.
J. MICHAEL SPORY COUNCIL COMMISSIONER		X						0.	0.	0.
J. DAVID GRIFFIN LEGAL COUNSEL & VP - PROGRAM		X						0.	0.	0.
WAYNE A. YOWELL TREASURER		X						0.	0.	0.
GEORGE E. TABB, JR. VP - DISTRICT OPERATIONS		X						0.	0.	0.
R. WILLIAM BAYLISS VP - ENDOWMENT		X						0.	0.	0.
WILBORN ROBERSON VP - FINANCE		X						0.	0.	0.
LYNNE SEIBERT-STEPTOE VP - MEMBERSHIP		X						0.	0.	0.
RICK BUSH VP - PROPERTIES		X						0.	0.	0.
JOHN NORTON VP - MARKETING		X						0.	0.	0.
STUART WILLIAMS SCOUT EXECUTIVE	50.00			X				77,529.	0.	5,818.
MARK PENNINGTON ASSISTANT SCOUT EXECUTIVE	50.00			X				72,736.	0.	4,810.

**SHENANDOAH AREA COUNCIL, BOY SCOUTS OF
AMERICA**

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Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
1b Sub-total								150,265.	0.	10,628.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								150,265.	0.	10,628.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization 0

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization **NONE**

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization 0

SHENANDOAH AREA COUNCIL, BOY SCOUTS OF

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Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	338,203.				
	g Noncash contributions included in lines 1a-1f \$						
	h Total. Add lines 1a-1f			338,203.			
Program Service Revenue	2 a <u>CAMPING REVENUE</u>	Business Code	900099	290,989.	290,989.		
	b <u>ACTIVITY REVENUE</u>		900099	288,098.	288,098.		
	c <u>OTHER REVENUE</u>		900099	11,369.	11,369.		
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f			590,456.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			6,525.			6,525.
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross Rents	(i) Real	(ii) Personal				
	b Less rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other	889412.	33,109.		
	b Less cost or other basis and sales expenses			822859.	38,245.		
	c Gain or (loss)			66,553.	-5,136.		
	d Net gain or (loss)			61,417.	61,417.		
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a	81,260.				
	b Less direct expenses	b	12,338.				
	c Net income or (loss) from fundraising events			68,922.			68,922.
	9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less direct expenses	b					
	c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances	a	476815.					
b Less cost of goods sold	b	302580.					
c Net income or (loss) from sales of inventory			174,235.	174,235.			
Miscellaneous Revenue	Business Code						
11 a							
b							
c							
d All other revenue							
e Total. Add lines 11a-11d							
12 Total revenue See instructions.			1239758.	826,108.	0.	75,447.	

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Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	174,643.	139,715.	26,196.	8,732.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	318,853.	271,384.	35,601.	11,868.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	17,378.	13,902.	2,607.	869.
9 Other employee benefits	66,418.	53,135.	9,963.	3,320.
10 Payroll taxes	42,806.	35,501.	5,479.	1,826.
11 Fees for services (non-employees).				
a Management				
b Legal				
c Accounting	15,700.		15,700.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other				
12 Advertising and promotion				
13 Office expenses	33,288.	29,766.	2,642.	880.
14 Information technology				
15 Royalties				
16 Occupancy	45,884.	42,622.	2,447.	815.
17 Travel	45,022.	40,286.	3,552.	1,184.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	114,431.	113,652.	584.	195.
20 Interest				
21 Payments to affiliates	13,698.	13,698.		
22 Depreciation, depletion, and amortization	54,179.	43,343.	8,127.	2,709.
23 Insurance	26,077.	23,026.	2,288.	763.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a SUPPLIES	208,307.	204,549.	2,819.	939.
b PRINTING/PUBLICATIONS	20,000.	20,000.		
c RENTAL & EQUIPMENT MAIN	17,317.	14,254.	2,297.	766.
d RECOGNITION AWARDS	11,072.	10,391.	511.	170.
e SPECIFIC ASSISTANCE TO	1,522.	1,522.		
f All other expenses	20,631.	17,502.	2,346.	783.
25 Total functional expenses. Add lines 1 through 24f	1,247,226.	1,088,248.	123,159.	35,819.
26 Joint costs. Check here ☐ if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

**SHENANDOAH AREA COUNCIL, BOY SCOUTS OF
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Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing		1	
	2 Savings and temporary cash investments	111,137.	2	124,656.
	3 Pledges and grants receivable, net	95,169.	3	84,441.
	4 Accounts receivable, net	17,043.	4	14,588.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	110,296.	8	120,707.
	9 Prepaid expenses and deferred charges	124,860.	9	39,783.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	1,926,627.		
	10b Less: accumulated depreciation	1,041,550.	10c	885,077.
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11	699,454.	12	742,564.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	5,476.	15	0.
16 Total assets. Add lines 1 through 15 (must equal line 34)	2,105,153.	16	2,011,816.	
Liabilities	17 Accounts payable and accrued expenses	66,025.	17	23,221.
	18 Grants payable		18	
	19 Deferred revenue	125,853.	19	61,283.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities. Complete Part X of Schedule D	108,654.	25	120,791.
	26 Total liabilities. Add lines 17 through 25	300,532.	26	205,295.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☒ and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	1,716,421.	27	1,754,604.
	28 Temporarily restricted net assets	88,200.	28	51,917.
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here ☐ and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	1,804,621.	33	1,806,521.	
34 Total liabilities and net assets/fund balances	2,105,153.	34	2,011,816.	

Form **990** (2010)

SHENANDOAH AREA COUNCIL, BOY SCOUTS OF

Form 990 (2010)

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Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,239,758.
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,247,226.
3	Revenue less expenses Subtract line 2 from line 1	3	-7,468.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,804,621.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	9,368.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	1,806,521.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

☐

1 Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other _____

If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

b Were the organization's financial statements audited by an independent accountant?

c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O

d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both.

☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

Form **990** (2010)

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2010

Open to Public Inspection

Name of the organization ~~SHENANDOAH AREA COUNCIL, BOY SCOUTS OF AMERICA~~

Employer identification number
54-0505874

Part I	Reason for Public Charity Status (All organizations must complete this part.) See instructions.
---------------	--

The organization is not a private foundation because it is. (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)

10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f ☐ If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box _____

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii) A family member of a person described in (i) above?

(iii) A 35% controlled entity of a person described in (i) or (ii) above?

h Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

[illegible]

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2010

SHENANDOAH AREA COUNCIL, BOY SCOUTS OF

Schedule A (Form 990 or 990-EZ) 2010 **AMERICA**

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Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	324,966.	433,929.	356,222.	490,557.	338,203.	1,943,877.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	324,966.	433,929.	356,222.	490,557.	338,203.	1,943,877.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						1,943,877.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4	324,966.	433,929.	356,222.	490,557.	338,203.	1,943,877.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	38,185.	49,078.	20,820.	18,057.	13,985.	140,125.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	389,160.	415,886.	439,343.	554,752.	590,456.	2,389,597.
11 Total support. Add lines 7 through 10						4,473,599.
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► ☐						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	14	43.45 %
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	45.78 %
16a 33 1/3% support test - 2010. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► ☒		
b 33 1/3% support test - 2009. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐		
17a 10% -facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► ☐		
b 10% -facts-and-circumstances test - 2009. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► ☐		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► ☐		

Schedule A (Form 990 or 990-EZ) 2010

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2010. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

b 33 1/3% support tests - 2009. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ☐

Name of organization

SHENANDOAH AREA COUNCIL, BOY SCOUTS OF
AMERICA

Employer identification number

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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	FRANK ARMSTRONG, III 426 HANDLEY AVENUE WINCHESTER, VA 22601	\$ 15,400.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	GEORGE HATZES, JR. P.O. BOX 787 ALEXANDRIA, VA 22313	\$ 5,540.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
3	J.J. SMITH 549 MERRIMANS LANE WINCHESTER, VA 22601	\$ 37,875.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
4	THE ROBERT E. LUTZ TRUST 130 W. BURKE STREET MARTINSBURG, WV 25401	\$ 41,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
5	DAVE HOLLIDAY 420 W. JUBAL EARLY DRIVE, SUITE 103 WINCHESTER, VA 22601	\$ 6,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
6	VALLEY PROTEINS, INC. P.O. BOX 3588 WINCHESTER, VA 22604	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

SHENANDOAH AREA COUNCIL, BOY SCOUTS OF
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Employer identification number

54-0505874

Part II Noncash Property (see instructions)

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

Name of organization

Employer identification number

SHENANDOAH AREA COUNCIL, BOY SCOUTS OF
AMERICA

54-0505874

Part III

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**▶ Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11, or 12.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010Open to Public
InspectionName of the organization **SHENANDOAH AREA COUNCIL, BOY SCOUTS OF
AMERICA**Employer identification number
54-0505874**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the
organization answered "Yes" to Form 990, Part IV, line 6

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		☐ Yes ☐ No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7

1 Purpose(s) of conservation easements held by the organization (check all that apply).

☐ Preservation of land for public use (e.g., recreation or education)	☐ Preservation of an historically important land area
☐ Protection of natural habitat	☐ Preservation of a certified historic structure
☐ Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
(ii) Assets included in Form 990, Part X	▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
b Assets included in Form 990, Part X	▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a ☐ Public exhibition d ☐ Loan or exchange programs
 b ☐ Scholarly research e ☐ Other _____
 c ☐ Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table

- c Beginning balance
 d Additions during the year
 e Distributions during the year
 f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the year end balance held as:

- a Board designated or quasi-endowment ► _____ %
 b Permanent endowment ► _____ %
 c Term endowment ► _____ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

- (i) unrelated organizations
 (ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	55,024.			55,024.
b Buildings	1,491,441.		699,699.	791,742.
c Leasehold improvements				
d Equipment	380,162.		341,851.	38,311.
e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				885,077.

Schedule D (Form 990) 2010

SHENANDOAH AREA COUNCIL, BOY SCOUTS OF

Schedule D (Form 990) 2010

AMERICA

54-0505874 Page **3**

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) LONG TERM INVESTMENTS	742,564.	END-OF-YEAR MARKET VALUE
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶	742,564.	

Part VIII Investments - Program Related. See Form 990, Part X, line 13

(a) Description of investment type	(b) Book value	(c) Method of valuation. Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Amount
(1) Federal income taxes	
(2) CUSTODIAL ACCOUNTS	120,791.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	120,791.

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

SHENANDOAH AREA COUNCIL, BOY SCOUTS OF

Schedule D (Form 990) 2010

AMERICA

54-0505874 Page 4

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	1,239,758.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	1,247,226.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	-7,468.
4	Net unrealized gains (losses) on investments	4	9,368.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	9,368.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	1,900.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	1,254,262.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	9,368.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	9,368.
3	Subtract line 2e from line 1	3	1,244,894.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1.		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	-5,136.
c	Add lines 4a and 4b	4c	-5,136.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	1,239,758.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	1,252,362.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	5,136.
e	Add lines 2a through 2d	2e	5,136.
3	Subtract line 2e from line 1	3	1,247,226.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	1,247,226.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2: THE COUNCIL ADOPTED THE PROVISIONS OF FASB ASC

740-10-25 (FORMERLY FASB INTERPRETATION (FIN) NO. 48, "ACCOUNTING FOR

UNCERTAINTY IN INCOME TAXES") ON JANUARY 1, 2009. UNDER FIN 48, THE

COUNCIL MUST RECOGNIZE THE TAX BENEFIT ASSOCIATED WITH TAX TAKEN FOR TAX

RETURN PURPOSES WHEN IT IS MORE LIKELY THAN NOT THE POSITION WILL BE

SUSTAINED. THE IMPLEMENTATION OF FIN 48 HAD NO IMPACT ON THE COUNCIL'S

FINANCIAL STATEMENTS. THE COUNCIL DOES NOT BELIEVE THERE ARE ANY MATERIAL

UNCERTAIN TAX POSITIONS AND ACCORDINGLY, IT WILL NOT RECOGNIZE ANY

Schedule D (Form 990) 2010

Part XIV Supplemental Information (continued)

LIABILITY FOR UNRECOGNIZED TAX BENEFITS. NO INTEREST AND PENALTIES WERE
ACCRUED AS OF JANUARY 1, 2009, AS A RESULT OF THE ADOPTION OF FIN 48. FOR
THE YEARS ENDED DECEMBER 31, 2010 AND 2009, THERE WERE NO INTEREST OR
PENALTIES RECORDED OR INCLUDED IN ITS FINANCIAL STATEMENTS.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

LOSS ON DISPOSAL OF FIXED ASSETS -5,136.

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

LOSS ON DISPOSAL OF FIXED ASSETS 5,136.

Department of the Treasury
Internal Revenue Service

**Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19,
or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

OMB No 1545-0047

2010

Open To Public Inspection

Employer-identification number
54-0505874

Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

- a** ☐ Mail solicitations
- b** ☐ Internet and email solicitations
- c** ☐ Phone solicitations
- d** ☐ In-person solicitations
- e** ☐ Solicitation of non-government grants
- f** ☐ Solicitation of government grants
- g** ☐ Special fundraising events

- ☐
- Yes
- ☐
- No

- | (i) Name and address of individual or entity (fundraiser) | (ii) Activity | (iii) Did fundraiser have custody or control of contributions? | | (iv) Gross receipts from activity | (v) Amount paid to (or retained by) fundraiser listed in col. (i) | (vi) Amount paid to (or retained by) organization |
|---|---------------|--|----|-----------------------------------|---|---|
| | | Yes | No | | | |
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| | | | | | | |
| Total | | | | | | |

Total

- 3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing

SHENANDOAH AREA COUNCIL, BOY SCOUTS OF

Schedule G (Form 990 or 990-EZ) 2010

AMERICA

54-0505874 Page 2

Part II

Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1 LEADERSHIP / OTHER DINNE (event type)	(b) Event #2 (event type)	(c) Other events NONE (total number)	(d) Total events (add col. (a) through col. (c))
Revenue	1 Gross receipts	81,260.			81,260.
	2 Less: Charitable contributions				
	3 Gross income (line 1 minus line 2)	81,260.			81,260.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	12,338.			12,338.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(12,338)
	11 Net income summary. Combine line 3, column (d), and line 10				68,922.

Part III

Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes _____ % ☐ No	☐ Yes _____ % ☐ No	☐ Yes _____ % ☐ No	
	7 Direct expense summary. Add lines 2 through 5 in column (d)				()
	8 Net gaming income summary. Combine line 1, column d, and line 7				

9 Enter the state(s) in which the organization operates gaming activities _____

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain _____

SHENANDOAH AREA COUNCIL, BOY SCOUTS OF

Schedule G (Form 990 or 990-EZ) 2010

AMERICA

54-0505874 Page **3**

- 11** Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13** Indicate the percentage of gaming activity operated in.
- | | | |
|--------------------------------------|------------|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14** Enter the name and address of the person who prepares the organization's gaming/special events books and records.

Name ▶ _____

Address ▶ _____

- 15a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____

c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV

Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2010

Open to Public
Inspection

Name of the organization

**SHENANDOAH AREA COUNCIL, BOY SCOUTS OF
AMERICA**

Employer identification number

54-0505874

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

PROMOTING, WITHIN THE TERRITORY COVERED BY THE CHARTER FROM TIME TO
TIME GRANTED IT BY THE BOY SCOUTS OF AMERICA, IN ACCORDANCE WITH THE
CONGRESSIONAL PROGRAM PROMOTING THE ABILITY OF BOYS AND YOUNG MEN AND
WOMEN TO DO THINGS FOR THEMSELVES AND OTHERS, TRAINING THEM IN
SCOUTCRAFT AND TEACHING THEM PATRIOTISM, COURAGE, SELF-RELIANCE, AND TO
PREPARE THEM TO MAKE ETHICAL CHOICES OVER THEIR LIFETIME AND TO ACHIEVE
THEIR FULL POTENTIAL USING THE METHODS WHICH ARE NOW IN COMMON USE BY
THE BOY SCOUTS OF AMERICA.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

BOYS AND YOUNG MEN AND WOMEN TO DO THINGS FOR THEMSELVES AND OTHERS,
TRAINING THEM IN SCOUTCRAFT AND TEACHING THEM PATRIOTISM, COURAGE,
SELF-RELIANCE, AND TO PREPARE THEM TO MAKE ETHICAL CHOICES OVER THEIR
LIFETIME AND TO ACHIEVE THEIR FULL POTENTIAL USING THE METHODS WHICH
ARE NOW IN COMMON USE BY THE BOY SCOUTS OF AMERICA.

FORM 990, PART VI, SECTION B, LINE 11: A COPY OF FORM 990 IS PROVIDED TO
EACH BOARD MEMBER AND OFFICER FOR COMMENTS AND QUESTIONS BEFORE THEY
AUTHORIZE THE FORM TO BE SIGNED AND FILED BY THE SCOUT EXECUTIVE.

FORM 990, PART VI, SECTION B, LINE 12C: THE ORGANIZATION COMMUNICATES AND
DISTRIBUTES ITS CONFLICT OF INTEREST POLICY AT ITS ANNUAL BUSINESS MEETING,
HELD EACH JANUARY. ANY CONFLICTS OF INTEREST ARE NOTED AT THAT TIME.

FORM 990, PART VI, SECTION B, LINE 15: COMPENSATION IS REVIEWED AND

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) (2010)

032211
01-24-11

Name of the organization **SHENANDOAH AREA COUNCIL, BOY SCOUTS OF
AMERICA**Employer identification number
54-0505874

**DETERMINED EACH YEAR AS PART OF THE BUDGET PROCESS AND APPROVED BY BOARD
VOTE.**

**FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION HOLDS AN ANNUAL
MEETING IN JANUARY IN WHICH ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST
POLICY AND FINANCIAL STATEMENTS ARE MADE AVAILABLE TO THOSE WHO ATTEND.
ADDITIONALLY, ALL PERTINENT DOCUMENTS ARE MADE AVAILABLE UPON REQUEST.**

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

NET UNREALIZED GAINS ON INVESTMENTS: 9,368.



BRANCH BANKING & TRUST COMPANY

Run on 2/2/2011 10:22:07 AM

T R U S T

Realized Gain/Loss Report

Start Date: 01/01/2010

End Date: 12/31/2010

Account: 1898000159

Administrator: DIRECT CONSULTING TEAM 800-491-4015

BRANCH BANKING AND TRUST COMPANY SHENANDOAH COUNCIL BSA
COMBINED INVESTMENT FUND

Description	Sold	Acquired	Proceeds	Cost	Gain/Loss Covered
** SHORT TERM CAPITAL GAIN (LOSS)					
16 SHARES OF INVESCO INTERNATIONAL GROWTH FUND CL I FUND	01/20/2010	08/28/2009	402.56	365.44	37.12
11.253 SHARES OF BB&T INTL EQUITY CL I FUND # 0320	01/20/2010	01/21/2009	58.74	43.55	15.19
14.153 SHARES OF BB&T INTL EQUITY CL I FUND # 0320	01/20/2010	01/21/2009	73.88	54.77	19.11
30 736 SHARES OF BB&T INTL EQUITY CL I FUND # 0320	01/20/2010	02/20/2009	160.44	106.96	53.48
75.114 SHARES OF BB&T INTL EQUITY CL I FUND # 0320	01/20/2010	04/20/2009	392.09	276.42	115.67
154.294 SHARES OF BB&T INTL EQUITY CL I FUND # 0320	01/20/2010	04/20/2009	805.41	567.80	237.61
125.761 SHARES OF BB&T INTL EQUITY CL I FUND # 0320	01/20/2010	04/20/2009	656.47	462.80	193.67
109.459 SHARES OF BB&T INTL EQUITY CL I FUND # 0320	01/20/2010	04/20/2009	571.38	402.81	168.57
23.183 SHARES OF FORWARD INTERNATIONAL SMALL COMPANIES FD INST CL FUND # 111	01/20/2010	08/31/2009	290.01	273.55	16.46
53.173 SHARES OF FORWARD INTERNATIONAL SMALL COMPANIES FD INST CL FUND # 111	01/20/2010	08/31/2009	665.20	627.44	37.76
28 003 SHARES OF FORWARD INTERNATIONAL SMALL COMPANIES FD INST CL FUND # 111	01/20/2010	09/15/2009	350.32	346.12	4.20
31.146 SHARES OF FORWARD INTERNATIONAL SMALL COMPANIES FD INST CL FUND # 111	01/20/2010	09/21/2009	389.64	382.47	7.17
7.77 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	01/20/2009	84.46	62.32	22.14
8 469 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	01/20/2009	92.06	67.92	24.14
7 475 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	01/20/2009	81.25	59.95	21.30
9.897 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	01/21/2009	107.58	81.65	25.93
9.376 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	01/21/2009	101.92	77.35	24.57
5.902 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	01/21/2009	64.15	48.69	15.46
19.013 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	02/20/2009	206.68	142.79	63.89
5.942 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	08/14/2009	64.59	56.92	7.67
4.231 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	08/14/2009	45.99	40.53	5.46
43 SHARES OF ARTISAN MID CAP VALUE #1464 CLD TO NEW INV EFF 7/10/2009	01/20/2010	08/28/2009	780.45	702.62	77.83
10.139 SHARES OF	01/20/2010	02/20/2009	92.18	64.79	27.39

BB&T MID CAP GROWTH CL I FUND # 313 MERGED INTO 05527P289 1/29/10					
3.646 SHARES OF BB&T MID CAP VALUE CL I FUND # 0312	01/20/2010	01/21/2009	42.43	27.82	14.61
63 SHARES OF TCW GROWTH EQUITIES FUND CL I	01/20/2010	09/10/2009	781.83	703.71	76.12
71.248 SHARES OF BB&T EQUITY INCOME CL I FUND # 0322	01/20/2010	08/31/2009	884.89	793.70	91.19
163.419 SHARES OF BB&T EQUITY INCOME CL I FUND # 0322	01/20/2010	08/31/2009	2,029.67	1,820.49	209.18
93.729 SHARES OF BB&T EQUITY INCOME CL I FUND # 0322	01/20/2010	09/15/2009	1,164.12	1,061.95	102.17
105.912 SHARES OF BB&T EQUITY INCOME CL I FUND # 0322	01/20/2010	09/21/2009	1,315.43	1,217.99	97.44
234.555 SHARES OF BB&T SPECIAL OPPORTUNITIES CL I FUND # 0321	01/20/2010	08/28/2009	3,783.37	3,382.28	401.09
71.489 SHARES OF BB&T SPECIAL OPPORTUNITIES CL I FUND # 0321	01/20/2010	09/15/2009	1,153.12	1,060.89	92.23
80.956 SHARES OF BB&T SPECIAL OPPORTUNITIES CL I FUND # 0321	01/20/2010	09/21/2009	1,305.82	1,216.77	89.05
4.752 SHARES OF BB&T SMALL CAP CL I FUND # 0314 MERGED INTO 05527Q733 1/29/10	01/20/2010	04/20/2009	46.05	36.02	10.03
11.807 SHARES OF BB&T SMALL CAP CL I FUND # 0314 MERGED INTO 05527Q733 1/29/10	01/20/2010	04/20/2009	114.41	89.50	24.91
5.875 SHARES OF BB&T SMALL CAP CL I FUND # 0314 MERGED INTO 05527Q733 1/29/10	01/20/2010	04/20/2009	56.96	44.53	12.43
8.93 SHARES OF BB&T SMALL CAP CL I FUND # 0314 MERGED INTO 05527Q733 1/29/10	01/20/2010	05/20/2009	86.53	70.99	15.54
4.314 SHARES OF BB&T SMALL CAP CL I FUND # 0314 MERGED INTO 05527Q733 1/29/10	01/20/2010	08/20/2009	41.80	37.32	4.48
28.067 SHARES OF VIRTUS QUALITY SMALL CAP FUND CL I FUND # 1764	01/20/2010	09/10/2009	265.79	241.66	24.13
3.933 SHARES OF VIRTUS QUALITY SMALL CAP FUND CL I FUND # 1764	01/20/2010	10/08/2009	37.25	35.00	2.25
18.972 SHARES OF BB&T TOTAL RETURN BOND CL I FUND # 0342	01/20/2010	06/15/2009	206.42	192.57	13.85
16.766 SHARES OF BB&T TOTAL RETURN BOND CL I FUND # 0342	01/20/2010	06/15/2009	182.41	170.17	12.24
10.609 SHARES OF BB&T TOTAL RETURN BOND CL I FUND # 0342	01/20/2010	06/22/2009	115.43	107.89	7.54
24.293 SHARES OF BB&T TOTAL RETURN BOND CL I FUND # 0342	01/20/2010	06/22/2009	264.31	247.06	17.25
8.333 SHARES OF BB&T TOTAL RETURN BOND CL I FUND # 0342	01/20/2010	08/14/2009	90.66	88.50	2.16
7.384 SHARES OF BB&T TOTAL RETURN BOND CL I FUND # 0342	01/20/2010	08/14/2009	80.34	78.42	1.92
391.246 SHARES OF FEDERATED TOTAL RTN GOV'T BD FD #647 CL IS	01/20/2010	08/28/2009	4,421.08	4,425.00	3.92-
2.199 SHARES OF FEDERATED TOTAL RTN GOV'T BD FD #647 CL IS	01/20/2010	09/10/2009	24.85	25.00	0.15-
26.684 SHARES OF FEDERATED TOTAL RTN GOV'T BD FD #647 CL IS	01/20/2010	10/08/2009	301.53	305.00	3.47-
47.343 SHARES OF	01/20/2010	10/08/2009	481.48	490.00	8.52-

PIMCO FOREIGN BOND (US DOLLAR HEDGED)
FUND CLASS I #103

1767.732 SHARES OF TCW TOTAL RETURN BOND FUND # 4728	01/20/2010	08/28/2009	17,765.71	17,695.00	70.71
15.968 SHARES OF TCW TOTAL RETURN BOND FUND # 4728	01/20/2010	09/10/2009	160.48	160.00	0.48
115.499 SHARES OF TCW TOTAL RETURN BOND FUND # 4728	01/20/2010	10/08/2009	1,160.76	1,170.00	9.24
16.843 SHARES OF CREDIT SUISSE COMMODITY RETURN STRATEGY FUND # 2156	01/20/2010	06/22/2009	141.82	133.06	8.76
38.634 SHARES OF CREDIT SUISSE COMMODITY RETURN STRATEGY FUND # 2156	01/20/2010	05/22/2009	325.30	305.21	20.09
20.171 SHARES OF CREDIT SUISSE COMMODITY RETURN STRATEGY FUND # 2156	01/20/2010	06/22/2009	169.84	159.35	10.49
14.067 SHARES OF CREDIT SUISSE COMMODITY RETURN STRATEGY FUND # 2156	01/20/2010	06/22/2009	118.44	111.13	7.31
3.887 SHARES OF CREDIT SUISSE COMMODITY RETURN STRATEGY FUND # 2156	01/20/2010	07/20/2009	32.73	30.90	1.83
28.21 SHARES OF CREDIT SUISSE COMMODITY RETURN STRATEGY FUND # 2156	01/20/2010	07/20/2009	237.53	224.27	13.26
4.282 SHARES OF CREDIT SUISSE COMMODITY RETURN STRATEGY FUND # 2156	01/20/2010	07/20/2009	36.05	34.04	2.01
7.677 SHARES OF CREDIT SUISSE COMMODITY RETURN STRATEGY FUND # 2156	01/20/2010	07/20/2009	64.64	61.03	3.61
3.739 SHARES OF CREDIT SUISSE COMMODITY RETURN STRATEGY FUND # 2156	01/20/2010	08/31/2009	31.48	30.81	0.67
8.703 SHARES OF CREDIT SUISSE COMMODITY RETURN STRATEGY FUND # 2156	01/20/2010	08/31/2009	73.28	71.71	1.57
26.756 SHARES OF CREDIT SUISSE COMMODITY RETURN STRATEGY FUND # 2156	01/20/2010	09/15/2009	225.29	221.27	4.02
30.842 SHARES OF CREDIT SUISSE COMMODITY RETURN STRATEGY FUND # 2156	01/20/2010	09/21/2009	259.69	252.60	7.09
231.663 SHARES OF PIMCO COMMODITY REAL RETURN STRATEGY INST CL FUND # 45	01/20/2010	06/01/2009	1,911.22	1,760.64	150.58
146.214 SHARES OF PIMCO COMMODITY REAL RETURN STRATEGY INST CL FUND # 45	01/20/2010	08/28/2009	1,206.27	1,120.00	86.27
13.072 SHARES OF PIMCO COMMODITY REAL RETURN STRATEGY INST CL FUND # 45	01/20/2010	09/10/2009	107.84	100.00	7.84
24.051 SHARES OF PIMCO COMMODITY REAL RETURN STRATEGY INST CL FUND # 45	01/20/2010	10/08/2009	198.42	190.00	8.42
13 SHARES OF GENUINE PARTS COMPANY COMMON	01/20/2010	09/30/2009	505.17	497.48	7.69
71 SHARES OF STAPLES INC COMMON	01/20/2010	05/21/2009	1,789.88	1,361.77	428.11
5 SHARES OF STAPLES INC COMMON	01/20/2010	09/10/2009	126.05	112.40	13.65
3 SHARES OF CAMPBELL SOUP CO COMPANY COMMON	01/20/2010	09/10/2009	98.30	97.23	1.07
48 SHARES OF CVS CAREMARK CORP COMMON	01/20/2010	05/21/2009	1,613.73	1,428.96	184.77

15 SHARES OF PEPSICO INC COMMON	01/20/2010	05/21/2009	927.88	771.60	156.28
66 SHARES OF SYSCO CORPORATION COMMON	01/20/2010	05/21/2009	1,861.18	1,528.55	332.63
15 SHARES OF SYSCO CORPORATION COMMON	01/20/2010	09/10/2009	422.99	386.10	36.89
15 SHARES OF CHEVRON CORP COMMON	01/20/2010	05/21/2009	1,182.73	968.40	214.33
9 SHARES OF EXXON MOBIL CORPORATION COMMON	01/20/2010	12/15/2009	617.12	626.31	9.19-
22 SHARES OF SCHLUMBERGER LTD COMMON	01/20/2010	05/21/2009	1,531.84	1,153.24	378.60
21 SHARES OF J P MORGAN CHASE & CO COMMON	01/20/2010	07/13/2009	900.67	726.20	174.47
30 SHARES OF THE TRAVELERS COMPANIES INC COMMON	01/20/2010	05/21/2009	1,480.18	1,182.90	297.28
67 SHARES OF US BANCORP COMMON	01/20/2010	05/21/2009	1,662.92	1,219.40	443.52
23 SHARES OF ABBOTT LABORATORIES COMMON	01/20/2010	09/10/2009	1,292.35	1,065.59	226.76
21 SHARES OF BAXTER INTERNATIONAL INC COMMON	01/20/2010	06/19/2009	1,280.77	1,075.36	205.41
19 SHARES OF WELLPOINT INC COMMON	01/20/2010	05/21/2009	1,312.12	861.65	450.47
23 SHARES OF PALL CORPORATION COMMON	01/20/2010	05/21/2009	856.96	565.11	291.85
58 SHARES OF APPLIED MATERIALS COMMON	01/20/2010	05/21/2009	799.22	620.60	178.62
39 SHARES OF HEWLETT PACKARD COMPANY COMMON	01/20/2010	05/03/2009	2,034.21	1,380.30	653.91
1 SHARES OF INTERNATIONAL BUSINESS MACHINES COMMON	01/20/2010	05/21/2009	130.50	102.54	27.96
5 SHARES OF INTERNATIONAL BUSINESS MACHINES COMMON	01/20/2010	09/10/2009	652.49	585.10	67.39
76 SHARES OF ORACLE SYS CORP COMMON	01/20/2010	05/21/2009	1,903.01	1,412.08	490.93
23 SHARES OF E. I. DUPONT DE NEMOURS COMPANY COMMON	01/20/2010	05/21/2009	797.39	631.81	165.58
90 SHARES OF ISHARES SILVER TRUST	01/20/2010	07/31/2009	1,614.58	1,239.07	375.51
30 SHARES OF ISHARES SILVER TRUST	01/20/2010	09/10/2009	538.19	481.50	56.69
15 SHARES OF MONSANTO CO COMMON	01/20/2010	05/21/2009	1,215.58	1,337.25	121.67-
20 SHARES OF AT&T INC COMMON	01/20/2010	05/21/2009	518.99	474.20	44.79
15 SHARES OF AT&T INC COMMON	01/20/2010	09/10/2009	389.24	390.90	1.66-
10 SHARES OF AT&T INC COMMON	01/20/2010	10/08/2009	259.50	264.30	4.80-
9 SHARES OF EXELON CORP	01/20/2010	05/21/2009	438.29	412.20	26.09
28 SHARES OF ISHARES MSCI EAFE SMALL CAP INDEX FUND	01/20/2010	09/10/2009	1,043.54	1,008.84	34.70
5 SHARES OF ISHARES MSCI EAFE SMALL CAP INDEX FUND	01/20/2010	10/08/2009	186.35	183.75	2.60
17 SHARES OF ABB LTD SPONS ADR	01/20/2010	05/21/2009	325.54	269.45	56.09
24 SHARES OF UNILEVER PLC-SPONSORED ADR	01/20/2010	05/21/2009	765.11	565.92	199.19
55 SHARES OF VODAFONE GROUP PLC COMMON	01/20/2010	06/01/2009	1,230.88	1,058.20	172.68

10 SHARES OF VODAFONE GROUP PLC COMMON	01/20/2010	10/08/2009	223.80	217.50	6.30
5 SHARES OF SPDR GOLD TRUST	01/20/2010	05/21/2009	549.84	466.70	83.14
2 SHARES OF GOOGLE INC COMMON	01/20/2010	05/21/2009	1,169.93	795.44	374.49
79 SHARES OF STAPLES INC COMMON	02/10/2010	05/21/2009	1,877.03	1,515.21	361.82
33 SHARES OF US BANCORP COMMON	02/10/2010	05/21/2009	784.41	600.60	183.81
50 SHARES OF US BANCORP COMMON	02/10/2010	06/19/2009	1,188.49	897.99	290.50
82 SHARES OF E. I. DUPONT DE NEMOURS COMPANY COMMON	02/10/2010	05/21/2009	2,673.17	2,252.53	420.64
50.000000 SHARES OF ISHARES SILVER TRUST	02/10/2010	07/31/2009	749.00	688.37	60.63
31 SHARES OF EXELON CORP	02/10/2010	05/21/2009	1,370.49	1,419.80	49.31
951.166 SHARES OF FEDERATED MDT SMALL CAP GROWTH FUND CL I FUND #284	02/12/2010	05/21/2009	7,866.15	6,525.00	1,341.15
23.585 SHARES OF FEDERATED MDT SMALL CAP GROWTH FUND CL I FUND #284	02/12/2010	06/01/2009	195.05	175.00	20.05
172.414 SHARES OF FEDERATED MDT SMALL CAP GROWTH FUND CL I FUND #284	02/12/2010	05/19/2009	1,425.86	1,250.00	175.86
508.417 SHARES OF FEDERATED MDT SMALL CAP GROWTH FUND CL I FUND #284	02/12/2010	08/28/2009	4,204.61	4,047.00	157.61
85.714 SHARES OF FEDERATED MDT SMALL CAP GROWTH FUND CL I FUND #284	02/12/2010	02/10/2010	708.85	690.00	18.85
45.000000 SHARES OF BERKSHIRE HATHAWAY INC DEL CL B COMMON	02/18/2010	01/20/2010	3,426.82	3,057.33	369.49
20 SHARES OF EMERSON ELECTRIC COMPANY COMMON	02/18/2010	10/15/2009	946.32	795.44	150.88
48.776 SHARES OF TCW GROWTH EQUITIES FUND CL I	03/05/2010	09/10/2009	633.60	544.83	88.77
61.224 SHARES OF TCW GROWTH EQUITIES FUND CL I	03/05/2010	02/10/2010	795.30	720.00	75.30
25 SHARES OF BB&T SPECIAL OPPORTUNITIES CL I FUND # 0321	03/05/2010	02/10/2010	409.50	382.75	26.75
25 SHARES OF ALLIANZ AGIC OPPORTUNITY FD FUND # 4624	03/05/2010	02/12/2010	501.75	467.75	34.00
10.363 SHARES OF VIRTUS QUALITY SMALL CAP FUND CL I FUND # 1764	03/05/2010	09/10/2009	100.73	89.23	11.50
34.637 SHARES OF VIRTUS QUALITY SMALL CAP FUND CL I FUND # 1764	03/05/2010	02/10/2010	336.67	310.00	26.67
84 SHARES OF SYSCO CORPORATION COMMON	03/05/2010	05/21/2009	2,432.61	1,945.43	487.18
15.000000 SHARES OF HEWLETT PACKARD COMPANY COMMON	03/05/2010	06/03/2009	779.09	530.88	248.21
35 SHARES OF ABB LTD SPONS ADR	03/05/2010	05/21/2009	735.33	554.75	180.58
10 SHARES OF ABB LTD SPONS ADR	03/05/2010	02/10/2010	210.10	177.50	32.60
17 SHARES OF GENUINE PARTS COMPANY COMMON	03/08/2010	09/30/2009	686.45	650.55	35.90
13 SHARES OF GENUINE PARTS COMPANY COMMON	03/08/2010	10/08/2009	524.93	489.45	35.48

15 SHARES OF BERKSHIRE HATHAWAY INC DEL CL B COMMON	03/08/2010	08/28/2009	1,246.76	993.37	253.39
5 SHARES OF BERKSHIRE HATHAWAY INC DEL CL B COMMON	03/08/2010	01/20/2010	415.58	339.70	75.88
45.000000 SHARES OF ABB LTD SPONS ADR	03/08/2010	05/21/2009	949.13	713.25	235.88
150 SHARES OF ISHARES SILVER TRUST	03/08/2010	07/31/2009	2,544.15	2,065.11	479.04
10.000000 SHARES OF GENUINE PARTS COMPANY COMMON	04/09/2010	10/08/2009	432.49	376.50	55.99
10.000000 SHARES OF LOWE'S COMPANIES INC COMMON	04/09/2010	02/10/2010	255.19	219.40	36.79
15.000000 SHARES OF CAMPBELL SOUP CO COMPANY COMMON	04/09/2010	09/10/2009	528.69	486.15	42.54
5.000000 SHARES OF CVS CAREMARK CORP COMMON	04/09/2010	05/21/2009	185.78	148.85	36.93
20 SHARES OF KROGER COMPANY COMMON	04/09/2010	01/20/2010	449.15	418.60	30.55
10 SHARES OF KROGER COMPANY COMMON	04/09/2010	02/10/2010	224.57	213.30	11.27
5.000000 SHARES OF PEPSICO INC COMMON	04/09/2010	05/21/2009	330.99	257.20	73.79
15.000000 SHARES OF UNILEVER PLC-SPONSORED ADR	04/09/2010	05/21/2009	451.61	353.70	97.91
5.000000 SHARES OF WAL - MART STORES COMMON	04/09/2010	01/20/2010	274.79	268.90	5.89
5.000000 SHARES OF CHEVRON CORP COMMON	04/09/2010	05/21/2009	397.57	322.80	74.77
10.000000 SHARES OF EXXON MOBIL CORPORATION COMMON	04/09/2010	12/15/2009	688.13	695.90	7.77
5.000000 SHARES OF SCHLUMBERGER LTD COMMON	04/09/2010	05/21/2009	332.24	262.10	70.14
25.000000 SHARES OF SUNCOR ENERGY, INC	04/09/2010	03/05/2010	880.96	774.50	106.46
5.000000 SHARES OF BERKSHIRE HATHAWAY INC DEL CL B COMMON	04/09/2010	08/28/2009	400.90	331.12	69.78
10 SHARES OF J P MORGAN CHASE & CO COMMON	04/09/2010	03/08/2010	457.14	429.56	27.58
20.000000 SHARES OF METLIFE INC COMMON	04/09/2010	01/20/2010	904.13	775.00	129.13
20.000000 SHARES OF MORGAN STANLEY COMMON	04/09/2010	02/18/2010	616.19	544.22	71.97
5.000000 SHARES OF STATE STREET CORP COMMON	04/09/2010	01/20/2010	234.83	220.15	14.68
5.000000 SHARES OF THE TRAVELERS COMPANIES INC COMMON	04/09/2010	05/21/2009	261.65	197.15	64.50
3 SHARES OF ABBOTT LABORATORIES COMMON	04/09/2010	05/21/2009	157.72	129.33	28.39
7 SHARES OF ABBOTT LABORATORIES COMMON	04/09/2010	09/10/2009	368.01	324.31	43.70
6 SHARES OF MERCK & CO INC COMMON	04/09/2010	06/19/2009	221.12	156.36	64.76
30.000000 SHARES OF PFIZER INC COMMON	04/09/2010	02/10/2010	516.29	533.40	17.11
5.000000 SHARES OF TEVA PHARMACEUTICAL INDS LTD ADR COMMON	04/09/2010	01/20/2010	315.44	289.80	25.64
30.000000 SHARES OF WELLPOINT INC COMMON	04/09/2010	05/21/2009	1,821.02	1,360.49	460.53
20.000000 SHARES OF ABB LTD SPONS ADR	04/09/2010	05/21/2009	445.25	317.00	128.25
10.000000 SHARES OF	04/09/2010	05/21/2009	398.39	245.70	152.69

PALL CORPORATION COMMON					
25 SHARES OF	04/09/2010	05/21/2009	334.99	267.50	67.49
APPLIED MATERIALS COMMON					
10 SHARES OF	04/09/2010	02/10/2010	134.00	123.20	10.80
APPLIED MATERIALS COMMON					
108 SHARES OF	04/09/2010	01/20/2010	2,851.67	2,496.96	354.71
EBAY INC COMMON					
5.000000 SHARES OF	04/09/2010	06/03/2009	267.95	176.96	90.99
HEWLETT PACKARD COMPANY COMMON					
9 SHARES OF	04/09/2010	02/10/2010	272.16	253.17	18.99
MICROSOFT CORP COMMON					
20.000000 SHARES OF	04/09/2010	02/10/2010	299.40	263.80	35.60
NOKIA CORP SPONSORED ADR					
15.000000 SHARES OF	04/09/2010	05/21/2009	389.76	278.70	111.06
ORACLE SYS CORP COMMON					
10.000000 SHARES OF	04/09/2010	02/10/2010	413.39	358.30	55.09
BARRICK GOLD CORP COMMON					
5.000000 SHARES OF	04/09/2010	05/21/2009	343.64	445.75	102.11
MONSANTO CO COMMON					
10.000000 SHARES OF	04/09/2010	02/10/2010	470.49	400.40	70.09
NUCOR CORPORATION COMMON					
15.000000 SHARES OF	04/09/2010	05/21/2009	397.04	355.65	41.39
AT&T INC COMMON					
20 SHARES OF	04/09/2010	05/01/2009	459.67	384.80	74.87
VODAFONE GROUP PLC COMMON					
10 SHARES OF	04/09/2010	02/10/2010	229.83	218.70	11.13
VODAFONE GROUP PLC COMMON					
7 SHARES OF	04/09/2010	09/10/2009	270.89	252.21	18.68
ISHARES MSCI EAFE SMALL CAP INDEX FUND					
18 SHARES OF	04/09/2010	02/10/2010	696.59	616.50	80.09
ISHARES MSCI EAFE SMALL CAP INDEX FUND					
15.000000 SHARES OF	04/09/2010	03/08/2010	595.79	558.18	37.61
TYCO INTERNATIONAL LTD					
259 SHARES OF	04/13/2010	09/10/2009	2,665.11	2,229.99	435.12
VIRTUS QUALITY SMALL CAP FUND CL I FUND					
# 1764					
124.528 SHARES OF	04/13/2010	10/08/2009	1,315.02	1,320.00	4.98
BB&T INTER U S GOVT CL I FUND # 0341					
573.517 SHARES OF	04/13/2010	01/20/2010	6,056.34	6,056.34	0.00
BB&T INTER U S GOVT CL I FUND # 0341					
144.004 SHARES OF	04/13/2010	03/05/2010	1,520.68	1,525.00	4.32
BB&T INTER U S GOVT CL I FUND # 0341					
43.951 SHARES OF	04/13/2010	03/08/2010	464.12	465.00	0.88
BB&T INTER U S GOVT CL I FUND # 0341					
676 SHARES OF	04/13/2010	01/22/2010	8,862.36	8,875.88	13.52
DODGE & COX INCOME FUND #147					
42 SHARES OF	04/14/2010	10/08/2009	1,823.68	1,581.30	242.38
GENUINE PARTS COMPANY COMMON					
80 SHARES OF	04/23/2010	02/10/2010	2,237.56	1,747.20	490.36
LOWE'S COMPANIES INC COMMON					
130 SHARES OF	04/26/2010	02/10/2010	1,615.34	1,714.70	99.36
NOKIA CORP SPONSORED ADR					
175 SHARES OF	04/26/2010	04/23/2010	2,174.50	2,227.75	53.25
NOKIA CORP SPONSORED ADR					
102 SHARES OF	05/14/2010	09/10/2009	3,658.30	3,305.82	352.48
CAMPBELL SOUP CO COMPANY COMMON					
5.000000 SHARES OF	05/20/2010	05/14/2010	626.08	656.60	30.52
INTERNATIONAL BUSINESS MACHINES					
COMMON					
40 SHARES OF	05/20/2010	02/10/2010	1,728.04	1,601.59	126.45
NUCOR CORPORATION COMMON					
26 SHARES OF	05/20/2010	05/21/2009	1,345.75	1,179.10	166.65
WELLPOINT INC COMMON					
4 SHARES OF	05/20/2010	10/08/2009	244.20	276.12	31.92
EXXON MOBIL CORPORATION COMMON					

21 SHARES OF EXXON MOBIL CORPORATION COMMON	05/20/2010	12/15/2009	1,282.04	1,461.39	179.35-
10 SHARES OF MONSANTO CO COMMON	06/02/2010	09/30/2009	501.53	777.80	276.27-
10 SHARES OF MONSANTO CO COMMON	06/02/2010	05/20/2010	501.53	546.84	45.31
50 SHARES OF BARRICK GOLD CORP COMMON	06/24/2010	02/10/2010	2,246.58	1,791.50	455.08
45.000000 SHARES OF PFIZER INC COMMON	07/12/2010	02/10/2010	668.69	800.10	131.41-
13.000000 SHARES OF FRONTIER COMMUNICATIONS CORP COMMON	07/12/2010	06/24/2010	94.51	98.04	3.53-
.202 SHARES OF FRONTIER COMMUNICATIONS CORP COMMON	07/23/2010	06/24/2010	1.46	1.52	0.06-
130 SHARES OF WEATHERFORD INTL LTD	07/21/2010	05/14/2010	1,995.94	2,076.01	80.07-
165 SHARES OF WEATHERFORD INTL LTD	07/21/2010	05/20/2010	2,533.30	2,363.00	170.30
25 SHARES OF LAZARD EMERGING MKTS PORTFOLIO INST CLASS FUND # 638	07/28/2010	04/13/2010	480.00	488.50	8.50-
30 SHARES OF TCW GROWTH EQUITIES FUND CL I	07/28/2010	04/13/2010	393.60	408.60	15.00-
15.641 SHARES OF FEDERATED HIGH YIELD BOND INST CL FUND # 900	07/28/2010	01/20/2010	152.66	150.62	2.04
34.359 SHARES OF FEDERATED HIGH YIELD BOND INST CL FUND # 900	07/28/2010	04/13/2010	335.34	335.00	0.34
128.958 SHARES OF FEDERATED MORTGAGE INSTITUTIONAL CLASS FD CL I FUND # 835	07/28/2010	01/20/2010	1,297.32	1,280.55	16.77
6.042 SHARES OF FEDERATED MORTGAGE INSTITUTIONAL CLASS FD CL I FUND # 835	07/28/2010	02/10/2010	60.78	60.00	0.78
16.8 SHARES OF FIDELITY ADVISOR STRATEGIC INC FD CLASS I FUND 648	07/28/2010	01/21/2010	211.18	208.15	3.03
73.2 SHARES OF FIDELITY ADVISOR STRATEGIC INC FD CLASS I FUND 648	07/28/2010	04/13/2010	920.12	915.00	5.12
110 SHARES OF PIMCO LOW DURATION FUND CLASS I #36	07/28/2010	04/13/2010	1,158.30	1,150.60	7.70
150 SHARES OF VANGUARD GNMA FUND #36 CL INV	07/28/2010	10/08/2009	1,660.50	1,617.00	43.50
5 SHARES OF APPLE COMPUTER CORPORATION COMMON	07/28/2010	07/12/2010	1,322.87	1,279.30	43.57
5 SHARES OF ISHARES LEHMAN CREDIT BOND FUND	07/28/2010	01/20/2010	524.55	510.85	13.70
10 SHARES OF ISHARES LEHMAN CREDIT BOND FUND	07/28/2010	03/05/2010	1,049.09	1,023.00	26.09
1 SHARES OF QUALCOMM INC COMMON	08/06/2010	07/28/2010	38.21	39.08	0.87-
31 SHARES OF TEVA PHARMACEUTICAL INDS LTD ADR COMMON	08/30/2010	01/20/2010	1,557.75	1,796.76	239.01-
10 SHARES OF SUNCOR ENERGY, INC	09/14/2010	03/05/2010	328.69	309.80	18.89
5 SHARES OF SUNCOR ENERGY, INC	09/14/2010	07/28/2010	164.35	160.60	3.75
178 SHARES OF KROGER COMPANY COMMON	09/14/2010	01/20/2010	3,824.69	3,725.54	99.15
5 SHARES OF KROGER COMPANY COMMON	09/14/2010	07/28/2010	107.43	106.25	1.18
38.9 SHARES OF INVESCO INTERNATIONAL GROWTH FUND CL I	09/20/2010	02/10/2010	1,008.28	920.00	88.28

FUND						
288.631 SHARES OF INVESCO INTERNATIONAL GROWTH FUND CL I FUND	09/20/2010	03/08/2010	7,481.32	7,210.00	271.32	
16.28 SHARES OF INVESCO INTERNATIONAL GROWTH FUND CL I FUND	09/20/2010	07/28/2010	421.98	400.00	21.98	
737.159 SHARES OF ALLIANZ AGIC OPPORTUNITY FD FUND # 4624	09/20/2010	02/12/2010	14,839.01	13,792.25	1,046.76	
139.6 SHARES OF ALLIANZ AGIC OPPORTUNITY FD FUND # 4624	09/20/2010	04/13/2010	2,810.15	3,074.00	263.85	
32.49 SHARES OF ALLIANZ AGIC OPPORTUNITY FD FUND # 4624	09/20/2010	07/28/2010	654.02	655.00	0.98	
21.462 SHARES OF ARTISAN MID CAP VALUE #1464 CLD TO NEW INV EFF 7/10/2009	09/20/2010	02/10/2010	400.27	370.00	30.27	
38.673 SHARES OF ARTISAN MID CAP VALUE #1464 CLD TO NEW INV EFF 7/10/2009	09/20/2010	03/08/2010	721.25	705.00	16.25	
44.515 SHARES OF ARTISAN MID CAP VALUE #1464 CLD TO NEW INV EFF 7/10/2009	09/20/2010	04/13/2010	830.20	844.00	13.80	
101.859 SHARES OF DODGE & COX INCOME FUND #147	09/20/2010	10/08/2009	1,370.02	1,315.00	55.02	
1806.864 SHARES OF DODGE & COX INCOME FUND #147	09/20/2010	01/22/2010	24,302.32	23,724.12	578.20	
29.885 SHARES OF DODGE & COX INCOME FUND #147	09/20/2010	02/10/2010	401.95	390.00	11.95	
138.72 SHARES OF DODGE & COX INCOME FUND #147	09/20/2010	03/05/2010	1,865.78	1,820.00	45.78	
48.743 SHARES OF DODGE & COX INCOME FUND #147	09/20/2010	03/08/2010	655.59	640.00	15.59	
23.319 SHARES OF FEDERATED HIGH YIELD BOND INST CL FUND # 900	09/20/2010	10/08/2009	230.16	215.00	15.16	
543.238 SHARES OF FEDERATED HIGH YIELD BOND INST CL FUND # 900	09/20/2010	01/20/2010	5,361.76	5,231.38	130.38	
25.451 SHARES OF FEDERATED HIGH YIELD BOND INST CL FUND # 900	09/20/2010	02/10/2010	251.20	240.00	11.20	
38.462 SHARES OF FEDERATED HIGH YIELD BOND INST CL FUND # 900	09/20/2010	03/08/2010	379.62	370.00	9.62	
1971.042 SHARES OF FEDERATED MORTGAGE INSTITUTIONAL CLASS FD CL I FUND # 835	09/20/2010	01/20/2010	19,670.99	19,572.45	98.54	
82.578 SHARES OF FEDERATED MORTGAGE INSTITUTIONAL CLASS FD CL I FUND # 835	09/20/2010	03/05/2010	824.13	820.00	4.13	
134.141 SHARES OF FEDERATED MORTGAGE INSTITUTIONAL CLASS FD CL I FUND # 835	09/20/2010	04/13/2010	1,338.73	1,328.00	10.73	
1661.973 SHARES OF FIDELITY ADVISOR STRATEGIC INC FD CLASS I FUND 648	09/20/2010	01/21/2010	21,240.02	20,591.85	648.17	
37.798 SHARES OF FIDELITY ADVISOR STRATEGIC INC FD CLASS I FUND 648	09/20/2010	02/10/2010	483.06	460.00	23.06	
52.717 SHARES OF FIDELITY ADVISOR STRATEGIC INC FD CLASS I FUND 648	09/20/2010	03/05/2010	673.72	650.00	23.72	
2088.375 SHARES OF PIMCO LOW DURATION FUND CLASS I #36	09/20/2010	04/13/2010	22,136.78	21,844.40	292.38	
94.267 SHARES OF PIMCO COMMODITY REAL RETURN STRATEGY	09/20/2010	02/10/2010	756.02	740.00	16.02	

INST CL FUND # 45					
147.578 SHARES OF	09/20/2010	04/13/2010	1,183.58	1,188.00	4.42
PIMCO COMMODITY REAL RETURN STRATEGY					
INST CL FUND # 45					
83.115 SHARES OF	09/20/2010	07/28/2010	666.58	635.00	31.58
PIMCO COMMODITY REAL RETURN STRATEGY					
INST CL FUND # 45					
1115.187 SHARES OF	09/20/2010	01/20/2010	11,006.89	10,427.00	579.89
T ROWE PRICE INSTITUTIONAL EMERGING					
MARKETS BOND FD INST CL FUND # 163					
23.887 SHARES OF	09/20/2010	02/10/2010	235.77	220.00	15.77
T ROWE PRICE INSTITUTIONAL EMERGING					
MARKETS BOND FD INST CL FUND # 163					
29.131 SHARES OF	09/20/2010	03/08/2010	287.52	275.00	12.52
T ROWE PRICE INSTITUTIONAL EMERGING					
MARKETS BOND FD INST CL FUND # 163					
36.126 SHARES OF	09/20/2010	03/08/2010	502.51	470.00	32.51
TCW GROWTH EQUITIES FUND CL I					
19.559 SHARES OF	09/20/2010	04/13/2010	272.07	266.40	5.67
TCW GROWTH EQUITIES FUND CL I					
564.75 SHARES OF	09/20/2010	10/08/2009	6,212.25	6,088.00	124.25
VANGUARD GNMA FUND #36 CL INV					
1229.357 SHARES OF	09/20/2010	01/20/2010	13,522.93	13,191.00	331.93
VANGUARD GNMA FUND #36 CL INV					
1.86 SHARES OF	09/20/2010	02/10/2010	20.46	20.00	0.46
VANGUARD GNMA FUND #36 CL INV					
74.212 SHARES OF	09/20/2010	03/05/2010	816.33	800.00	16.33
VANGUARD GNMA FUND #36 CL INV					
120.95 SHARES OF	09/20/2010	04/13/2010	1,330.45	1,299.00	31.45
VANGUARD GNMA FUND #36 CL INV					
105 SHARES OF	09/17/2010	10/15/2009	1,873.17	1,614.90	258.27
COMCAST CORP CLASS A					
10 SHARES OF	09/17/2010	02/10/2010	178.40	154.20	24.20
COMCAST CORP CLASS A					
40 SHARES OF	09/17/2010	03/05/2010	713.59	695.60	17.99
COMCAST CORP CLASS A					
5 SHARES OF	09/17/2010	07/28/2010	172.80	171.14	1.66
THE WALT DISNEY COMPANY COMMON					
75 SHARES OF	09/17/2010	09/14/2010	1,451.23	1,479.78	28.55
STAPLES INC COMMON					
45 SHARES OF	09/17/2010	06/10/2010	2,421.45	2,400.52	20.93
TARGET CORP COM COMMON					
5 SHARES OF	09/17/2010	07/28/2010	269.05	260.85	8.20
TARGET CORP COM COMMON					
45 SHARES OF	09/17/2010	06/02/2010	2,589.71	2,336.03	253.68
COCA COLA COMPANY COMMON					
30 SHARES OF	09/17/2010	08/30/2010	886.19	828.58	57.61
CVS CAREMARK CORP COMMON					
25 SHARES OF	09/17/2010	09/14/2010	738.49	733.29	5.20
CVS CAREMARK CORP COMMON					
45 SHARES OF	09/17/2010	04/26/2010	1,408.48	1,358.52	49.96
KRAFT FOODS INC-A COMMON					
5 SHARES OF	09/17/2010	07/28/2010	156.50	149.50	7.00
KRAFT FOODS INC-A COMMON					
10 SHARES OF	09/17/2010	05/05/2010	662.89	651.97	10.92
PEPSICO INC COMMON					
25 SHARES OF	09/17/2010	06/16/2010	1,526.97	1,538.16	11.19
PROCTER AND GAMBLE COMMON					
5 SHARES OF	09/17/2010	07/28/2010	305.39	314.20	8.81
PROCTER AND GAMBLE COMMON					
40 SHARES OF	09/17/2010	01/20/2010	2,129.17	2,151.20	22.03
WAL - MART STORES COMMON					
20 SHARES OF	09/17/2010	05/05/2010	1,064.58	1,095.75	31.17
WAL - MART STORES COMMON					
15 SHARES OF	09/17/2010	05/14/2010	798.44	789.45	8.99

WAL - MART STORES COMMON					
20 SHARES OF	09/17/2010	07/21/2010	1,879.17	1,760.16	119.01
APACHE CORPORATION COMMON					
5 SHARES OF	09/17/2010	05/20/2010	277.00	258.10	18.90
CONOCOPHILLIPS					
15 SHARES OF	09/17/2010	09/30/2009	914.09	1,034.10	120.01
EXXON MOBIL CORPORATION COMMON					
31 SHARES OF	09/17/2010	10/08/2009	1,889.11	2,139.93	250.82
EXXON MOBIL CORPORATION COMMON					
10 SHARES OF	09/17/2010	06/24/2010	609.39	608.80	0.59
EXXON MOBIL CORPORATION COMMON					
20 SHARES OF	09/17/2010	08/25/2010	1,218.78	1,178.60	40.18
EXXON MOBIL CORPORATION COMMON					
170 SHARES OF	09/17/2010	05/20/2010	2,271.16	2,641.22	370.06
BANK OF AMERICA CORP COMMON					
10 SHARES OF	09/17/2010	07/28/2010	133.60	141.00	7.40
BANK OF AMERICA CORP COMMON					
70 SHARES OF	09/17/2010	09/14/2010	935.18	961.10	25.92
BANK OF AMERICA CORP COMMON					
5 SHARES OF	09/17/2010	07/28/2010	200.94	202.78	1.84
J P MORGAN CHASE & CO COMMON					
20 SHARES OF	09/17/2010	08/25/2010	803.79	716.99	86.80
J P MORGAN CHASE & CO COMMON					
65 SHARES OF	09/17/2010	11/24/2009	2,607.11	2,244.45	362.66
METLIFE INC COMMON					
1 SHARES OF	09/17/2010	01/20/2010	40.11	38.75	1.36
METLIFE INC COMMON					
45 SHARES OF	09/17/2010	02/05/2010	1,804.92	1,582.69	222.23
METLIFE INC COMMON					
25 SHARES OF	09/17/2010	02/18/2010	1,002.74	873.18	129.56
METLIFE INC COMMON					
10 SHARES OF	09/17/2010	05/20/2010	401.09	386.20	14.89
METLIFE INC COMMON					
75 SHARES OF	09/17/2010	02/18/2010	1,984.47	2,040.82	56.25
MORGAN STANLEY COMMON					
25 SHARES OF	09/17/2010	04/26/2010	661.49	774.24	112.75
MORGAN STANLEY COMMON					
5 SHARES OF	09/17/2010	07/28/2010	132.30	136.39	4.09
MORGAN STANLEY COMMON					
55 SHARES OF	09/17/2010	11/24/2009	2,108.67	2,273.76	165.09
STATE STREET CORP COMMON					
11 SHARES OF	09/17/2010	01/20/2010	421.73	484.33	62.60
STATE STREET CORP COMMON					
20 SHARES OF	09/17/2010	04/14/2010	766.79	946.29	179.50
STATE STREET CORP COMMON					
5 SHARES OF	09/17/2010	07/28/2010	258.25	245.55	12.70
ABBOTT LABORATORIES COMMON					
5 SHARES OF	09/17/2010	05/20/2010	224.79	209.15	15.64
BAXTER INTERNATIONAL INC COMMON					
5 SHARES OF	09/17/2010	07/28/2010	224.80	220.60	4.20
BAXTER INTERNATIONAL INC COMMON					
75 SHARES OF	09/17/2010	08/06/2010	2,966.95	2,853.74	113.21
COVIDIEN PLC					
5 SHARES OF	09/17/2010	07/28/2010	167.10	185.60	18.50
MEDTRONIC INC COMMON					
25 SHARES OF	09/17/2010	08/30/2010	835.49	801.98	33.51
MEDTRONIC INC COMMON					
5 SHARES OF	09/17/2010	07/28/2010	181.00	175.70	5.30
MERCK & CO INC COMMON					
35 SHARES OF	09/17/2010	02/10/2010	599.19	622.30	23.11
PFIZER INC COMMON					
105 SHARES OF	09/17/2010	03/05/2010	1,797.57	1,829.10	31.53
PFIZER INC COMMON					
30 SHARES OF	09/17/2010	08/06/2010	1,455.27	1,428.84	26.43
STRYKER CORP COMMON					

20 SHARES OF AVERY DENNISON CORP. COMMON	09/17/2010	03/05/2010	722.39	619.67	102.72
5 SHARES OF AVERY DENNISON CORP. COMMON	09/17/2010	07/28/2010	180.60	183.95	3.35-
20 SHARES OF FEDEX CORPORATION COMMON	09/17/2010	09/14/2010	1,639.97	1,703.94	63.97-
10 SHARES OF GENERAL ELECTRIC COMPANY COMMON	09/17/2010	02/10/2010	161.49	158.50	2.99
75 SHARES OF GENERAL ELECTRIC COMPANY COMMON	09/17/2010	02/18/2010	1,211.24	1,216.45	5.21-
40 SHARES OF GENERAL ELECTRIC COMPANY COMMON	09/17/2010	04/26/2010	645.99	771.39	125.40-
15 SHARES OF GENERAL ELECTRIC COMPANY COMMON	09/17/2010	07/28/2010	242.25	241.05	1.20
39 SHARES OF LOCKHEED MARTIN CORP. COMMON	09/17/2010	01/20/2010	2,731.13	3,043.56	312.43-
5 SHARES OF LOCKHEED MARTIN CORP. COMMON	09/17/2010	04/09/2010	350.14	413.05	62.91-
35 SHARES OF SOUTHWEST AIRLINES COMMON	09/17/2010	09/14/2010	415.09	404.66	10.43
80 SHARES OF SOUTHWEST AIRLINES COMMON	09/17/2010	09/14/2010	948.79	924.91	23.88
85 SHARES OF TYCO INTERNATIONAL LTD	09/17/2010	03/08/2010	3,332.80	3,163.01	169.79
30 SHARES OF TYCO INTERNATIONAL LTD	09/17/2010	07/21/2010	1,176.28	1,074.29	101.99
5 SHARES OF APPLE COMPUTER CORPORATION COMMON	09/17/2010	05/14/2010	1,379.78	1,276.20	103.58
5 SHARES OF APPLE COMPUTER CORPORATION COMMON	09/17/2010	05/20/2010	1,379.77	1,205.15	174.62
5 SHARES OF APPLE COMPUTER CORPORATION COMMON	09/17/2010	08/06/2010	1,379.78	1,292.75	87.03
30 SHARES OF HEWLETT PACKARD COMPANY COMMON	09/17/2010	08/25/2010	1,185.58	1,151.10	34.48
10 SHARES OF INTEL COMMON	09/17/2010	02/10/2010	187.00	198.80	11.80-
5 SHARES OF INTEL COMMON	09/17/2010	07/28/2010	93.50	108.15	14.65-
5 SHARES OF INTERNATIONAL BUSINESS MACHINES COMMON	09/17/2010	05/14/2010	650.09	656.60	6.51-
1 SHARE OF MICROSOFT CORP. COMMON	09/17/2010	02/10/2010	25.16	28.13	2.97-
30 SHARES OF MICROSOFT CORP. COMMON	09/17/2010	06/24/2010	754.78	766.18	11.40-
10 SHARES OF MICROSOFT CORP. COMMON	09/17/2010	07/28/2010	251.60	259.00	7.40-
20 SHARES OF MICROSOFT CORP. COMMON	09/17/2010	08/06/2010	503.19	502.60	0.59
30 SHARES OF ORACLE SYS. CORP. COMMON	09/17/2010	04/26/2010	809.69	795.56	14.13
5 SHARES OF ORACLE SYS. CORP. COMMON	09/17/2010	07/28/2010	134.95	122.38	12.57
25 SHARES OF QUALCOMM INC. COMMON	09/17/2010	03/05/2010	1,062.73	972.00	90.73
4 SHARES OF QUALCOMM INC. COMMON	09/17/2010	07/28/2010	170.04	156.30	13.74
40 SHARES OF TEXAS INSTRUMENTS COMMON	09/17/2010	07/28/2010	1,024.78	1,019.60	5.18
115 SHARES OF TYCO ELECTRONICS LTD	09/17/2010	03/08/2010	3,134.86	2,992.43	142.43
15 SHARES OF TYCO ELECTRONICS LTD	09/17/2010	04/09/2010	408.89	436.95	28.06-
30 SHARES OF TYCO ELECTRONICS LTD	09/17/2010	07/21/2010	817.79	766.26	51.53

10 SHARES OF TYCO ELECTRONICS LTD	09/17/2010	07/28/2010	272.60	270.60	2.00
55 SHARES OF INTERNATIONAL PAPER COMPANY COMMON	09/17/2010	07/21/2010	1,282.03	1,330.38	48.25-
10 SHARES OF INTERNATIONAL PAPER COMPANY COMMON	09/17/2010	07/28/2010	233.10	236.40	3.30-
70 SHARES OF INTERNATIONAL PAPER COMPANY COMMON	09/17/2010	08/25/2010	1,631.67	1,401.21	230.46
5 SHARES OF AT&T INC COMMON	09/17/2010	07/28/2010	140.05	130.85	9.20
55 SHARES OF VERIZON COMMUNICATIONS INC	09/17/2010	06/24/2010	1,729.18	1,505.89	223.29
60 SHARES OF UTILITIES SELECT SECTOR SPDR FUND	09/17/2010	02/10/2010	1,848.57	1,732.19	116.38
2 SHARES OF ISHARES MSCI EAFE SMALL CAP INDEX FUND	09/17/2010	02/10/2010	74.26	68.50	5.76
15 SHARES OF ISHARES MSCI EAFE SMALL CAP INDEX FUND	09/17/2010	07/28/2010	556.94	539.09	17.85
110 SHARES OF ISHARES LEHMAN CREDIT BOND FUND	09/17/2010	01/20/2010	11,718.53	11,238.70	479.83
10 SHARES OF ISHARES LEHMAN CREDIT BOND FUND	09/17/2010	04/09/2010	1,065.32	1,021.51	43.81
5 SHARES OF BERKSHIRE HATHAWAY INC DEL CL B COMMON	09/17/2010	07/28/2010	419.54	392.15	27.39
35 SHARES OF ABB LTD SPONS ADR	09/17/2010	05/14/2010	718.88	639.91	78.97
10 SHARES OF ABB LTD SPONS ADR	09/17/2010	07/28/2010	205.40	202.12	3.28
35 SHARES OF NOVARTIS A G ADR	09/17/2010	04/09/2010	1,950.51	1,859.90	90.61
40 SHARES OF VODAFONE GROUP PLC COMMON	09/17/2010	04/14/2010	1,007.99	935.92	72.07
15 SHARES OF VODAFONE GROUP PLC COMMON	09/17/2010	07/28/2010	377.99	350.08	27.91
5 SHARES OF UNILEVER PLC-SPONSORED ADR	09/17/2010	07/28/2010	137.00	146.55	9.55-
40 SHARES OF SUNCOR ENERGY, INC	09/17/2010	02/10/2010	1,281.18	1,184.40	96.78
35 SHARES OF SUNCOR ENERGY, INC	09/17/2010	02/18/2010	1,121.03	1,064.70	56.33
5 SHARES OF SUNCOR ENERGY, INC	09/17/2010	03/05/2010	160.15	154.90	5.25
3.731 SHARES OF LAZARD EMERGING MKTS PORTFOLIO INST CLASS FUND # 638	11/18/2010	11/02/2010	79.54	80.44	0.90-
60.181 SHARES OF DWS CAPITAL GROWTH FUND INST CL FUND # 564	12/03/2010	09/20/2010	3,244.33	2,907.34	336.99
.987 SHARES OF DWS CAPITAL GROWTH FUND INST CL FUND # 564	12/03/2010	10/04/2010	53.21	47.85	5.36
2.522 SHARES OF DWS CAPITAL GROWTH FUND INST CL FUND # 564	12/03/2010	11/02/2010	135.96	131.59	4.37
21.621 SHARES OF DWS CAPITAL GROWTH FUND INST CL FUND # 564	12/03/2010	12/02/2010	1,165.58	1,159.54	6.04
** TOTAL SHORT TERM CAPITAL GAIN (LOSS)			489,745.63	462,755.90	26,989.73
** LONG TERM CAPITAL GAIN (LOSS)					
77 308 SHARES OF	01/20/2010	07/11/2002	403.55	592.18	188.63-

BB&T INTL EQUITY CL I FUND # 0320 173.079 SHARES OF BB&T INTL EQUITY CL I FUND # 0320	01/20/2010	07/11/2002	903.47	1,325.78	422.31
118.009 SHARES OF BB&T INTL EQUITY CL I FUND # 0320	01/20/2010	07/11/2002	616.01	903.95	287.94
91.22 SHARES OF BB&T INTL EQUITY CL I FUND # 0320	01/20/2010	07/11/2002	476.17	698.74	222.57
8.208 SHARES OF BB&T INTL EQUITY CL I FUND # 0320	01/20/2010	09/05/2007	42.85	66.65	23.80
18.515 SHARES OF BB&T INTL EQUITY CL I FUND # 0320	01/20/2010	09/05/2007	96.65	150.34	53.69
11.931 SHARES OF BB&T INTL EQUITY CL I FUND # 0320	01/20/2010	09/05/2007	62.28	96.88	34.60
10.261 SHARES OF BB&T INTL EQUITY CL I FUND # 0320	01/20/2010	09/05/2007	53.56	83.32	29.76
23.364 SHARES OF BB&T INTL EQUITY CL I FUND # 0320	01/20/2010	09/06/2007	121.96	190.41	68.45
50.248 SHARES OF BB&T INTL EQUITY CL I FUND # 0320	01/20/2010	09/06/2007	262.29	409.52	147.23
16.989 SHARES OF BB&T INTL EQUITY CL I FUND # 0320	01/20/2010	09/06/2007	88.68	138.46	49.78
35.607 SHARES OF BB&T INTL EQUITY CL I FUND # 0320	01/20/2010	09/06/2007	185.87	290.20	104.33
6.297 SHARES OF BB&T INTL EQUITY CL I FUND # 0320	01/20/2010	12/14/2007	32.87	49.49	16.62
38.169 SHARES OF BB&T INTL EQUITY CL I FUND # 0320	01/20/2010	12/14/2007	199.24	300.01	100.77
12.676 SHARES OF BB&T INTL EQUITY CL I FUND # 0320	01/20/2010	12/14/2007	66.17	99.63	33.45
16.407 SHARES OF BB&T INTL EQUITY CL I FUND # 0320	01/20/2010	12/14/2007	85.64	128.96	43.32
5.63 SHARES OF BB&T INTL EQUITY CL I FUND # 0320	01/20/2010	02/25/2008	29.39	42.00	12.61
4.948 SHARES OF BB&T INTL EQUITY CL I FUND # 0320	01/20/2010	05/12/2008	25.83	38.05	12.22
7.113 SHARES OF BB&T INTL EQUITY CL I FUND # 0320	01/20/2010	05/12/2008	37.13	54.70	17.57
7.316 SHARES OF BB&T INTL EQUITY CL I FUND # 0320	01/20/2010	05/12/2008	38.19	56.26	19.07
5.342 SHARES OF BB&T INTL EQUITY CL I FUND # 0320	01/20/2010	05/12/2008	27.89	41.08	13.19
10.797 SHARES OF BB&T INTL EQUITY CL I FUND # 0320	01/20/2010	10/27/2008	56.36	42.00	14.36
23.979 SHARES OF BB&T INTL EQUITY CL I FUND # 0320	01/20/2010	10/27/2008	125.17	93.28	31.89
16.013 SHARES OF BB&T INTL EQUITY CL I FUND # 0320	01/20/2010	10/27/2008	83.59	62.29	21.30
13.851 SHARES OF BB&T INTL EQUITY CL I FUND # 0320	01/20/2010	10/27/2008	72.30	53.88	18.42
4.172 SHARES OF BB&T INTL EQUITY CL I FUND # 0320	01/20/2010	01/07/2009	21.78	18.07	3.71
11.828 SHARES OF BB&T INTL EQUITY CL I FUND # 0320	01/20/2010	01/13/2009	61.74	48.02	13.72
10 SHARES OF HARBOR INTERNATIONAL FUND INST CLASS #11	01/20/2010	09/04/2007	547.70	699.60	151.90
141.534 SHARES OF LAZARD EMERGING MKTS PORTFOLIO INST CLASS FUND # 638	01/20/2010	09/04/2007	2,584.41	3,420.88	836.47
.373 SHARES OF LAZARD EMERGING MKTS PORTFOLIO INST CLASS FUND # 638	01/20/2010	12/14/2007	6.81	9.98	3.17
2.093 SHARES OF LAZARD EMERGING MKTS PORTFOLIO INST CLASS FUND # 638	01/20/2010	12/14/2007	38.22	56.03	17.81

19.463 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	07/11/2002	211.56	293.70	82.14
30.268 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	07/11/2002	329.01	456.74	127.73-
28.167 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	07/11/2002	306.18	425.04	118.86-
13.816 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	07/11/2002	150.18	208.48	58.30-
5.873 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	12/13/2007	63.84	87.22	23.38-
6.94 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	12/13/2007	75.44	103.06	27.62-
.896 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	12/13/2007	9.74	13.31	3.57-
8.288 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	12/13/2007	90.09	123.08	32.99-
20.99 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	12/14/2007	228.16	306.87	78.71-
47.881 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	12/14/2007	520.47	700.02	179.55-
31.495 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	12/14/2007	342.35	460.45	118.10-
26.826 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	12/14/2007	291.60	392.19	100.59-
9.772 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	01/22/2008	106.22	125.86	19.64
21.408 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	01/22/2008	232.71	275.73	43.02-
14.082 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	01/22/2008	153.07	181.37	28.30-
12.391 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	01/22/2008	134.69	159.60	24.91-
7.237 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	02/25/2008	78.67	99.00	20.33-
15.908 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	05/12/2008	172.92	215.08	42.16-
2.53 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	07/16/2008	27.50	29.58	2.08-
.839 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	07/16/2008	9.12	9.81	0.69-
.646 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	07/16/2008	7.02	7.55	0.53-
3.936 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	07/16/2008	42.78	46.01	3.23-
7.254 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	10/10/2008	78.85	67.10	11.75
.173 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	10/10/2008	1.88	1.60	0.28
6.039 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	11/13/2008	65.64	54.89	10.75
10.231 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	11/20/2008	111.21	80.11	31.10
16.822 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	11/21/2008	182.86	138.11	44.75
9.726 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	11/21/2008	105.72	79.85	25.87
5.773 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	12/22/2008	62.75	51.09	11.66
5.044 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	12/24/2008	54.83	44.34	10.49
13.07 SHARES OF BB&T SELECT EQUITY CL I FUND # 310	01/20/2010	01/13/2009	142.07	113.19	28.88
7.263 SHARES OF BB&T MID CAP GROWTH CL I FUND # 313 MERGED INTO 05527P289 1/29/10	01/20/2010	07/11/2002	66.02	64.28	1.74

15.482 SHARES OF BB&T MID CAP GROWTH CL I FUND # 313 MERGED INTO 05527P289 1/29/10	01/20/2010	07/11/2002	140.73	137.01	3.72
12.367 SHARES OF BB&T MID CAP GROWTH CL I FUND # 313 MERGED INTO 05527P289 1/29/10	01/20/2010	07/11/2002	112.42	109.45	2.97
6.845 SHARES OF BB&T MID CAP GROWTH CL I FUND # 313 MERGED INTO 05527P289 1/29/10	01/20/2010	07/11/2002	62.22	60.58	1.64
13.847 SHARES OF BB&T MID CAP GROWTH CL I FUND # 313 MERGED INTO 05527P289 1/29/10	01/20/2010	06/14/2007	125.87	195.38	69.51
32.238 SHARES OF BB&T MID CAP GROWTH CL I FUND # 313 MERGED INTO 05527P289 1/29/10	01/20/2010	06/14/2007	293.04	454.88	161.84
18.325 SHARES OF BB&T MID CAP GROWTH CL I FUND # 313 MERGED INTO 05527P289 1/29/10	01/20/2010	06/14/2007	166.57	258.57	92.00
22.925 SHARES OF BB&T MID CAP GROWTH CL I FUND # 313 MERGED INTO 05527P289 1/29/10	01/20/2010	06/14/2007	208.39	323.47	115.08
23.871 SHARES OF BB&T MID CAP GROWTH CL I FUND # 313 MERGED INTO 05527P289 1/29/10	01/20/2010	06/15/2007	216.99	340.88	123.89
53.688 SHARES OF BB&T MID CAP GROWTH CL I FUND # 313 MERGED INTO 05527P289 1/29/10	01/20/2010	06/15/2007	488.02	766.66	278.64
36.08 SHARES OF BB&T MID CAP GROWTH CL I FUND # 313 MERGED INTO 05527P289 1/29/10	01/20/2010	06/15/2007	327.97	515.22	187.25
27.805 SHARES OF BB&T MID CAP GROWTH CL I FUND # 313 MERGED INTO 05527P289 1/29/10	01/20/2010	06/15/2007	252.75	397.06	144.31
.737 SHARES OF BB&T MID CAP GROWTH CL I FUND # 313 MERGED INTO 05527P289 1/29/10	01/20/2010	09/05/2007	6.70	10.77	4.07
1.773 SHARES OF BB&T MID CAP GROWTH CL I FUND # 313 MERGED INTO 05527P289 1/29/10	01/20/2010	09/05/2007	16.12	25.92	9.80
1.095 SHARES OF BB&T MID CAP GROWTH CL I FUND # 313 MERGED INTO 05527P289 1/29/10	01/20/2010	09/05/2007	9.95	16.01	6.06
.885 SHARES OF BB&T MID CAP GROWTH CL I FUND # 313 MERGED INTO 05527P289 1/29/10	01/20/2010	09/05/2007	8.04	12.94	4.90
5.281 SHARES OF BB&T MID CAP GROWTH CL I FUND # 313 MERGED INTO 05527P289 1/29/10	01/20/2010	01/22/2008	48.00	68.44	20.44
11.893 SHARES OF BB&T MID CAP GROWTH CL I FUND # 313 MERGED INTO 05527P289 1/29/10	01/20/2010	01/22/2008	108.11	154.13	46.02
7.823 SHARES OF BB&T MID CAP GROWTH CL I FUND # 313 MERGED INTO 05527P289 1/29/10	01/20/2010	01/22/2008	71.11	101.39	30.28
6.702 SHARES OF BB&T MID CAP GROWTH CL I FUND # 313 MERGED INTO 05527P289 1/29/10	01/20/2010	01/22/2008	60.92	86.86	25.94
2.239 SHARES OF BB&T MID CAP GROWTH CL I FUND # 313 MERGED INTO 05527P289 1/29/10	01/20/2010	05/12/2008	20.35	31.48	11.13
4.008 SHARES OF BB&T MID CAP GROWTH CL I FUND # 313 MERGED INTO 05527P289 1/29/10	01/20/2010	05/12/2008	36.43	56.35	19.92
3.27 SHARES OF BB&T MID CAP GROWTH CL I FUND # 313 MERGED INTO 05527P289 1/29/10	01/20/2010	05/12/2008	29.72	45.97	16.25
4.271 SHARES OF	01/20/2010	05/12/2008	38.82	60.05	21.23

BB&T MID CAP GROWTH CL I FUND # 313 MERGED INTO 05527P289 1/29/10	01/20/2010	10/08/2008	13.88	13.47	0.41
1.527 SHARES OF BB&T MID CAP GROWTH CL I FUND # 313 MERGED INTO 05527P289 1/29/10	01/20/2010	10/08/2008	77.27	74.97	2.30
8.5 SHARES OF BB&T MID CAP GROWTH CL I FUND # 313 MERGED INTO 05527P289 1/29/10	01/20/2010	10/08/2008	5.55	5.39	0.16
.611 SHARES OF BB&T MID CAP GROWTH CL I FUND # 313 MERGED INTO 05527P289 1/29/10	01/20/2010	10/08/2008	2.48	2.41	0.07
273 SHARES OF BB&T MID CAP GROWTH CL I FUND # 313 MERGED INTO 05527P289 1/29/10	01/20/2010	11/21/2008	95.38	70.41	24.97
10.493 SHARES OF BB&T MID CAP GROWTH CL I FUND # 313 MERGED INTO 05527P289 1/29/10	01/20/2010	11/21/2008	54.65	40.34	14.31
6.012 SHARES OF BB&T MID CAP GROWTH CL I FUND # 313 MERGED INTO 05527P289 1/29/10	01/20/2010	12/03/2008	31.99	25.37	6.62
3.519 SHARES OF BB&T MID CAP GROWTH CL I FUND # 313 MERGED INTO 05527P289 1/29/10	01/20/2010	12/12/2008	87.21	65.72	21.49
9.594 SHARES OF BB&T MID CAP GROWTH CL I FUND # 313 MERGED INTO 05527P289 1/29/10	01/20/2010	12/12/2008	93.64	70.56	23.08
10.301 SHARES OF BB&T MID CAP GROWTH CL I FUND # 313 MERGED INTO 05527P289 1/29/10	01/20/2010	12/15/2008	61.63	45.63	16.00
6.78 SHARES OF BB&T MID CAP GROWTH CL I FUND # 313 MERGED INTO 05527P289 1/29/10	01/20/2010	07/11/2002	377.99	390.00	12.01
32.473 SHARES OF BB&T MID CAP VALUE CL I FUND # 0312	01/20/2010	07/11/2002	843.19	870.00	26.81
72.439 SHARES OF BB&T MID CAP VALUE CL I FUND # 0312	01/20/2010	07/11/2002	524.34	541.00	16.66
45.046 SHARES OF BB&T MID CAP VALUE CL I FUND # 0312	01/20/2010	07/11/2002	405.36	418.24	12.88
34.825 SHARES OF BB&T MID CAP VALUE CL I FUND # 0312	01/20/2010	06/14/2007	211.53	282.22	70.69
18.173 SHARES OF BB&T MID CAP VALUE CL I FUND # 0312	01/20/2010	06/14/2007	492.47	657.04	164.57
42.308 SHARES OF BB&T MID CAP VALUE CL I FUND # 0312	01/20/2010	06/14/2007	279.93	373.48	93.55
24.049 SHARES OF BB&T MID CAP VALUE CL I FUND # 0312	01/20/2010	06/14/2007	350.20	467.23	117.03
30.086 SHARES OF BB&T MID CAP VALUE CL I FUND # 0312	01/20/2010	06/15/2007	62.80	84.05	21.25
5.395 SHARES OF BB&T MID CAP VALUE CL I FUND # 0312	01/20/2010	06/15/2007	200.71	268.64	67.93
17.243 SHARES OF BB&T MID CAP VALUE CL I FUND # 0312	01/20/2010	06/15/2007	35.79	47.91	12.12
3.075 SHARES OF BB&T MID CAP VALUE CL I FUND # 0312	01/20/2010	06/15/2007	59.11	79.12	20.01
5.078 SHARES OF BB&T MID CAP VALUE CL I FUND # 0312	01/20/2010	07/03/2007	23.04	30.82	7.78
1.979 SHARES OF BB&T MID CAP VALUE CL I FUND # 0312	01/20/2010	10/30/2007	2.05	2.59	0.54
.176 SHARES OF BB&T MID CAP VALUE CL I FUND # 0312	01/20/2010	12/14/2007	49.96	53.61	3.65
4.292 SHARES OF BB&T MID CAP VALUE CL I FUND # 0312	01/20/2010	12/14/2007	95.89	102.89	7.00
8.238 SHARES OF BB&T MID CAP VALUE CL I FUND # 0312	01/20/2010	01/22/2008	35.34	32.82	2.52
3.036 SHARES OF BB&T MID CAP VALUE CL I FUND # 0312					

22.85 SHARES OF BB&T MID CAP VALUE CL I FUND # 0312	01/20/2010	01/22/2008	265.97	247.01	18.96
15.038 SHARES OF BB&T MID CAP VALUE CL I FUND # 0312	01/20/2010	01/22/2008	175.04	162.56	12.48
9.855 SHARES OF BB&T MID CAP VALUE CL I FUND # 0312	01/20/2010	01/22/2008	114.71	106.53	8.18
1.714 SHARES OF BB&T MID CAP VALUE CL I FUND # 0312	01/20/2010	03/20/2008	19.95	18.68	1.27
5.646 SHARES OF BB&T MID CAP VALUE CL I FUND # 0312	01/20/2010	03/20/2008	65.72	61.55	4.17
4.107 SHARES OF BB&T MID CAP VALUE CL I FUND # 0312	01/20/2010	04/02/2008	47.81	45.71	2.10
12.018 SHARES OF BB&T MID CAP VALUE CL I FUND # 0312	01/20/2010	11/13/2008	139.89	92.30	47.59
13.942 SHARES OF BB&T MID CAP VALUE CL I FUND # 0312	01/20/2010	11/20/2008	162.28	86.58	75.70
23.37 SHARES OF BB&T MID CAP VALUE CL I FUND # 0312	01/20/2010	11/21/2008	272.03	153.07	118.96
13.464 SHARES OF BB&T MID CAP VALUE CL I FUND # 0312	01/20/2010	11/21/2008	156.72	88.19	68.53
20.446 SHARES OF BB&T SMALL CAP CL I FUND # 0314 MERGED INTO 05527Q733 1/29/10	01/20/2010	07/11/2002	198.12	193.78	4.34
45.774 SHARES OF BB&T SMALL CAP CL I FUND # 0314 MERGED INTO 05527Q733 1/29/10	01/20/2010	07/11/2002	443.55	433.83	9.72
31.15 SHARES OF BB&T SMALL CAP CL I FUND # 0314 MERGED INTO 05527Q733 1/29/10	01/20/2010	07/11/2002	301.84	295.23	6.61
24.086 SHARES OF BB&T SMALL CAP CL I FUND # 0314 MERGED INTO 05527Q733 1/29/10	01/20/2010	07/11/2002	233.39	228.28	5.11
3.289 SHARES OF BB&T SMALL CAP CL I FUND # 0314 MERGED INTO 05527Q733 1/29/10	01/20/2010	09/02/2004	31.87	45.62	13.75
10.844 SHARES OF BB&T SMALL CAP CL I FUND # 0314 MERGED INTO 05527Q733 1/29/10	01/20/2010	09/02/2004	105.08	150.40	45.32
15.344 SHARES OF BB&T SMALL CAP CL I FUND # 0314 MERGED INTO 05527Q733 1/29/10	01/20/2010	09/02/2004	148.68	212.82	64.14
11.867 SHARES OF BB&T SMALL CAP CL I FUND # 0314 MERGED INTO 05527Q733 1/29/10	01/20/2010	09/02/2004	114.99	164.59	49.60
6.244 SHARES OF BB&T SMALL CAP CL I FUND # 0314 MERGED INTO 05527Q733 1/29/10	01/20/2010	06/14/2007	60.50	103.34	42.84
10.976 SHARES OF BB&T SMALL CAP CL I FUND # 0314 MERGED INTO 05527Q733 1/29/10	01/20/2010	06/14/2007	106.36	181.66	75.30
1.742 SHARES OF BB&T SMALL CAP CL I FUND # 0314 MERGED INTO 05527Q733 1/29/10	01/20/2010	09/05/2007	16.88	26.66	9.78
3.931 SHARES OF BB&T SMALL CAP CL I FUND # 0314 MERGED INTO 05527Q733 1/29/10	01/20/2010	09/05/2007	38.09	60.14	22.05
.606 SHARES OF BB&T SMALL CAP CL I FUND # 0314 MERGED INTO 05527Q733 1/29/10	01/20/2010	09/05/2007	5.87	9.27	3.40
.5 SHARES OF BB&T SMALL CAP CL I FUND # 0314 MERGED INTO 05527Q733 1/29/10	01/20/2010	09/05/2007	4.85	7.65	2.80
4.152 SHARES OF BB&T SMALL CAP CL I FUND # 0314 MERGED INTO 05527Q733 1/29/10	01/20/2010	12/14/2007	40.23	52.61	12.38
9.471 SHARES OF	01/20/2010	12/14/2007	91.77	120.00	28.23

BB&T SMALL CAP CL I FUND # 0314 MERGED INTO 05527Q733 1/29/10					
6.23 SHARES OF BB&T SMALL CAP CL I FUND # 0314 MERGED INTO 05527Q733 1/29/10	01/20/2010	12/14/2007	60.37	78.93	18.56-
5.306 SHARES OF BB&T SMALL CAP CL I FUND # 0314 MERGED INTO 05527Q733 1/29/10	01/20/2010	12/14/2007	51.42	67.23	15.81-
4.153 SHARES OF BB&T SMALL CAP CL I FUND # 0314 MERGED INTO 05527Q733 1/29/10	01/20/2010	01/22/2008	40.24	46.76	6.52-
.898 SHARES OF BB&T SMALL CAP CL I FUND # 0314 MERGED INTO 05527Q733 1/29/10	01/20/2010	05/12/2008	8.70	11.61	2.91-
2.569 SHARES OF BB&T SMALL CAP CL I FUND # 0314 MERGED INTO 05527Q733 1/29/10	01/20/2010	05/12/2008	24.89	33.22	8.33-
1.236 SHARES OF BB&T SMALL CAP CL I FUND # 0314 MERGED INTO 05527Q733 1/29/10	01/20/2010	05/12/2008	11.98	15.98	4.00-
2.217 SHARES OF BB&T SMALL CAP CL I FUND # 0314 MERGED INTO 05527Q733 1/29/10	01/20/2010	05/12/2008	21.48	28.66	7.18-
3.862 SHARES OF BB&T SMALL CAP CL I FUND # 0314 MERGED INTO 05527Q733 1/29/10	01/20/2010	11/13/2008	37.42	33.25	4.17
5.071 SHARES OF BB&T SMALL CAP CL I FUND # 0314 MERGED INTO 05527Q733 1/29/10	01/20/2010	11/13/2008	49.14	43.66	5.48
1.217 SHARES OF BB&T SMALL CAP CL I FUND # 0314 MERGED INTO 05527Q733 1/29/10	01/20/2010	11/13/2008	11.79	10.48	1.31
5.054 SHARES OF BB&T SMALL CAP CL I FUND # 0314 MERGED INTO 05527Q733 1/29/10	01/20/2010	11/13/2008	48.97	43.52	5.45
35.085 SHARES OF BB&T TOTAL RETURN BOND CL I FUND # 0342	01/20/2010	06/14/2007	381.72	347.34	34.38
81.684 SHARES OF BB&T TOTAL RETURN BOND CL I FUND # 0342	01/20/2010	06/14/2007	888.72	808.67	80.05
46.431 SHARES OF BB&T TOTAL RETURN BOND CL I FUND # 0342	01/20/2010	06/14/2007	505.17	459.67	45.50
58.086 SHARES OF BB&T TOTAL RETURN BOND CL I FUND # 0342	01/20/2010	06/14/2007	631.98	575.05	56.93
22.748 SHARES OF BB&T TOTAL RETURN BOND CL I FUND # 0342	01/20/2010	06/15/2007	247.50	225.66	21.84
49.617 SHARES OF BB&T TOTAL RETURN BOND CL I FUND # 0342	01/20/2010	06/15/2007	539.83	492.20	47.63
39.174 SHARES OF BB&T TOTAL RETURN BOND CL I FUND # 0342	01/20/2010	06/15/2007	426.21	388.60	37.61
7.489 SHARES OF BB&T TOTAL RETURN BOND CL I FUND # 0342	01/20/2010	06/15/2007	81.48	74.29	7.19
2.655 SHARES OF BB&T TOTAL RETURN BOND CL I FUND # 0342	01/20/2010	07/06/2007	28.89	26.28	2.61
19.313 SHARES OF BB&T TOTAL RETURN BOND CL I FUND # 0342	01/20/2010	12/08/2008	210.13	189.85	20.28
11.124 SHARES OF BB&T TOTAL RETURN BOND CL I FUND # 0342	01/20/2010	12/08/2008	121.03	109.35	11.68
4.551 SHARES OF BB&T TOTAL RETURN BOND CL I FUND # 0342	01/20/2010	12/24/2008	49.51	45.78	3.73
4.933 SHARES OF BB&T TOTAL RETURN BOND CL I FUND # 0342	01/20/2010	01/05/2009	53.67	49.68	3.99
71.657 SHARES OF PIMCO FOREIGN BOND (US DOLLAR HEDGED) FUND CLASS I #103	01/20/2010	10/06/2008	728.75	700.81	27.94
65 SHARES OF COMCAST CORP CLASS A	01/20/2010	11/13/2007	1,074.43	1,277.90	203.47-

89 SHARES OF THE WALT DISNEY COMPANY COMMON	01/20/2010	05/30/2002	2,764.30	2,025.88	738.42
38 SHARES OF KRAFT FOODS INC-A COMMON	01/20/2010	08/29/2007	1,081.84	1,213.34	131.50-
24 SHARES OF PROCTER AND GAMBLE COMMON	01/20/2010	08/29/2007	1,459.66	1,559.88	100.22-
9 SHARES OF ANADARKO PETE CORP. COMMON	01/20/2010	11/07/2003	593.72	194.81	398.91
27 SHARES OF CONOCOPHILLIPS	01/20/2010	08/29/2007	1,425.85	2,141.10	715.25-
13 SHARES OF TRANSOCEAN LTD	01/20/2010	10/01/2008	1,190.00	1,367.99	177.99-
25 SHARES OF US BANCORP COMMON	01/20/2010	12/03/2008	620.49	655.61	35.12-
25 SHARES OF WELLS FARGO & CO COMMON	01/20/2010	05/30/2002	700.99	652.87	48.12
35 SHARES OF AMGEN INC COMMON	01/20/2010	06/05/2002	2,010.72	1,579.55	431.17
17 SHARES OF JOHNSON & JOHNSON COMMON	01/20/2010	05/30/2002	1,119.26	1,044.48	74.78
28 SHARES OF MEDTRONIC INC COMMON	01/20/2010	08/29/2007	1,292.18	1,480.78	188.60-
91 SHARES OF MERCK & CO INC COMMON	01/20/2010	08/29/2007	3,698.19	4,504.50	806.31-
30 SHARES OF AVERY DENNISON CORP. COMMON	01/20/2010	10/01/2008	1,182.88	1,326.00	143.12-
52 SHARES OF EMERSON ELECTRIC COMPANY COMMON	01/20/2010	10/01/2008	2,296.81	2,056.59	240.22
77 SHARES OF GENERAL ELECTRIC COMPANY COMMON	01/20/2010	05/30/2002	1,270.48	2,407.02	1,136.54
44 SHARES OF CISCO SYSTEMS COMMON	01/20/2010	05/30/2002	1,081.06	707.96	373.10
147 SHARES OF CORNING INC COMMON	01/20/2010	10/01/2008	2,866.46	2,263.78	602.68
20 SHARES OF INTEL COMMON	01/20/2010	05/30/2002	420.19	540.00	119.81
105 SHARES OF INTEL COMMON	01/20/2010	06/24/2002	2,206.02	1,971.90	234.12
124 SHARES OF MICROSOFT CORP COMMON	01/20/2010	05/30/2002	3,812.95	3,266.78	546.17
11 SHARES OF QUALCOMM INC COMMON	01/20/2010	08/29/2007	536.90	419.76	117.14
20 SHARES OF EDISON INTL COM	01/20/2010	10/01/2008	708.99	798.20	89.21-
26 SHARES OF PROCTER AND GAMBLE COMMON	02/05/2010	08/29/2007	1,593.33	1,689.87	96.54-
20.000000 SHARES OF EMERSON ELECTRIC COMPANY COMMON	02/10/2010	10/01/2008	912.19	791.00	121.19
70 SHARES OF EDISON INTL COM	02/10/2010	10/01/2008	2,270.08	2,793.70	523.62-
28 SHARES OF EMERSON ELECTRIC COMPANY COMMON	02/18/2010	10/01/2008	1,324.84	1,107.40	217.44
5 SHARES OF HARBOR INTERNATIONAL FUND INST CLASS #11	03/05/2010	09/04/2007	270.40	349.80	79.40-
20 SHARES OF LAZARD EMERGING MKTS PORTFOLIO INST CLASS FUND # 638	03/05/2010	09/04/2007	363.80	483.40	119.60-
165 SHARES OF HARBOR INTERNATIONAL FUND INST CLASS #11	03/08/2010	09/04/2007	8,936.40	11,543.40	2,607.00-
87.202 SHARES OF LAZARD EMERGING MKTS PORTFOLIO INST CLASS FUND # 638	03/08/2010	09/04/2007	1,594.92	2,107.67	512.75-
16.554 SHARES OF	03/08/2010	09/06/2007	302.77	399.12	96.35-

LAZARD EMERGING MKTS PORTFOLIO INST CLASS FUND # 638					
16.244 SHARES OF LAZARD EMERGING MKTS PORTFOLIO INST CLASS FUND # 638	03/08/2010	09/06/2007	297.11	391.65	94.54-
10.000000 SHARES OF ANADARKO PETE CORP. COMMON	03/05/2010	11/07/2003	716.68	216.45	500.23
20.000000 SHARES OF MERCK & CO INC COMMON	03/08/2010	08/29/2007	744.92	990.00	245.08-
35.000000 SHARES OF COMCAST CORP CLASS A	04/09/2010	11/13/2007	645.50	688.10	42.60-
15.000000 SHARES OF THE WALT DISNEY COMPANY COMMON	04/09/2010	05/30/2002	543.44	341.44	202.00
15.000000 SHARES OF KRAFT FOODS INC-A COMMON	04/09/2010	08/29/2007	450.83	478.95	28.12-
5.000000 SHARES OF ANADARKO PETE CORP. COMMON	04/09/2010	11/07/2003	365.95	108.22	257.73
10.000000 SHARES OF CONOCOPHILLIPS	04/09/2010	08/29/2007	553.73	793.00	239.27-
5.000000 SHARES OF TRANSOCEAN LTD	04/09/2010	10/01/2008	425.49	526.15	100.66-
10.000000 SHARES OF WELLS FARGO & CO COMMON	04/09/2010	05/30/2002	320.96	261.15	59.81
5.000000 SHARES OF JOHNSON & JOHNSON COMMON	04/09/2010	05/30/2002	324.90	307.20	17.70
10.000000 SHARES OF MEDTRONIC INC COMMON	04/09/2010	08/29/2007	454.11	528.85	74.74-
9 SHARES OF MERCK & CO INC COMMON	04/09/2010	08/29/2007	331.67	445.50	113.83-
15.000000 SHARES OF AVERY DENNISON CORP. COMMON	04/09/2010	10/01/2008	558.67	663.00	104.33-
23 SHARES OF GENERAL ELECTRIC COMPANY COMMON	04/09/2010	05/30/2002	422.99	718.98	295.99-
22 SHARES OF GENERAL ELECTRIC COMPANY COMMON	04/09/2010	06/24/2002	404.60	634.04	229.44-
15.000000 SHARES OF CISCO SYSTEMS COMMON	04/09/2010	05/30/2002	398.28	241.35	156.93
30.000000 SHARES OF INTEL COMMON	04/09/2010	06/24/2002	671.62	563.40	108.22
26 SHARES OF MICROSOFT CORP COMMON	04/09/2010	05/30/2002	786.23	684.97	101.26
10.000000 SHARES OF QUALCOMM INC COMMON	04/09/2010	08/29/2007	419.79	381.60	38.19
141 SHARES OF INVESCO INTERNATIONAL GROWTH FUND CL I FUND	04/13/2010	02/12/2009	3,656.13	2,508.39	1,147.74
26 SHARES OF ANADARKO PETE CORP. COMMON	05/05/2010	11/07/2003	1,619.04	562.77	1,056.27
32 SHARES OF TRANSOCEAN LTD	05/14/2010	10/01/2008	2,123.81	3,367.36	1,243.55
30.000000 SHARES OF KRAFT FOODS INC-A COMMON	05/20/2010	08/29/2007	875.99	957.90	81.91
25 SHARES OF MONSANTO CO COMMON	06/02/2010	05/21/2009	1,253.83	2,228.75	974.92-
187 SHARES OF APPLIED MATERIALS COMMON	06/10/2010	05/21/2009	2,337.58	2,000.90	336.68
30 SHARES OF COMCAST CORP CLASS A	06/16/2010	11/13/2007	550.49	589.80	39.31-
60 SHARES OF COMCAST CORP CLASS A	06/16/2010	06/01/2009	1,100.99	841.20	259.79
25.000000 SHARES OF SUNCOR ENERGY, INC	06/24/2010	06/19/2009	806.23	757.25	48.98
5.000000 SHARES OF INTERNATIONAL BUSINESS MACHINES COMMON	07/21/2010	05/21/2009	629.95	512.70	117.25

51.025 SHARES OF BB&T INTER U S GOVT CL I FUND # 0341	07/28/2010	04/20/2009	548.01	535.25	12.76
117.043 SHARES OF BB&T INTER U S GOVT CL I FUND # 0341	07/28/2010	04/20/2009	1,257.04	1,227.78	29.26
21.932 SHARES OF BB&T INTER U S GOVT CL I FUND # 0341	07/28/2010	04/20/2009	235.55	230.07	5.48
205 SHARES OF DODGE & COX INCOME FUND #147	07/28/2010	05/21/2009	2,730.60	2,505.10	225.50
75 SHARES OF PIMCO FOREIGN BOND (US DOLLAR HEDGED) FUND CLASS I #103	07/28/2010	10/06/2008	792.75	733.50	59.25
175 SHARES OF PIMCO COMMODITY REAL RETURN STRATEGY INST CL FUND # 45	08/06/2010	06/01/2009	1,408.75	1,330.00	78.75
55.000000 SHARES OF AVERY DENNISON CORP. COMMON	08/06/2010	10/01/2008	1,947.52	2,430.99	483.47
29 SHARES OF QUALCOMM INC COMMON	08/06/2010	08/29/2007	1,108.06	1,106.64	1.42
95.000000 SHARES OF VODAFONE GROUP PLC COMMON	08/06/2010	06/01/2009	2,324.75	1,827.80	496.95
40.000000 SHARES OF SUNCOR ENERGY, INC	08/25/2010	06/19/2009	1,176.11	1,211.60	35.49
20.000000 SHARES OF CONOCOPHILLIPS	08/25/2010	08/29/2007	1,052.80	1,586.00	533.20
20.000000 SHARES OF THE TRAVELERS COMPANIES INC COMMON	08/25/2010	05/21/2009	986.63	788.60	198.03
50.000000 SHARES OF VODAFONE GROUP PLC COMMON	08/25/2010	06/01/2009	1,148.98	962.00	186.98
40.000000 SHARES OF AT&T INC COMMON	08/25/2010	05/21/2009	1,058.78	948.40	110.38
15 SHARES OF SUNCOR ENERGY, INC	09/14/2010	06/19/2009	493.05	454.35	38.70
70.000000 SHARES OF ORACLE SYS CORP COMMON	09/14/2010	05/21/2009	1,775.17	1,300.60	474.57
927.55 SHARES OF INVESCO INTERNATIONAL GROWTH FUND CL I FUND	09/20/2010	02/12/2009	24,042.10	16,501.11	7,540.99
149.779 SHARES OF INVESCO INTERNATIONAL GROWTH FUND CL I FUND	09/20/2010	08/28/2009	3,882.27	3,420.96	461.31
1255.357 SHARES OF ARTISAN MID CAP VALUE #1464 CLD TO NEW INV EFF 7/10/2009	09/20/2010	05/21/2009	23,412.41	17,575.00	5,837.41
48.398 SHARES OF ARTISAN MID CAP VALUE #1464 CLD TO NEW INV EFF 7/10/2009	09/20/2010	06/01/2009	902.62	725.00	177.62
228.058 SHARES OF ARTISAN MID CAP VALUE #1464 CLD TO NEW INV EFF 7/10/2009	09/20/2010	06/19/2009	4,253.28	3,300.00	953.28
176.18 SHARES OF ARTISAN MID CAP VALUE #1464 CLD TO NEW INV EFF 7/10/2009	09/20/2010	08/28/2009	3,285.76	2,878.78	406.98
1148.478 SHARES OF DODGE & COX INCOME FUND #147	09/20/2010	05/21/2009	15,447.03	14,034.40	1,412.63
28.884 SHARES OF DODGE & COX INCOME FUND #147	09/20/2010	08/28/2009	388.49	370.00	18.49
5.418 SHARES OF DODGE & COX INCOME FUND #147	09/20/2010	09/10/2009	72.87	70.00	2.87
497.75 SHARES OF FEDERATED HIGH YIELD BOND INST CL FUND # 900	09/20/2010	08/28/2009	4,912.79	4,425.00	487.79
2.235 SHARES OF FEDERATED HIGH YIELD BOND INST CL FUND # 900	09/20/2010	09/10/2009	22.06	20.00	2.06
636.1 SHARES OF PIMCO COMMODITY REAL RETURN STRATEGY	09/20/2010	06/01/2009	5,101.52	4,834.36	267.16

INST CL FUND # 45					
1680.498 SHARES OF	09/20/2010	06/19/2009	13,477.59	12,150.00	1,327.59
PIMCO COMMODITY REAL RETURN STRATEGY					
INST CL FUND # 45					
2441.035 SHARES OF	09/20/2010	09/10/2009	33,954.80	27,266.36	6,688.44
TCW GROWTH EQUITIES FUND CL I					
15 SHARES OF	09/17/2010	06/01/2009	267.60	210.30	57.30
COMCAST CORP CLASS A					
21 SHARES OF	09/17/2010	05/30/2002	725.75	478.02	247.73
THE WALT DISNEY COMPANY COMMON					
100 SHARES OF	09/17/2010	06/24/2002	3,455.94	1,886.70	1,569.24
THE WALT DISNEY COMPANY COMMON					
57 SHARES OF	09/17/2010	05/21/2009	1,683.75	1,696.88	13.13
CVS CAREMARK CORP COMMON					
82 SHARES OF	09/17/2010	08/29/2007	2,566.56	2,618.26	51.70
KRAFT FOODS INC-A COMMON					
45 SHARES OF	09/17/2010	05/21/2009	2,983.01	2,314.80	668.21
PEPSICO INC COMMON					
45 SHARES OF	09/17/2010	05/21/2009	3,524.35	2,905.20	619.15
CHEVRON CORP COMMON					
43 SHARES OF	09/17/2010	08/29/2007	2,382.16	3,409.90	1,027.74
CONOCOPHILLIPS					
20 SHARES OF	09/17/2010	09/10/2009	1,107.98	921.60	186.38
CONOCOPHILLIPS					
63 SHARES OF	09/17/2010	05/21/2009	3,701.20	3,302.45	398.75
SCHLUMBERGER LTD COMMON					
69 SHARES OF	09/17/2010	07/13/2009	2,773.07	2,386.07	387.00
J P MORGAN CHASE & CO COMMON					
30 SHARES OF	09/17/2010	05/21/2009	1,585.77	1,182.89	402.88
THE TRAVELERS COMPANIES INC COMMON					
40 SHARES OF	09/17/2010	05/30/2002	1,041.99	1,044.60	2.61
WELLS FARGO & CO COMMON					
25 SHARES OF	09/17/2010	06/01/2009	651.24	644.25	6.99
WELLS FARGO & CO COMMON					
20 SHARES OF	09/17/2010	09/10/2009	520.99	550.20	29.21
WELLS FARGO & CO COMMON					
72 SHARES OF	09/17/2010	05/21/2009	3,718.74	3,103.92	614.82
ABBOTT LABORATORIES COMMON					
69 SHARES OF	09/17/2010	06/19/2009	3,102.19	3,533.31	431.12
BAXTER INTERNATIONAL INC COMMON					
48 SHARES OF	09/17/2010	05/30/2002	2,938.99	2,949.12	10.13
JOHNSON & JOHNSON COMMON					
87 SHARES OF	09/17/2010	08/29/2007	2,907.50	4,600.99	1,693.49
MEDTRONIC INC COMMON					
5 SHARES OF	09/17/2010	09/10/2009	167.09	195.15	28.06
MEDTRONIC INC COMMON					
94 SHARES OF	09/17/2010	06/19/2009	3,402.74	2,449.63	953.11
MERCK & CO INC COMMON					
25 SHARES OF	09/17/2010	10/01/2008	902.99	1,105.00	202.01
AVERY DENNISON CORP. COMMON					
10 SHARES OF	09/17/2010	09/10/2009	361.19	314.10	47.09
AVERY DENNISON CORP. COMMON					
178 SHARES OF	09/17/2010	06/24/2002	2,874.67	5,129.96	2,255.29
GENERAL ELECTRIC COMPANY COMMON					
97 SHARES OF	09/17/2010	05/21/2009	3,923.73	2,383.27	1,540.46
PALL CORPORATION COMMON					
41 SHARES OF	09/17/2010	05/30/2002	895.84	659.69	236.15
CISCO SYSTEMS COMMON					
100 SHARES OF	09/17/2010	06/24/2002	2,184.96	1,355.00	829.96
CISCO SYSTEMS COMMON					
103 SHARES OF	09/17/2010	10/01/2008	1,746.86	1,586.19	160.67
CORNING INC COMMON					
36 SHARES OF	09/17/2010	06/03/2009	1,422.70	1,274.12	148.58
HEWLETT PACKARD COMPANY COMMON					
15 SHARES OF	09/17/2010	06/24/2002	280.50	281.70	1.20

INTEL COMMON					
150 SHARES OF	09/17/2010	07/21/2006	2,804.96	2,580.00	224.96
INTEL COMMON					
19 SHARES OF	09/17/2010	05/21/2009	2,470.33	1,946.26	522.07
INTERNATIONAL BUSINESS MACHINES					
COMMON					
200 SHARES OF	09/17/2010	05/21/2009	5,031.91	3,951.98	1,079.93
MICROSOFT CORP COMMON					
5 SHARES OF	09/17/2010	09/10/2009	125.80	124.35	1.45
MICROSOFT CORP COMMON					
39 SHARES OF	09/17/2010	05/21/2009	1,052.59	724.62	327.97
ORACLE SYS CORP COMMON					
75 SHARES OF	09/17/2010	05/21/2009	2,100.72	1,778.25	322.47
AT&T INC COMMON					
350 SHARES OF	09/17/2010	06/19/2009	12,995.31	10,418.83	2,576.48
ISHARES MSCI EAFE SMALL CAP INDEX FUND					
90 SHARES OF	09/17/2010	08/28/2009	9,587.88	9,104.40	483.48
ISHARES LEHMAN CREDIT BOND FUND					
30 SHARES OF	09/17/2010	08/28/2009	2,517.26	1,986.74	530.52
BERKSHIRE HATHAWAY INC DEL CL B					
COMMON					
20 SHARES OF	09/17/2010	05/21/2009	2,494.75	1,866.80	627.95
SPDR GOLD TRUST					
128 SHARES OF	09/17/2010	05/21/2009	2,629.07	2,028.80	600.27
ABB LTD SPONS ADR					
4 SHARES OF	09/17/2010	05/21/2009	1,935.04	1,590.88	344.16
GOOGLE INC COMMON					
35 SHARES OF	09/17/2010	06/01/2009	881.98	673.40	208.58
VODAFONE GROUP PLC COMMON					
106 SHARES OF	09/17/2010	05/21/2009	2,904.35	2,499.48	404.87
UNILEVER PLC-SPONSORED ADR					
22.371 SHARES OF	11/18/2010	06/01/2009	385.45	300.00	85.45
BB&T SPECIAL OPPORTUNITIES CL I FUND #					
0321					
152.591 SHARES OF	11/18/2010	06/19/2009	2,629.15	2,020.31	608.84
BB&T SPECIAL OPPORTUNITIES CL I FUND #					
0321					
58.427 SHARES OF	11/18/2010	08/28/2009	1,006.70	842.52	164.18
BB&T SPECIAL OPPORTUNITIES CL I FUND #					
0321					
55.486 SHARES OF	11/18/2010	08/31/2009	956.02	792.90	163.12
BB&T SPECIAL OPPORTUNITIES CL I FUND #					
0321					
127.269 SHARES OF	11/18/2010	08/31/2009	2,192.84	1,818.67	374.17
BB&T SPECIAL OPPORTUNITIES CL I FUND #					
0321					
2.105 SHARES OF	11/18/2010	09/05/2007	44.88	50.11	5.23-
LAZARD EMERGING MKTS PORTFOLIO INST					
CLASS FUND # 638					
1.356 SHARES OF	11/18/2010	09/05/2007	28.91	32.29	3.38-
LAZARD EMERGING MKTS PORTFOLIO INST					
CLASS FUND # 638					
1.166 SHARES OF	11/18/2010	09/05/2007	24.86	27.77	2.91-
LAZARD EMERGING MKTS PORTFOLIO INST					
CLASS FUND # 638					
36.862 SHARES OF	11/18/2010	09/06/2007	785.90	888.74	102.84-
LAZARD EMERGING MKTS PORTFOLIO INST					
CLASS FUND # 638					
22.888 SHARES OF	11/18/2010	09/06/2007	487.97	551.82	63.85-
LAZARD EMERGING MKTS PORTFOLIO INST					
CLASS FUND # 638					
4.653 SHARES OF	11/18/2010	09/06/2007	99.20	112.18	12.98-
LAZARD EMERGING MKTS PORTFOLIO INST					
CLASS FUND # 638					
2.702 SHARES OF	11/18/2010	12/27/2007	57.61	64.40	6.79-
LAZARD EMERGING MKTS PORTFOLIO INST					

CLASS FUND # 638					
6.061 SHARES OF	11/18/2010	12/27/2007	129.22	144.43	15.21-
LAZARD EMERGING MKTS PORTFOLIO INST					
CLASS FUND # 638					
3.987 SHARES OF	11/18/2010	12/27/2007	85.00	95.00	10.00-
LAZARD EMERGING MKTS PORTFOLIO INST					
CLASS FUND # 638					
3.449 SHARES OF	11/18/2010	12/27/2007	73.53	82.19	8.66-
LAZARD EMERGING MKTS PORTFOLIO INST					
CLASS FUND # 638					
265.993 SHARES OF	11/18/2010	06/01/2009	5,670.97	3,950.00	1,720.97
LAZARD EMERGING MKTS PORTFOLIO INST					
CLASS FUND # 638					
5.056 SHARES OF	11/18/2010	06/15/2009	107.79	71.74	36.05
LAZARD EMERGING MKTS PORTFOLIO INST					
CLASS FUND # 638					
5.782 SHARES OF	11/18/2010	06/15/2009	123.27	82.04	41.23
LAZARD EMERGING MKTS PORTFOLIO INST					
CLASS FUND # 638					
49.583 SHARES OF	11/18/2010	06/19/2009	1,057.12	693.67	363.45
LAZARD EMERGING MKTS PORTFOLIO INST					
CLASS FUND # 638					
231.67 SHARES OF	11/18/2010	08/28/2009	4,939.21	3,760.00	1,179.21
LAZARD EMERGING MKTS PORTFOLIO INST					
CLASS FUND # 638					
289.111 SHARES OF	12/03/2010	05/21/2009	5,053.66	3,703.51	1,350.15
BB&T SPECIAL OPPORTUNITIES CL I FUND #					
0321					
92.877 SHARES OF	12/03/2010	06/19/2009	1,623.49	1,229.69	393.80
BB&T SPECIAL OPPORTUNITIES CL I FUND #					
0321					
** TOTAL LONG TERM CAPITAL GAIN (LOSS)			395,826.22	360,101.69	35,724.53
** SHORT TERM CAPITAL GAINS DIVIDENDS					
1716.571 BASIS SHARES OF					25.75
FIDELITY ADVISOR STRATEGIC INC FD CLASS I					
FUND 648					
2020.179 BASIS SHARES OF					68.69
VANGUARD GNMA FUND #36 CL INV					
3901.176 BASIS SHARES OF					547.18
PIMCO FOREIGN BOND (US DOLLAR HEDGED)					
FUND CLASS I #103					
11207.447 BASIS SHARES OF					1,695.57
BB&T TOTAL RETURN BOND CL I FUND # 0342					
** TOTAL SHORT TERM CAPITAL GAINS			0.00	0.00	2,337.19
DIVIDENDS					
** LONG TERM CAPITAL GAINS DIVIDENDS					
2020.179 BASIS SHARES OF					20.20
VANGUARD GNMA FUND #36 CL INV					
3901.176 BASIS SHARES OF					271.25
PIMCO FOREIGN BOND (US DOLLAR HEDGED)					
FUND CLASS I #103					
1720.232 BASIS SHARES OF					374.32
GOLDMAN SACHS GROWTH OPPORTUNITY					
FUND CLASS I #1132					
11207.447 BASIS SHARES OF					708.65
BB&T TOTAL RETURN BOND CL I FUND # 0342					
1313.236 BASIS SHARES OF					128.37

BB&T SPECIAL OPPORTUNITIES CL I FUND #
0321

** TOTAL LONG TERM CAPITAL GAINS	0.00	0.00	1,502.79
DIVIDENDS			

SUMMARY

Description	Amount
** SUMMARY OF CAPITAL GAINS AND LOSSES **	
TOTAL SHORT TERM CAPITAL GAIN (LOSS)	26,989.73
TOTAL SHORT TERM CAPITAL GAINS DIVIDENDS	2,337.19
NET SHORT TERM CAPITAL GAIN (LOSS)	29,326.92
 TOTAL LONG TERM CAPITAL GAIN (LOSS)	 35,724.53
TOTAL LONG TERM CAPITAL GAINS DIVIDENDS	1,502.79
TOTAL 28% RATE CAPITAL GAINS DIVIDENDS	0.00
TOTAL SEC 1250 CAPITAL GAINS DIVIDENDS	0.00
TOTAL SEC 1202 CAPITAL GAINS DIVIDENDS	0.00
NET LONG TERM CAPITAL GAIN (LOSS)	37,227.32
 NET CAPITAL GAIN (LOSS)	 66,554.24
 TOTAL GAIN/LOSS FROM SALES WITH UNKNOWN COST/ACQUISITION DATE	 0.00

Depreciation and Amortization 990
 (Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2010
 Attachment
 Sequence No **67**

SHENANDOAH AREA COUNCIL, BOY SCOUTS OF AMERICA

Business or activity to which this form relates

Identifying number

FORM 990 PAGE 10

54-0505874

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2009 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2011 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	54,179.

Part III MACRS Depreciation (Do not include listed property) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2010	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B - Assets Placed in Service During 2010 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property	/		27.5 yrs	MM	S/L	
	/		27.5 yrs	MM	S/L	
i Nonresidential real property	/		39 yrs	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2010 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year	/		40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return Partnerships and S corporations - see instr	22	54,179.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

SHENANDOAH AREA COUNCIL, BOY SCOUTS OF

Form 4562 (2010)

AMERICA

54-0505874 Page 2

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? ☐ **Yes** ☐ **No** **24b** If "Yes," is the evidence written? ☐ **Yes** ☐ **No**

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
--	-------------------------------------	--	-------------------------------	--	---------------------------	------------------------------	----------------------------------	---------------------------------------

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use

25

26 Property used more than 50% in a qualified business use

		%						
		%						
		%						

27 Property used 50% or less in a qualified business use

		%				S/L -		
		%				S/L -		
		%				S/L -		

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1

28

29 Add amounts in column (i), line 26. Enter here and on line 7, page 1

29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (do not include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are **not** more than 5% owners or related persons

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
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42 Amortization of costs that begins during your 2010 tax year:

43 Amortization of costs that began before your 2010 tax year

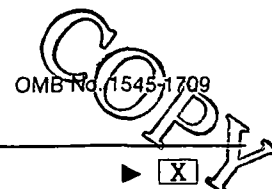
43

44 **Total.** Add amounts in column (f). See the instructions for where to report

44

Application for Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**



- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization SHENANDOAH AREA COUNCIL, BOY SCOUTS OF AMERICA	Employer identification number 54-0505874
	Number, street, and room or suite no. If a P.O. box, see instructions. 107 YOUTH DEVELOPMENT COURT	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WINCHESTER, VA 22602	

Enter the Return code for the return that this application is for (file a separate application for each return)

01

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

OFFICE MANAGER

- The books are in the care of ► **107 YOUTH DEVELOPMENT COURT - WINCHESTER, VA 22602**
Telephone No. ► **(540) 662-2551** FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2010** or
► ☐ tax year beginning , and ending

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Paperwork Reduction Act Notice, see Instructions.**

Form **8868** (Rev. 1-2011)