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

**2010**

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

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

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

Name of foundation **FLIPPEN, T/F ST. JUDE 59-7906334** A Employer identification number **58-1951769**

Number and street (or P O box number if mail is not delivered to street address) **P.O. BOX 1908** Room/suite B Telephone number (see page 10 of the instructions) **(901) 415-6409**

City or town, state, and ZIP code **ORLANDO, FL 32802-1908** C If exemption application is pending, check here   
D 1 Foreign organizations, check here   
2 Foreign organizations meeting the 85% test, check here and attach computation

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **3,167,749.** J Accounting method:  Cash  Accrual  Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis.) E If private foundation status was terminated under section 507(b)(1)(A), check here   
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	78,795	80,060		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	18,917			
b Gross sales price for all assets on line 6a <b>1,350,045.</b>				
7 Capital gain net income (from Part IV, line 2)		18,924		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	97,712	98,984		
13 Compensation of officers, directors, trustees, etc.	33,334	16,667		16,667
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	477	222		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) <b>STMT 3</b>	7	7		
24 Total operating and administrative expenses. Add lines 13 through 23	33,818	16,896		16,667
25 Contributions, gifts, grants paid	158,152			158,152
26 Total expenses and disbursements. Add lines 24 and 25	191,970	16,896		174,819
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-94,258			
b Net investment income (if negative, enter -0-)		82,088		
c Adjusted net income (if negative, enter -0-)				

ENVELOPE RETURN DATE MAY 05 2011

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .				
	2	Savings and temporary cash investments . . . . .		77,314.	203,443.	203,443.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U S and state government obligations (attach schedule).				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule)				
	12	Investments - mortgage loans . . . . .				
	13	Investments - other (attach schedule) . . . . . STMT 4		2,801,878.	2,580,739.	2,964,306.
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule)				
15	Other assets (describe ▶ )					
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .		2,879,192.	2,784,182.	3,167,749.	
Liabilities	17	Accounts payable and accrued expenses . . . . .				
	18	Grants payable . . . . .				
	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶ )				
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .					
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>					
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/></b>					
	27	Capital stock, trust principal, or current funds . . . . .		2,879,192.	2,784,182.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .		2,879,192.	2,784,182.		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .		2,879,192.	2,784,182.		

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1 2,879,192.
2	Enter amount from Part I, line 27a . . . . .	2 -94,258.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3 . . . . .	4 2,784,934.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5 752.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6 2,784,182.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	18,924.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.			}	3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	151,688.	2,780,016.	0.05456371474
2008	200,847.	3,233,941.	0.06210595679
2007	170,913.	3,625,628.	0.04714024715
2006	164,378.	3,483,052.	0.04719366808
2005	157,086.	3,337,557.	0.04706616247
2 Total of line 1, column (d)			2 0.25806974923
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.05161394985
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 2,976,796.
5 Multiply line 4 by line 3			5 153,644.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 821.
7 Add lines 5 and 6			7 154,465.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18.			8 174,819.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter. _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	821.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	821.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	821.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	689.
b	Exempt foreign organizations-tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	689.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> PAID BY EFTPS	9	132.
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	
11	Enter the amount of line 10 to be <b>Credited to 2011 estimated tax</b> Refunded	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		N/A
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) . . . . .	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>SUNTRUST BANK</u> Telephone no ▶ <u>(888) 942-3272</u> Located at ▶ <u>PO BOX 1908, ORLANDO, FL</u> ZIP + 4 ▶ <u>32802-1908</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ <u>15</u>			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? . . . . . <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? . . . . .	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions) . . . . .	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010) . . . . .	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? . . . . .	4b	X

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

- 5a During the year did the foundation pay or incur any amount to:
  - (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
  - (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No
  - (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
  - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)  Yes  No
  - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No
- b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?  Yes  No  
Organizations relying on a current notice regarding disaster assistance check here
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
If "Yes" to 6b, file Form 8870. 6b X
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No
- b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No 7b N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		33,334.	-0-	-0-

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

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

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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
<b>Total number of others receiving over \$50,000 for professional services . . . . .</b>		<b>NONE</b>

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

Expenses

1 NONE	
2	
3	
4	

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

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

Amount

1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
<b>Total. Add lines 1 through 3 . . . . .</b>	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	2,846,931.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	175,197.
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	3,022,128.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	3,022,128.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	45,332.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	2,976,796.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	148,840.

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	148,840.
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	821.
<b>b</b>	Income tax for 2010. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	821.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	148,019.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	148,019.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	148,019.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	174,819.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	174,819.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	<b>5</b>	821.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	173,998.

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				148,019.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			97,345.	
b Total for prior years 20 08, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2010-				
a From 2005	NONE			
b From 2006	NONE			
c From 2007	NONE			
d From 2008	NONE			
e From 2009	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 174,819.				
a Applied to 2009, but not more than line 2a			97,345.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				77,474.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE	
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				70,545.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9-				
a Excess from 2006	NONE			
b Excess from 2007	NONE			
c Excess from 2008	NONE			
d Excess from 2009	NONE			
e Excess from 2010	NONE			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed
b 85% of line 2a
c Qualifying distributions from Part XII, line 4 for each year listed
d Amounts included in line 2c not used directly for active conduct of exempt activities
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c
3 Complete 3a, b, or c for the alternative test relied upon:
a "Assets" alternative test - enter
(1) Value of all assets
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed
c "Support" alternative test - enter
(1) Total support other than gross investment income
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)
(3) Largest amount of support from an exempt organization
(4) Gross investment income

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

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
NONE
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
NONE
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.
a The name, address, and telephone number of the person to whom applications should be addressed.
b The form in which applications should be submitted and information and materials they should include.
c Any submission deadlines:
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

**Part XV** Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a <i>Paid during the year</i></p> <p>SEE STATEMENT 8</p>				
<b>Total</b> .....				▶ 3a 158,152.
<p>b <i>Approved for future payment</i></p>				
<b>Total</b> .....				▶ 3b



Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content is N/A.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content is N/A.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge. Signature of officer or trustee: [Signature], Date: 04/15/2011, Title: TRUSTEE

Paid Preparer Use Only Print/Type preparer's name: JEFFREY E. KUHLIN, Preparer's signature: [Signature], Date: 04/15/2011, Check self-employed: [ ], PTIN: P00353001, Firm's name: KPMG LLP, Firm's EIN: 13-5565207, Firm's address: 100 WESTMINSTER ST, 6TH FL, SUITE A, PROVIDENCE, RI 02903-9605, Phone no: 888-942-3272

**SCHEDULE D  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

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

OMB No 1545-0092

**2010**

Name of estate or trust

FLIPPEN, T/F ST. JUDE 59-7906334

Employer identification number

58-1951769

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	<b>1b</b>	22,596.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	<b>2</b>	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>3</b>	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet . . . . .	<b>4</b>	( )
5 <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back . . . . . ▶	<b>5</b>	22,596.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			10,962.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	<b>6b</b>	-14,975.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	<b>7</b>	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>8</b>	
9 Capital gain distributions . . . . .	<b>9</b>	341.
10 Gain from Form 4797, Part I . . . . .	<b>10</b>	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet . . . . .	<b>11</b>	( )
12 <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back . . . . . ▶	<b>12</b>	-3,672.

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

Schedule D (Form 1041) 2010

<b>Part III Summary of Parts I and II</b> <i>Caution: Read the instructions before completing this part.</i>		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
<b>13</b>	Net short-term gain or (loss) . . . . .	<b>13</b>		22,596.
<b>14</b>	Net long-term gain or (loss):			
a	Total for year . . . . .	<b>14a</b>		-3,672.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.) . . . . .	<b>14b</b>		
c	28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	Total net gain or (loss). Combine lines 13 and 14a . . . . . ▶	<b>15</b>		18,924.

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

**Part IV Capital Loss Limitation**

<b>16</b>	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000 . . . . .	<b>16</b>	( )
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**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

**Part V Tax Computation Using Maximum Capital Gains Rates**

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

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

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

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

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>	
<b>18</b>	Enter the smaller of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>	
<b>19</b>	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .	<b>19</b>	
<b>20</b>	Add lines 18 and 19 . . . . .	<b>20</b>	
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . . . ▶	<b>21</b>	
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	<b>22</b>	
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	<b>23</b>	
<b>24</b>	Enter the smaller of the amount on line 17 or \$2,300 . . . . .	<b>24</b>	
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23 . . . . .	<b>25</b>	
<b>26</b>	Subtract line 25 from line 24 . . . . .	<b>26</b>	
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22 . . . . .	<b>27</b>	
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>	
<b>29</b>	Subtract line 28 from line 27 . . . . .	<b>29</b>	
<b>30</b>	Multiply line 29 by 15% (.15) . . . . .	<b>30</b>	
<b>31</b>	Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>31</b>	
<b>32</b>	Add lines 30 and 31 . . . . .	<b>32</b>	
<b>33</b>	Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>33</b>	
<b>34</b>	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .	<b>34</b>	

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

Department of the Treasury  
Internal Revenue Service

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

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

OMB No 1545-0092

**2010**

Name of estate or trust: **FLIPPEN, T/F ST. JUDE 59-7906334** Employer identification number: **58-1951769**

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 100. BERKLEY W R CORP COM	06/30/2009	01/19/2010	2,478.00	2,161.00	317.00
58. INTERNATIONAL BUSINESS MACHS COR COM	06/30/2009	01/19/2010	7,705.00	6,143.00	1,562.00
246. TARGET CORP COM	09/28/2009	02/09/2010	12,108.00	11,190.00	918.00
60. GILEAD SCIENCES INC COM	06/30/2009	03/01/2010	2,847.00	2,831.00	16.00
191. SCHWAB CHARLES CORP NEW COM	06/30/2009	03/01/2010	3,482.00	3,386.00	96.00
41. UNION PACIFIC CORP COM	06/30/2009	03/01/2010	2,756.00	2,175.00	581.00
32. UNITED PARCEL SVC INC CL B	06/30/2009	03/01/2010	1,884.00	1,611.00	273.00
55. DEVON ENERGY CORP COM	06/30/2009	03/11/2010	3,964.00	3,087.00	877.00
55. HARRIS CORP DEL COM COM	06/30/2009	04/29/2010	2,875.00	1,574.00	1,301.00
221. QUALCOMM CORP COM STK	06/30/2009	04/29/2010	8,620.00	9,974.00	-1,354.00
33. EXXON MOBIL CORP	06/30/2009	05/04/2010	2,186.00	2,338.00	-152.00
39. FLUOR CORP COM	11/20/2009	05/07/2010	1,808.00	1,723.00	85.00
89. MCDONALDS CORP COM	06/30/2009	05/07/2010	6,105.00	5,149.00	956.00
458.314 ALLIANZ NFJ SMALL-CAP VALUE-I	07/20/2009	05/10/2010	12,187.00	9,127.00	3,060.00
68. AMGEN INC	06/30/2009	05/10/2010	3,788.00	3,594.00	194.00
53. APACHE CORP COM	06/30/2009	05/10/2010	5,206.00	3,896.00	1,310.00
515. BANK OF AMERICA CORP COM	10/28/2009	05/10/2010	8,868.00	8,426.00	442.00
274. CISCO SYSTEMS COM STK	06/30/2009	05/10/2010	7,212.00	5,203.00	2,009.00
118. COACH INC COM	09/28/2009	05/10/2010	4,787.00	3,846.00	941.00
80. EXPRESS SCRIPTS INC CL-A	06/30/2009	05/10/2010	8,250.00	5,497.00	2,753.00
56. FREEPORT-MCMORAN COPPER & GOLD I CL B COM	06/30/2009	05/10/2010	4,049.00	2,869.00	1,180.00
72. KOHL'S CORP COM STK	06/30/2009	05/10/2010	4,014.00	3,126.00	888.00
176. MORGAN STANLEY DEAN WITTER DISCOVER & CO	09/01/2009	05/10/2010	5,109.00	5,023.00	86.00
162. NUCOR CORP COM	08/17/2009	05/10/2010	7,486.00	7,639.00	-153.00

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

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

Schedule D-1 (Form 1041) 2010

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

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

OMB No 1545-0092

**2010**

Department of the Treasury  
Internal Revenue Service

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

Name of estate or trust <b>FLIPPEN, T/F ST. JUDE 59-7906334</b>	Employer identification number <b>58-1951769</b>
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**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 93. OCCIDENTAL PETE CORP COM	09/29/2009	05/10/2010	7,842.00	7,292.00	550.00
170. ORACLE CORPORATION COM	06/30/2009	05/10/2010	4,138.00	3,682.00	456.00
47. PRAXAIR INC COM	06/30/2009	05/10/2010	3,790.00	3,399.00	391.00
82. PROCTER & GAMBLE CO COM	06/30/2009	05/10/2010	5,120.00	4,267.00	853.00
113.797 T ROWE PRICE REAL ESTATE FD	07/20/2009	05/10/2010	1,878.00	1,097.00	781.00
87. UNITED TECHNOLOGIES CORP COM	06/30/2009	05/10/2010	6,333.00	4,557.00	1,776.00
49. VISA INC CL A COM	05/26/2009	05/10/2010	4,238.00	3,250.00	988.00
28. WALMART STORES INC COM	06/30/2009	05/10/2010	1,462.00	1,370.00	92.00
391. HALLIBURTON CO COM	09/29/2009	06/08/2010	8,817.00	10,194.00	-1,377.00
271. MICROSOFT CORP COM	06/30/2009	06/08/2010	6,719.00	6,539.00	180.00
95. MONSANTO CO NEW COM	09/29/2009	08/17/2010	5,610.00	7,356.00	-1,746.00
96. TRANSOCEAN LTD CHF15 SHS	09/29/2009	09/28/2010	6,053.00	8,237.00	-2,184.00
370. ADOBE SYS INC COM	06/08/2010	10/08/2010	9,986.00	11,440.00	-1,454.00
45. AMAZON COM INC COM	05/10/2010	10/14/2010	7,004.00	5,730.00	1,274.00
120.104 ABERDEEN EQUITY LONG SHORT-I	05/12/2010	10/25/2010	1,384.00	1,348.00	36.00
35. BANK OF AMERICA CORP COM	10/28/2009	10/25/2010	401.00	531.00	-130.00
15. HARTFORD FINANCIAL SVCS GROUP IN COM	04/29/2010	10/25/2010	367.00	444.00	-77.00
10. PARKER HANNIFIN CORP COM	05/10/2010	10/25/2010	768.00	671.00	97.00
725.771 PIMCO COMMODITY REALRTN STRATEGY-I	05/12/2010	10/25/2010	6,358.00	5,734.00	624.00
1372.943 RIDGEWORTH FD-INTL EQTY INDEX #RGD8	05/12/2010	10/25/2010	18,329.00	16,173.00	2,156.00
367.953 SENTINEL SMALL CO-I	05/12/2010	10/25/2010	2,660.00	2,590.00	70.00
25. WILLIAMS COMPANIES INC DELAWARE	03/01/2010	10/25/2010	530.00	551.00	-21.00
100. PARKER HANNIFIN CORP COM	05/10/2010	11/03/2010	7,740.00	6,227.00	1,513.00
50000. FED FARM CR BK 2.550% 11/18/13	11/20/2009	11/18/2010	50,000.00	50,438.00	-438.00

**1b Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . . **22,596.00**

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. Schedule D-1 (Form 1041) 2010

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

Employer identification number

FLIPPEN, T/F ST. JUDE 59-7906334

58-1951769

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

(a) Description of property (Example- 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 100000. FED HOME LN BK 5.050% 1/07/15	05/27/2008	01/14/2010	100,000.00	102,050.00	-2,050.00
361. BERKLEY W R CORP COM	11/07/2007	01/19/2010	8,946.00	11,243.00	-2,297.00
210. INTERNATIONAL BUSINESS MACHS COR COM	05/22/2007	01/19/2010	27,896.00	22,419.00	5,477.00
60000. FED HOME LN MTG CORP 5.100% 4/20/12	12/09/2008	01/20/2010	60,000.00	61,773.00	-1,773.00
250. TARGET CORP COM	11/07/2007	02/09/2010	12,305.00	15,460.00	-3,155.00
216. GILEAD SCIENCES INC COM	11/17/2008	03/01/2010	10,249.00	10,041.00	208.00
685. SCHWAB CHARLES CORP NEW COM	01/28/2009	03/01/2010	12,489.00	10,815.00	1,674.00
183. UNION PACIFIC CORP COM	09/16/2008	03/01/2010	12,301.00	13,660.00	-1,359.00
198. DEVON ENERGY CORP COM	02/27/2009	03/11/2010	14,271.00	8,769.00	5,502.00
197. HARRIS CORP DEL COM COM	05/22/2007	04/29/2010	10,297.00	9,785.00	512.00
224. QUALCOMM CORP COM STK	11/10/2008	04/29/2010	8,737.00	7,891.00	846.00
271. EXXON MOBIL CORP	08/30/2002	05/04/2010	17,955.00	9,585.00	8,370.00
50000. FED FARM CR BK 5.300% 5/07/14	05/02/2007	05/07/2010	50,000.00	50,000.00	
320. MCDONALDS CORP COM	05/22/2007	05/07/2010	21,950.00	16,835.00	5,115.00
259. ABB LTD SPONS ADR	07/08/2008	05/10/2010	4,799.00	6,999.00	-2,200.00
173. AT & T INC COM	05/22/2007	05/10/2010	4,451.00	7,027.00	-2,576.00
163. ABBOTT LABS COM	02/20/2008	05/10/2010	8,091.00	8,935.00	-844.00
2427.162 ALLIANZ NFJ SMALL-CAP VALUE-I	02/02/2009	05/10/2010	64,538.00	70,663.00	-6,125.00
18. AMGEN INC	03/30/2009	05/10/2010	1,003.00	901.00	102.00
24. APACHE CORP COM	11/07/2007	05/10/2010	2,358.00	2,518.00	-160.00
40. APPLE COMPUTER COM	01/08/2008	05/10/2010	10,139.00	7,198.00	2,941.00
190. BANK OF NEW YORK MELLON CORP COM	02/07/2008	05/10/2010	5,955.00	8,729.00	-2,774.00
204. CVS CORP COM	05/22/2007	05/10/2010	7,328.00	7,695.00	-367.00
159. CHEVRONTEXACO CORP COM	11/07/2007	05/10/2010	12,696.00	13,400.00	-704.00
133. CISCO SYSTEMS COM STK	11/07/2007	05/10/2010	3,501.00	4,470.00	-969.00

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

Schedule D-1 (Form 1041) 2010

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

Employer identification number

FLIPPEN, T/F ST. JUDE 59-7906334

58-1951769

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

(a) Description of property (Example- 100 sh 7% preferred of "Z" Co )	(b) Date acquired (mo, day, yr )	(c) Date sold (mo, day, yr )	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 221. WALT DISNEY CO	05/22/2007	05/10/2010	7,819.00	7,936.00	-117.00
318. E M C CORP MASS COM	05/15/2008	05/10/2010	5,972.00	5,604.00	368.00
111. EMERSON ELEC CO COM	11/07/2007	05/10/2010	5,605.00	5,444.00	161.00
146. EXELON CORPORATION COM	11/07/2007	05/10/2010	6,187.00	11,561.00	-5,374.00
27. EXPRESS SCRIPTS INC CL-A	11/07/2007	05/10/2010	2,784.00	1,742.00	1,042.00
3. FREEPORT-MCMORAN COPPER & GOLD I CL B COM	10/10/2008	05/10/2010	217.00	104.00	113.00
315. GENERAL ELEC CO COM	05/22/2007	05/10/2010	5,705.00	11,822.00	-6,117.00
32. GOLDMAN SACHS GROUP INC COM	06/26/2008	05/10/2010	4,672.00	7,055.00	-2,383.00
18. GOOGLE INC CL A COM	11/07/2007	05/10/2010	9,317.00	9,651.00	-334.00
159. HALLIBURTON CO COM	07/10/2008	05/10/2010	4,330.00	7,475.00	-3,145.00
235. HEWLETT PACKARD COM	11/07/2007	05/10/2010	11,653.00	11,286.00	367.00
243. HOME DEPOT INC COM	09/30/2008	05/10/2010	8,529.00	6,075.00	2,454.00
341. INTEL CORP COM	11/07/2007	05/10/2010	7,587.00	8,188.00	-601.00
285. J P MORGAN CHASE & CO	11/07/2007	05/10/2010	12,138.00	12,329.00	-191.00
181. JOHNSON & JOHNSON COM	01/28/2008	05/10/2010	11,654.00	11,393.00	261.00
25. KOHL'S CORP COM STK	02/27/2009	05/10/2010	1,394.00	880.00	514.00
188. MERCK & CO INC NEW COM	11/07/2007	05/10/2010	6,471.00	9,620.00	-3,149.00
331. MICROSOFT CORP COM	06/16/2003	05/10/2010	9,602.00	8,290.00	1,312.00
72. MONSANTO CO NEW COM	07/10/2008	05/10/2010	4,288.00	8,558.00	-4,270.00
7. OCCIDENTAL PETE CORP COM	09/10/2008	05/10/2010	590.00	487.00	103.00
85. ORACLE CORPORATION COM	11/07/2007	05/10/2010	2,069.00	1,907.00	162.00
149. PEPSICO INC COM	11/07/2007	05/10/2010	9,862.00	10,394.00	-532.00
14. PRAXAIR INC COM	10/10/2008	05/10/2010	1,129.00	830.00	299.00
34. PROCTER & GAMBLE CO COM	10/28/2004	05/10/2010	2,123.00	1,731.00	392.00
2636.705 T ROWE PRICE REAL ESTATE FD	11/24/2008	05/10/2010	43,506.00	46,436.00	-2,930.00

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

Schedule D-1 (Form 1041) 2010

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

Employer identification number

FLIPPEN, T/F ST. JUDE 59-7906334

58-1951769

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

(a) Description of property (Example. 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 166. TEXAS INSTRS INC COM	07/18/2006	05/10/2010	4,253.00	4,578.00	-325.00
83. THERMO ELECTRON CORP	07/24/2008	05/10/2010	4,427.00	4,905.00	-478.00
112. TRAVELERS COS INC/THE COM	11/07/2007	05/10/2010	5,593.00	4,988.00	605.00
24. UNITED TECHNOLOGIES CORP COM	08/21/2007	05/10/2010	1,747.00	1,778.00	-31.00
173. VERIZON COMMUNICATIONS COM	05/22/2007	05/10/2010	4,943.00	7,344.00	-2,401.00
88. WALMART STORES INC COM	03/22/2006	05/10/2010	4,596.00	4,224.00	372.00
224. WELLS FARGO & CO NEW COM	03/26/2008	05/10/2010	7,352.00	6,851.00	501.00
153. INVESCO LTD BERMUDA COM	05/23/2008	05/10/2010	3,250.00	4,153.00	-903.00
47. TRANSOCEAN LTD CHF15 SHS	09/18/2008	05/10/2010	3,075.00	5,427.00	-2,352.00
133. HALLIBURTON CO COM	07/10/2008	06/08/2010	2,999.00	6,252.00	-3,253.00
641. MICROSOFT CORP COM	05/01/2006	06/08/2010	15,893.00	15,804.00	89.00
93. FRONTIER COMMUNICATIONS CORP COM	06/30/2009	07/08/2010	678.00	914.00	-236.00
.3755 FRONTIER COMMUNICATIONS CORP COM	06/30/2009	07/15/2010	3.00	3.00	
100000. FED NATL MTG ASSN 5.000% 4/17/23	04/08/2008	07/17/2010	100,000.00	100,000.00	
330. EXELON CORPORATION COM	06/30/2009	08/17/2010	13,711.00	22,832.00	-9,121.00
75. MONSANTO CO NEW COM	06/30/2009	08/17/2010	4,429.00	7,520.00	-3,091.00
25000. FED HOME LN BK 5.500% 9/15/14	09/11/2006	09/15/2010	25,000.00	25,000.00	
60. TRANSOCEAN LTD CHF15 SHS	06/30/2009	09/28/2010	3,783.00	5,995.00	-2,212.00
185. HEWLETT PACKARD COM	05/22/2007	10/14/2010	7,758.00	8,460.00	-702.00
395. AT & T INC COM	06/30/2009	10/25/2010	11,238.00	13,014.00	-1,776.00
5. CISCO SYSTEMS COM STK	06/30/2009	10/25/2010	118.00	95.00	23.00
5. COACH INC COM	09/28/2009	10/25/2010	224.00	163.00	61.00
10. WALT DISNEY CO	05/22/2007	10/25/2010	351.00	359.00	-8.00
55. GENERAL ELEC CO COM	05/22/2007	10/25/2010	891.00	2,064.00	-1,173.00
5. MORGAN STANLEY DEAN WITTER DISCOVER & CO	09/01/2009	10/25/2010	123.00	140.00	-17.00

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

Schedule D-1 (Form 1041) 2010



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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					10,962.	
100,000.00		100000. FED HOME LN BK PROPERTY TYPE: SECURITIES 102,050.00		5.050% 1/0		05/27/2008	01/14/2010	
						-2,050.00		
2,478.00		100. BERKLEY W R CORP COM PROPERTY TYPE: SECURITIES 2,161.00				06/30/2009	01/19/2010	
						317.00		
8,946.00		361. BERKLEY W R CORP COM PROPERTY TYPE: SECURITIES 11,243.00				11/07/2007	01/19/2010	
						-2,297.00		
7,705.00		58. INTERNATIONAL BUSINESS MACHS COR PROPERTY TYPE: SECURITIES 6,143.00			C	06/30/2009	01/19/2010	
						1,562.00		
27,896.00		210. INTERNATIONAL BUSINESS MACHS COR PROPERTY TYPE: SECURITIES 22,419.00				05/22/2007	01/19/2010	
						5,477.00		
60,000.00		60000. FED HOME LN MTG CORP PROPERTY TYPE: SECURITIES 61,773.00		5.100% 4/20		12/09/2008	01/20/2010	
						-1,773.00		
12,108.00		246. TARGET CORP COM PROPERTY TYPE: SECURITIES 11,190.00				09/28/2009	02/09/2010	
						918.00		
12,305.00		250. TARGET CORP COM PROPERTY TYPE: SECURITIES 15,460.00				11/07/2007	02/09/2010	
						-3,155.00		
2,847.00		60. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES 2,831.00				06/30/2009	03/01/2010	
						16.00		
10,249.00		216. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES 10,041.00				11/17/2008	03/01/2010	
						208.00		

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,482.00		191. SCHWAB CHARLES CORP NEW COM PROPERTY TYPE: SECURITIES 3,386.00				06/30/2009	03/01/2010	
						96.00		
12,489.00		685. SCHWAB CHARLES CORP NEW COM PROPERTY TYPE: SECURITIES 10,815.00				01/28/2009	03/01/2010	
						1,674.00		
2,756.00		41. UNION PACIFIC CORP COM PROPERTY TYPE: SECURITIES 2,175.00				06/30/2009	03/01/2010	
						581.00		
12,301.00		183. UNION PACIFIC CORP COM PROPERTY TYPE: SECURITIES 13,660.00				09/16/2008	03/01/2010	
						-1,359.00		
1,884.00		32. UNITED PARCEL SVC INC CL B PROPERTY TYPE: SECURITIES 1,611.00				06/30/2009	03/01/2010	
						273.00		
3,964.00		55. DEVON ENERGY CORP COM PROPERTY TYPE: SECURITIES 3,087.00				06/30/2009	03/11/2010	
						877.00		
14,271.00		198. DEVON ENERGY CORP COM PROPERTY TYPE: SECURITIES 8,769.00				02/27/2009	03/11/2010	
						5,502.00		
2,875.00		55. HARRIS CORP DEL COM COM PROPERTY TYPE: SECURITIES 1,574.00				06/30/2009	04/29/2010	
						1,301.00		
10,297.00		197. HARRIS CORP DEL COM COM PROPERTY TYPE: SECURITIES 9,785.00				05/22/2007	04/29/2010	
						512.00		
8,620.00		221. QUALCOMM CORP COM STK PROPERTY TYPE: SECURITIES 9,974.00				06/30/2009	04/29/2010	
						-1,354.00		
8,737.00		224. QUALCOMM CORP COM STK PROPERTY TYPE: SECURITIES 7,891.00				11/10/2008	04/29/2010	
						846.00		

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,186.00		33. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 2,338.00					06/30/2009 -152.00	05/04/2010
17,955.00		271. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 9,585.00					08/30/2002 8,370.00	05/04/2010
50,000.00		50000. FED FARM CR BK PROPERTY TYPE: SECURITIES 50,000.00		5.300%	5/07		05/02/2007	05/07/2010
1,808.00		39. FLUOR CORP COM PROPERTY TYPE: SECURITIES 1,723.00					11/20/2009 85.00	05/07/2010
6,105.00		89. MCDONALDS CORP COM PROPERTY TYPE: SECURITIES 5,149.00					06/30/2009 956.00	05/07/2010
21,950.00		320. MCDONALDS CORP COM PROPERTY TYPE: SECURITIES 16,835.00					05/22/2007 5,115.00	05/07/2010
4,799.00		259. ABB LTD SPONS ADR PROPERTY TYPE: SECURITIES 6,999.00					07/08/2008 -2,200.00	05/10/2010
4,451.00		173. AT & T INC COM PROPERTY TYPE: SECURITIES 7,027.00					05/22/2007 -2,576.00	05/10/2010
8,091.00		163. ABBOTT LABS COM PROPERTY TYPE: SECURITIES 8,935.00					02/20/2008 -844.00	05/10/2010
12,187.00		458.314 ALLIANZ NFJ SMALL-CAP VALUE-I PROPERTY TYPE: SECURITIES 9,127.00					07/20/2009 3,060.00	05/10/2010
64,538.00		2427.162 ALLIANZ NFJ SMALL-CAP VALUE-I PROPERTY TYPE: SECURITIES 70,663.00					02/02/2009 -6,125.00	05/10/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
3,788.00		68. AMGEN INC PROPERTY TYPE: SECURITIES 3,594.00					06/30/2009	05/10/2010
						194.00		
1,003.00		18. AMGEN INC PROPERTY TYPE: SECURITIES 901.00					03/30/2009	05/10/2010
						102.00		
5,206.00		53. APACHE CORP COM PROPERTY TYPE: SECURITIES 3,896.00					06/30/2009	05/10/2010
						1,310.00		
2,358.00		24. APACHE CORP COM PROPERTY TYPE: SECURITIES 2,518.00					11/07/2007	05/10/2010
						-160.00		
10,139.00		40. APPLE COMPUTER COM PROPERTY TYPE: SECURITIES 7,198.00					01/08/2008	05/10/2010
						2,941.00		
8,868.00		515. BANK OF AMERICA CORP COM PROPERTY TYPE: SECURITIES 8,426.00					10/28/2009	05/10/2010
						442.00		
5,955.00		190. BANK OF NEW YORK MELLON CORP COM PROPERTY TYPE: SECURITIES 8,729.00					02/07/2008	05/10/2010
						-2,774.00		
7,328.00		204. CVS CORP COM PROPERTY TYPE: SECURITIES 7,695.00					05/22/2007	05/10/2010
						-367.00		
12,696.00		159. CHEVRONTEXACO CORP COM PROPERTY TYPE: SECURITIES 13,400.00					11/07/2007	05/10/2010
						-704.00		
7,212.00		274. CISCO SYSTEMS COM STK PROPERTY TYPE: SECURITIES 5,203.00					06/30/2009	05/10/2010
						2,009.00		
3,501.00		133. CISCO SYSTEMS COM STK PROPERTY TYPE: SECURITIES 4,470.00					11/07/2007	05/10/2010
						-969.00		

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
4,787.00		118. COACH INC COM PROPERTY TYPE: SECURITIES 3,846.00					09/28/2009 941.00	05/10/2010
7,819.00		221. WALT DISNEY CO PROPERTY TYPE: SECURITIES 7,936.00					05/22/2007 -117.00	05/10/2010
5,972.00		318. E M C CORP MASS COM PROPERTY TYPE: SECURITIES 5,604.00					05/15/2008 368.00	05/10/2010
5,605.00		111. EMERSON ELEC CO COM PROPERTY TYPE: SECURITIES 5,444.00					11/07/2007 161.00	05/10/2010
6,187.00		146. EXELON CORPORATION COM PROPERTY TYPE: SECURITIES 11,561.00					11/07/2007 -5,374.00	05/10/2010
8,250.00		80. EXPRESS SCRIPTS INC CL-A PROPERTY TYPE: SECURITIES 5,497.00					06/30/2009 2,753.00	05/10/2010
2,784.00		27. EXPRESS SCRIPTS INC CL-A PROPERTY TYPE: SECURITIES 1,742.00					11/07/2007 1,042.00	05/10/2010
4,049.00		56. FREEPORT-MCMORAN COPPER & GOLD I PROPERTY TYPE: SECURITIES 2,869.00				C	06/30/2009 1,180.00	05/10/2010
217.00		3. FREEPORT-MCMORAN COPPER & GOLD I PROPERTY TYPE: SECURITIES 104.00				CL	10/10/2008 113.00	05/10/2010
5,705.00		315. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES 11,822.00					05/22/2007 -6,117.00	05/10/2010
4,672.00		32. GOLDMAN SACHS GROUP INC COM PROPERTY TYPE: SECURITIES 7,055.00					06/26/2008 -2,383.00	05/10/2010

**FORM 990-PF - PART IV  
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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
9,317.00		18. GOOGLE INC CL A COM PROPERTY TYPE: SECURITIES 9,651.00					11/07/2007	05/10/2010
							-334.00	
4,330.00		159. HALLIBURTON CO COM PROPERTY TYPE: SECURITIES 7,475.00					07/10/2008	05/10/2010
							-3,145.00	
11,653.00		235. HEWLETT PACKARD COM PROPERTY TYPE: SECURITIES 11,286.00					11/07/2007	05/10/2010
							367.00	
8,529.00		243. HOME DEPOT INC COM PROPERTY TYPE: SECURITIES 6,075.00					09/30/2008	05/10/2010
							2,454.00	
7,587.00		341. INTEL CORP COM PROPERTY TYPE: SECURITIES 8,188.00					11/07/2007	05/10/2010
							-601.00	
12,138.00		285. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 12,329.00					11/07/2007	05/10/2010
							-191.00	
11,654.00		181. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES 11,393.00					01/28/2008	05/10/2010
							261.00	
4,014.00		72. KOHL'S CORP COM STK PROPERTY TYPE: SECURITIES 3,126.00					06/30/2009	05/10/2010
							888.00	
1,394.00		25. KOHL'S CORP COM STK PROPERTY TYPE: SECURITIES 880.00					02/27/2009	05/10/2010
							514.00	
6,471.00		188. MERCK & CO INC NEW COM PROPERTY TYPE: SECURITIES 9,620.00					11/07/2007	05/10/2010
							-3,149.00	
9,602.00		331. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 8,290.00					06/16/2003	05/10/2010
							1,312.00	

**FORM 990-PF - PART IV  
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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
4,288.00		72. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES 8,558.00					07/10/2008 -4,270.00	05/10/2010
5,109.00		176. MORGAN STANLEY DEAN WITTER DISCOV PROPERTY TYPE: SECURITIES 5,023.00					09/01/2009 86.00	05/10/2010
7,486.00		162. NUCOR CORP COM PROPERTY TYPE: SECURITIES 7,639.00					08/17/2009 -153.00	05/10/2010
7,842.00		93. OCCIDENTAL PETE CORP COM PROPERTY TYPE: SECURITIES 7,292.00					09/29/2009 550.00	05/10/2010
590.00		7. OCCIDENTAL PETE CORP COM PROPERTY TYPE: SECURITIES 487.00					09/10/2008 103.00	05/10/2010
4,138.00		170. ORACLE CORPORATION COM PROPERTY TYPE: SECURITIES 3,682.00					06/30/2009 456.00	05/10/2010
2,069.00		85. ORACLE CORPORATION COM PROPERTY TYPE: SECURITIES 1,907.00					11/07/2007 162.00	05/10/2010
9,862.00		149. PEPSICO INC COM PROPERTY TYPE: SECURITIES 10,394.00					11/07/2007 -532.00	05/10/2010
3,790.00		47. PRAXAIR INC COM PROPERTY TYPE: SECURITIES 3,399.00					06/30/2009 391.00	05/10/2010
1,129.00		14. PRAXAIR INC COM PROPERTY TYPE: SECURITIES 830.00					10/10/2008 299.00	05/10/2010
5,120.00		82. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 4,267.00					06/30/2009 853.00	05/10/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,123.00		34. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 1,731.00					10/28/2004	05/10/2010
							392.00	
1,878.00		113.797 T ROWE PRICE REAL ESTATE FD PROPERTY TYPE: SECURITIES 1,097.00					07/20/2009	05/10/2010
							781.00	
43,506.00		2636.705 T ROWE PRICE REAL ESTATE FD PROPERTY TYPE: SECURITIES 46,436.00					11/24/2008	05/10/2010
							-2,930.00	
4,253.00		166. TEXAS INSTRS INC COM PROPERTY TYPE: SECURITIES 4,578.00					07/18/2006	05/10/2010
							-325.00	
4,427.00		83. THERMO ELECTRON CORP PROPERTY TYPE: SECURITIES 4,905.00					07/24/2008	05/10/2010
							-478.00	
5,593.00		112. TRAVELERS COS INC/THE COM PROPERTY TYPE: SECURITIES 4,988.00					11/07/2007	05/10/2010
							605.00	
6,333.00		87. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES 4,557.00					06/30/2009	05/10/2010
							1,776.00	
1,747.00		24. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES 1,778.00					08/21/2007	05/10/2010
							-31.00	
4,943.00		173. VERIZON COMMUNICATIONS' COM PROPERTY TYPE: SECURITIES 7,344.00					05/22/2007	05/10/2010
							-2,401.00	
4,238.00		49. VISA INC CL A COM PROPERTY TYPE: SECURITIES 3,250.00					05/26/2009	05/10/2010
							988.00	
1,462.00		28. WALMART STORES INC COM PROPERTY TYPE: SECURITIES 1,370.00					06/30/2009	05/10/2010
							92.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
4,596.00		88. WALMART STORES INC COM PROPERTY TYPE: SECURITIES 4,224.00					03/22/2006	05/10/2010
							372.00	
7,352.00		224. WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES 6,851.00					03/26/2008	05/10/2010
							501.00	
3,250.00		153. INVESCO LTD BERMUDA COM PROPERTY TYPE: SECURITIES 4,153.00					05/23/2008	05/10/2010
							-903.00	
3,075.00		47. TRANSOCEAN LTD CHF15 SHS PROPERTY TYPE: SECURITIES 5,427.00					09/18/2008	05/10/2010
							-2,352.00	
8,817.00		391. HALLIBURTON CO COM PROPERTY TYPE: SECURITIES 10,194.00					09/29/2009	06/08/2010
							-1,377.00	
2,999.00		133. HALLIBURTON CO COM PROPERTY TYPE: SECURITIES 6,252.00					07/10/2008	06/08/2010
							-3,253.00	
6,719.00		271. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 6,539.00					06/30/2009	06/08/2010
							180.00	
15,893.00		641. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 15,804.00					05/01/2006	06/08/2010
							89.00	
678.00		93. FRONTIER COMMUNICATIONS CORP COM PROPERTY TYPE: SECURITIES 914.00					06/30/2009	07/08/2010
							-236.00	
3.00		.3755 FRONTIER COMMUNICATIONS CORP COM PROPERTY TYPE: SECURITIES 3.00					06/30/2009	07/15/2010
100,000.00		100000. FED NATL MTG ASSN PROPERTY TYPE: SECURITIES 100,000.00		5.000%	4/1		04/08/2008	07/17/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
13,711.00		330. EXELON CORPORATION COM PROPERTY TYPE: SECURITIES 22,832.00					06/30/2009 -9,121.00	08/17/2010
5,610.00		95. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES 7,356.00					09/29/2009 -1,746.00	08/17/2010
4,429.00		75. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES 7,520.00					06/30/2009 -3,091.00	08/17/2010
25,000.00		25000. FED HOME LN BK PROPERTY TYPE: SECURITIES 25,000.00		5.500%	9/15		09/11/2006	09/15/2010
6,053.00		96. TRANSOCEAN LTD CHF15 SHS PROPERTY TYPE: SECURITIES 8,237.00					09/29/2009 -2,184.00	09/28/2010
3,783.00		60. TRANSOCEAN LTD CHF15 SHS PROPERTY TYPE: SECURITIES 5,995.00					06/30/2009 -2,212.00	09/28/2010
9,986.00		370. ADOBE SYS INC COM PROPERTY TYPE: SECURITIES 11,440.00					06/08/2010 -1,454.00	10/08/2010
7,004.00		45. AMAZON COM INC COM PROPERTY TYPE: SECURITIES 5,730.00					05/10/2010 1,274.00	10/14/2010
7,758.00		185. HEWLETT PACKARD COM PROPERTY TYPE: SECURITIES 8,460.00					05/22/2007 -702.00	10/14/2010
11,238.00		395. AT & T INC COM PROPERTY TYPE: SECURITIES 13,014.00					06/30/2009 -1,776.00	10/25/2010
1,384.00		120.104 ABERDEEN EQUITY LONG SHORT-I PROPERTY TYPE: SECURITIES 1,348.00					05/12/2010 36.00	10/25/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
401.00		35. BANK OF AMERICA CORP COM PROPERTY TYPE: SECURITIES 531.00					10/28/2009	10/25/2010 -130.00
118.00		5. CISCO SYSTEMS COM STK PROPERTY TYPE: SECURITIES 95.00					06/30/2009	10/25/2010 23.00
224.00		5. COACH INC COM PROPERTY TYPE: SECURITIES 163.00					09/28/2009	10/25/2010 61.00
351.00		10. WALT DISNEY CO PROPERTY TYPE: SECURITIES 359.00					05/22/2007	10/25/2010 -8.00
891.00		55. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES 2,064.00					05/22/2007	10/25/2010 -1,173.00
367.00		15. HARTFORD FINANCIAL SVCS GROUP IN C PROPERTY TYPE: SECURITIES 444.00					04/29/2010	10/25/2010 -77.00
123.00		5. MORGAN STANLEY DEAN WITTER DISCOVER PROPERTY TYPE: SECURITIES 140.00					09/01/2009	10/25/2010 -17.00
768.00		10. PARKER HANNIFIN CORP COM PROPERTY TYPE: SECURITIES 671.00					05/10/2010	10/25/2010 97.00
6,358.00		725.771 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES 5,734.00					05/12/2010	10/25/2010 624.00
2,995.00		264.532 RIDGEWORTH FD-MIDCAP VAL EQTY #R PROPERTY TYPE: SECURITIES 3,563.00					04/17/2007	10/25/2010 -568.00
18,329.00		1372.943 RIDGEWORTH FD-INTL EQTY INDEX # PROPERTY TYPE: SECURITIES 16,173.00					05/12/2010	10/25/2010 2,156.00

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
119,649.00		8962.437	RIDGEWORTH FD-INTL EQTY INDEX #			02/02/2009	10/25/2010	
			PROPERTY TYPE: SECURITIES					
		89,783.00				29,866.00		
5,454.00		760.732	RIDGEWORTH FD-INTL 130/30 #RGD1			04/21/2008	10/25/2010	
			PROPERTY TYPE: SECURITIES					
		6,932.00				-1,478.00		
1,034.00		15.	SCHLUMBERGER LTD COM			01/07/2008	10/25/2010	
			PROPERTY TYPE: SECURITIES					
		1,439.00				-405.00		
2,660.00		367.953	SENTINEL SMALL CO-I			05/12/2010	10/25/2010	
			PROPERTY TYPE: SECURITIES					
		2,590.00				70.00		
530.00		25.	WILLIAMS COMPANIES INC DELAWARE			03/01/2010	10/25/2010	
			PROPERTY TYPE: SECURITIES					
		551.00				-21.00		
676.00		30.	INVESCO LTD BERMUDA COM			05/23/2008	10/25/2010	
			PROPERTY TYPE: SECURITIES					
		814.00				-138.00		
7,740.00		100.	PARKER HANNIFIN CORP COM			05/10/2010	11/03/2010	
			PROPERTY TYPE: SECURITIES					
		6,227.00				1,513.00		
7,740.00		100.	PARKER HANNIFIN CORP COM			10/28/2009	11/03/2010	
			PROPERTY TYPE: SECURITIES					
		5,363.00				2,377.00		
50,000.00		50000.	FED FARM CR BK 2.550% 11/18			11/20/2009	11/18/2010	
			PROPERTY TYPE: SECURITIES					
		50,438.00				-438.00		

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN (LOSS) .....							----- 18,924. =====	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST	78,795.	80,060.
TOTAL	78,795.	80,060.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	18.	222.
CURRENT YR ESTIMATES	459.	
TOTALS	477.	222.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ADR FOREIGN FEES	7.	7.
	-----	-----
TOTALS	7.	7.
	=====	=====

FLIPPEN, T/F ST. JUDE 59-7906334

58-1951769

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

DESCRIPTION -----	COST/ FMV		ENDING BOOK VALUE -----	ENDING FMV ---
	C	F		

SEE ATTACHED STATEMENT	C		2,801,878.	2,964,306.
TOTALS			2,801,878.	2,964,306.

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

=====

DESCRIPTION -----	AMOUNT -----
TAX COST ADJ - T ROWE PRICE	630.
PURCHASE ACCRUED INTEREST	122.
	-----
TOTAL	752.
	=====

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

TN

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

OFFICER NAME:

SUNTRUST BANK

ADDRESS:

PO BOX 1908

ORLANDO, FL 32802-1908

TITLE:

TRUSTEE, AS REQ'D

COMPENSATION ..... 33,334.

TOTAL COMPENSATION: 33,334.

=====

=====

RECIPIENT NAME:

ST. JUDE CHILDRENS RESEARCH HOSPITAL

ADDRESS:

ESTATE COORDINATOR

MEMPHIS, TN 38105

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID ..... 158,152.

TOTAL GRANTS PAID:

158,152.

=====

FEDERAL CAPITAL GAIN DIVIDENDS  
 =====

LONG-TERM CAPITAL GAIN DIVIDENDS  
 -----

15% RATE CAPITAL GAIN DIVIDENDS

JANUS PERKINS SMALL CAP VALUE-I	1,532.00	
MANNING & NAPIER WORLD OPPTY-S-A	2,375.00	
PIMCO FOREIGN BD US\$ HEDGED-I	119.00	
RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	694.00	
RIDGEWORTH FD-INTERMEDIATE BD #RGCF	1,599.00	
RIDGEWORTH FD-INVT GRADE BD #RGCG	4,644.00	
	-----	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		10,962.00
		-----
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		10,962.00
		=====

990PF, PART VII-B LINE 2B -- SECTION 4942a2 EXPLANATION STATEMENT

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



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PORTFOLIO DETAIL  
 AS OF 12/31/10

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VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
<u>MUNICIPAL PORTFOLIO</u>						
<u>FEDERAL MONEY MARKET FUNDS</u>						
203,443.46	FEDERATED MONEY MKT OBLIGS TR GOVT OBLIG INSTL CL #5 FFS CUSIP: 609005DF7	203,443.46 1.000 6.42 %	203,443.46 1.00	0.00	55	0.03 % 0.00 %
<u>GOVERNMENT &amp; AGENCY BONDS</u>						
150,000	FEDERAL HOME LOAN BANK BONDS DTD 08/26/09 3.250% DUE 08/26/14 CALLABLE CUSIP: 3133XUNF6	153,112.50 102.075 4.83 %	152,472.50 101.65	640.00	4,875	3.18 % 2.65 %
50,000	FEDERAL HOME LOAN BANK BD DTD 02/11/08 3.500% DUE 02/11/13 CALLABLE CUSIP: 3133XPJZ8	50,164.00 100.328 1.58 %	51,530.00 103.06	1,366.00-	1,750	3.49 % 3.34 %
100,000	FEDERAL HOME LOAN MTG CORP MEDIUM TERM NTS DTD 01/16/04 4.500% DUE 01/15/14 CUSIP: 3134A4UM4	109,928.00 109.928 3.47 %	99,746.09 99.75	10,181.91	4,500	4.09 % 1.17 %
100,000	FEDERAL HOME LOAN MTG CORP GLOBAL NOTES DTD 07/18/03 4.500% DUE 07/15/13 CUSIP: 3134A4TZ7	108,949.00 108.949 3.44 %	97,109.70 97.11	11,839.30	4,500	4.13 % 0.93 %



SUNTRUST

PORTFOLIO DETAIL  
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VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
	<b>TOTAL US GOVERNMENT &amp; AGENCY BONDS</b>	<b>422,153.50</b>	<b>400,858.29</b>	<b>21,295.21</b>	<b>15,625</b>	<b>3.70 %</b>
	<b>PORATE OBLIGATIONS</b>					
50,000	HEWLETT PACKARD CO GBL SR UNSECD BDS DTD 09/13/10 1.250% DUE 09/13/13 CALLABLE CUSIP: 428236BB8 MOODY'S RATING: A2	49,996.00 99.992 1.58 %	50,114.00 100.23	118.00-	625	1.25 % 1.25 %
50,000	SHELL INTL FIN GLOBAL CO GTD BDS DTD 09/22/09 3.250% DUE 09/22/15 CALLABLE CUSIP: 822582AH5	51,362.50 102.725 1.62 %	51,617.50 103.23	255.00-	1,625	3.16 % 2.63 %
	<b>TOTAL CORPORATE OBLIGATIONS</b>	<b>101,358.50</b>	<b>101,731.50</b>	<b>373.00-</b>	<b>2,250</b>	<b>2.22 %</b>
	<b>ITY SECURITIES</b>					



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PORTFOLIO DETAIL

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GY	VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
218		APACHE CORP COM CUSIP: 037411105	25,992.14 119.230 0.82 %	9,434.51 43.28	16,557.63	131	0.50 % 0.00 %
293		CAMERON INTL CORP COM CUSIP: 13342B105	14,863.89 50.730 0.47 %	11,423.75 38.99	3,440.14	0	0.00 % 0.00 %
407		CHEVRON CORP COM CUSIP: 166764100	37,138.75 91.250 1.17 %	31,724.69 77.95	5,414.06	1,172	3.16 % 0.00 %
377		EXXON MOBIL CORP COM CUSIP: 302316102	27,566.24 73.120 0.87 %	15,711.83 41.68	11,854.41	664	2.41 % 0.00 %
338		OCCIDENTAL PETE CORP COM CUSIP: 674599105	33,157.80 98.100 1.05 %	24,274.83 71.82	8,882.97	514	1.55 % 0.00 %
342		SCHLUMBERGER LTD COM CUSIP: 806857108	28,557.00 83.500 0.90 %	26,491.99 77.46	2,065.01	287	1.01 % 0.00 %
673		WILLIAMS COS INC COM CUSIP: 969457100	16,636.56 24.720 0.53 %	14,749.92 21.92	1,886.64	337	2.03 % 0.00 %
<b>TAL ENERGY</b>			<b>183,912.38</b>	<b>133,811.52</b>	<b>50,100.86</b>	<b>3,104</b>	<b>1.69 %</b>



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VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
198	FREEPORT-MCMORAN COPPER & GOLD INC COM CUSIP: 35671D857	23,777.82 120.090 0.75 %	6,895.47 34.83	16,882.35	396	1.67 % 0.00 %
377	NUCOR CORP COM CUSIP: 670346105	16,520.14 43.820 0.52 %	15,853.29 42.05	666.85	547	3.31 % 0.00 %
159	PRAXAIR INC COM CUSIP: 74005P104	15,179.73 95.470 0.48 %	9,597.17 60.36	5,582.56	286	1.88 % 0.00 %
<b>TOTAL MATERIALS</b>		<b>55,477.69</b>	<b>32,345.93</b>	<b>23,131.76</b>	<b>1,229</b>	<b>2.22 %</b>
767	ABB LTD SWITZERLAND SPONS ADR CUSIP: 000375204	17,219.15 22.450 0.54 %	16,363.84 21.33	855.31	364	2.11 % 0.00 %
312	EMERSON ELEC CO COM CUSIP: 291011104	17,837.04 57.170 0.56 %	13,254.85 42.48	4,582.19	431	2.42 % 0.00 %
145	FLOWERVE CORP COM CUSIP: 34354P105	17,286.90 119.220 0.55 %	12,075.20 83.28	5,211.70	168	0.97 % 0.00 %
373	FLUOR CORP COM NEW CUSIP: 343412102	24,714.98 66.260 0.78 %	16,694.99 44.76	8,019.99	187	0.76 % 0.00 %



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VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
1,032	GENERAL ELEC CO COM CUSIP: 369604103	18,875.28 18.290 0.60 %	28,401.32 27.52	9,526.04-	578	3.06 % 0.00 %
369	HUNT J B TRANS SVCS INC COM CUSIP: 445658107	15,058.89 40.810 0.48 %	12,164.09 32.97	2,894.80	177	1.18 % 0.00 %
188	PARKER HANNIFIN CORP COM CUSIP: 701094104	16,224.40 86.300 0.51 %	10,083.21 53.63	6,141.19	218	1.34 % 0.00 %
174	UNION PACIFIC CORP COM CUSIP: 907818108	16,122.84 92.660 0.51 %	9,504.50 54.62	6,618.34	264	1.64 % 0.00 %
303	UNITED PARCEL SVC INC CL B COM CUSIP: 911312106	21,991.74 72.580 0.69 %	15,939.47 52.61	6,052.27	570	2.59 % 0.00 %
309	UNITED TECHNOLOGIES CORP COM CUSIP: 913017109	24,324.48 78.720 0.77 %	9,627.05 31.16	14,697.43	525	2.16 % 0.00 %
<b>TAL INDUSTRIALS</b>		<b>189,655.70</b>	<b>144,108.52</b>	<b>45,547.18</b>	<b>3,481</b>	<b>1.84 %</b>



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VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
<b>NUMER DISCRETIONARY</b>						
114	AMAZON INC COM CUSIP: 023135106	20,520.00 180.000 0.65 %	13,507.83 118.49	7,012.17	0	0.00 % 0.00 %
394	CARNIVAL CORP UNIT COM CUSIP: 143658300	18,167.34 46.110 0.57 %	14,682.52 37.27	3,484.82	158	0.87 % 0.00 %
360	COACH INC COM CUSIP: 189754104	19,911.60 55.310 0.63 %	11,734.20 32.59	8,177.40	216	1.08 % 0.00 %
300	DARDEN RESTAURANTS INC COM CUSIP: 237194105	13,932.00 46.440 0.44 %	13,421.31 44.74	510.69	384	2.76 % 0.00 %
628	HOME DEPOT INC COM CUSIP: 437076102	22,017.68 35.060 0.70 %	14,650.68 23.33	7,367.00	593	2.69 % 0.00 %
244	KOHL'S CORP COM CUSIP: 500255104	13,258.96 54.340 0.42 %	8,766.86 35.93	4,492.10	0	0.00 % 0.00 %
311	OMNICOM GROUP COM CUSIP: 681919106	14,243.80 45.800 0.45 %	12,347.02 39.70	1,896.78	249	1.75 % 0.00 %
632	WALT DISNEY CO COM CUSIP: 254687106	23,706.32 37.510 0.75 %	20,249.53 32.04	3,456.79	253	1.07 % 0.00 %
<b>ITAL CONSUMER DISCRETIONARY</b>		<b>145,757.70</b>	<b>109,359.95</b>	<b>36,397.75</b>	<b>1,853</b>	<b>1.27 %</b>



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VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
<b>NUMBER STAPLES</b>						
536	CVS CAREMARK CORP COM CUSIP: 126650100	18,636.72 34.770 0.59 %	18,943.27 35.34	306.55-	188	1.01 % 0.00 %
342	PEPSICO INC COM CUSIP: 713448108	22,342.86 65.330 0.71 %	21,990.42 64.30	352.44	657	2.94 % 0.00 %
457	PHILIP MORRIS INTL COM CUSIP: 718172109	26,748.21 58.530 0.84 %	23,442.63 51.30	3,305.58	1,170	4.37 % 0.00 %
383	PROCTER & GAMBLE CO COM CUSIP: 742718109	24,638.39 64.330 0.78 %	21,137.13 55.19	3,501.26	738	3.00 % 0.00 %
275	WAL-MART STORES INC COM CUSIP: 931142103	14,830.75 53.930 0.47 %	13,148.30 47.81	1,682.45	333	2.25 % 0.00 %
<b>ITAL CONSUMER STAPLES</b>		<b>107,196.93</b>	<b>98,661.75</b>	<b>8,535.18</b>	<b>3,085</b>	<b>2.88 %</b>



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VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
402	ABBOTT LABS COM CUSIP: 002824100	19,259.82 47.910 0.61 %	20,917.12 52.03	1,657.30-	708	3.68 % 0.00 %
235	AMGEN INC COM CUSIP: 031162100	12,901.50 54.900 0.41 %	11,854.52 50.40	1,056.98	0	0.00 % 0.00 %
322	BAXTER INTL INC COM CUSIP: 071813109	16,299.64 50.620 0.51 %	18,030.26 55.99	1,730.62-	399	2.45 % 0.00 %
536	EXPRESS SCRIPTS INC COM CUSIP: 302182100	28,970.80 54.050 0.91 %	15,999.12 29.85	12,971.68	0	0.00 % 0.00 %
434	JOHNSON & JOHNSON COM CUSIP: 478160104	26,842.90 61.850 0.85 %	26,197.61 60.36	645.29	937	3.49 % 0.00 %
473	MERCK & CO INC NEW COM CUSIP: 58933Y105	17,046.92 36.040 0.54 %	15,900.78 33.62	1,146.14	719	4.22 % 0.00 %
328	TEVA PHARMACEUTICAL INDS LTD SPONS ADR CUSIP: 881624209	17,098.64 52.130 0.54 %	19,018.55 57.98	1,919.91-	219	1.28 % 0.00 %
229	THERMO FISHER SCIENTIFIC INC COM CUSIP: 883556102	12,677.44 55.360 0.40 %	12,325.13 53.82	352.31	0	0.00 % 0.00 %
TOTAL HEALTH CARE		151,097.66	140,233.09	10,864.57	2,982	1.97 %



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VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
1,569	BANK OF AMERICA CORP COM CUSIP: 060505104	20,930.46 13.340 0.66 %	19,415.17 12.37	1,515.29	63	0.30 % 0.00 %
493	BANK OF NEW YORK MELLON CORP COM CUSIP: 064058100	14,888.60 30.200 0.47 %	16,301.33 33.07	1,412.73-	177	1.19 % 0.00 %
478	BB&T CORP COM CUSIP: 054937107	12,566.62 26.290 0.40 %	11,403.19 23.86	1,163.43	287	2.28 % 0.00 %
542	CAPITAL ONE FINL CORP COM CUSIP: 14040H105	23,067.52 42.560 0.73 %	22,067.97 40.72	999.55	108	0.47 % 0.00 %
97	GOLDMAN SACHS GROUP INC COM CUSIP: 38141G104	16,311.52 168.160 0.51 %	14,536.10 149.86	1,775.42	136	0.83 % 0.00 %
445	HARTFORD FINL SVCS GROUP INC COM CUSIP: 416515104	11,788.05 26.490 0.37 %	12,913.75 29.02	1,125.70-	89	0.76 % 0.00 %
526	INVESCO LTD USDO.2 BERMUDA COM CUSIP: 6491BT108	12,655.56 24.060 0.40 %	12,780.79 24.30	125.23-	231	1.83 % 0.00 %
764	JP MORGAN CHASE & CO COM CUSIP: 46625H100	32,408.88 42.420 1.02 %	29,172.61 38.18	3,236.27	153	0.47 % 0.00 %

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VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FEED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
544	MORGAN STANLEY COM NEW CUSIP: 617446448	14,802.24 27.210 0.47 %	14,008.93 25.75	793.31	109	0.74 % 0.00 %
185	PNC FINL SVCS GROUP INC COM CUSIP: 693475105	11,233.20 60.720 0.35 %	10,180.55 55.03	1,052.65	74	0.66 % 0.00 %
278	TRAVELERS COS INC/THE COM CUSIP: 89417E109	15,487.38 55.710 0.49 %	11,826.32 42.54	3,661.06	400	2.58 % 0.00 %
604	WELLS FARGO & CO NEW COM CUSIP: 949746101	18,717.96 30.990 0.59 %	16,365.24 27.09	2,352.72	121	0.65 % 0.00 %
<b>TOTAL FINANCIALS</b>		<b>204,857.99</b>	<b>190,971.95</b>	<b>13,886.04</b>	<b>1,948</b>	<b>0.95 %</b>

INFORMATION TECHNOLOGY

130	APPLE INC COM CUSIP: 037833100	41,932.80 322.560 1.32 %	20,504.95 157.73	21,427.85	0	0.00 % 0.00 %
450	AUTODESK INC COM CUSIP: 052769106	17,190.00 38.200 0.54 %	11,919.56 26.49	5,270.44	0	0.00 % 0.00 %
1,176	CISCO SYS INC COM CUSIP: 17275R102	23,790.48 20.230 0.75 %	16,880.76 14.35	6,909.72	0	0.00 % 0.00 %
869	EMC CORP MASS COM CUSIP: 268648102	19,900.10 22.900 0.63 %	14,322.35 16.48	5,577.75	0	0.00 % 0.00 %



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VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
47	GOOGLE INC CL A COM CUSIP: 38259P508	27,916.59 593.970 0.88 %	21,607.58 459.74	6,309.01	0	0.00 % 0.00 %
538	HEWLETT-PACKARD CO COM CUSIP: 428236103	22,649.80 42.100 0.72 %	23,241.55 43.20	591.75-	172	0.76 % 0.00 %
968	INTEL CORP COM CUSIP: 458140100	20,357.04 21.030 0.64 %	20,440.67 21.12	83.63-	610	3.00 % 0.00 %
275	INTUIT INC COM CUSIP: 461202103	13,557.50 49.300 0.43 %	12,960.31 47.13	597.19	0	0.00 % 0.00 %
734	ORACLE CORP COM CUSIP: 68389X105	22,974.20 31.300 0.73 %	14,728.69 20.07	8,245.51	147	0.64 % 0.00 %
457	TEXAS INSTRS INC COM CUSIP: 882508104	14,852.50 32.500 0.47 %	11,783.74 25.78	3,068.76	238	1.60 % 0.00 %
230	VISA INC CL A COM CUSIP: 92826C839	16,187.40 70.380 0.51 %	15,745.54 68.46	441.86	138	0.85 % 0.00 %
TAL INFORMATION TECHNOLOGY		241,308.41	184,135.70	57,172.71	1,304	0.54 %



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VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
<u>COMMUNICATION SERVICES</u>						
629	VERIZON COMMUNICATIONS COM CUSIP: 92343V104	22,505.62 35.780 0.71 %	21,491.67 34.17	1,013.95	1,227	5.45 % 0.00 %
<u>TOTAL EQUITY SECURITIES</u>			<u>1,055,120.08</u>	<u>246,650.00</u>	<u>20,213</u>	<u>1.55 %</u>
<u>IAL FUNDS</u>						
5,022.199	ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL CUSIP: 003020336	58,458.40 11.640 1.85 %	56,349.07 11.22	2,109.33	0	0.00 % 0.00 %
7,991.322	FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL CUSIP: 34984T600	86,625.93 10.840 2.73 %	85,764.40 10.73	861.53	703	0.81 % 0.00 %
2,517.666	JANUS FDS PERKINS SMALL CAP VALUE FD CL I CUSIP: 47103C183	60,499.51 24.030 1.91 %	58,844.54 23.37	1,654.97	295	0.49 % 0.00 %
26,801.341	MANNING & NAPIER FDS WORLD OPTYS SER CL A CUSIP: 563821545	230,759.55 8.610 7.28 %	215,490.03 8.04	15,269.52	2,091	0.91 % 0.00 %
3,380.871	OPPENHEIMER FDS DEVELOPING MKTS INSTL FD CL Y CUSIP: 683974505	121,948.02 36.070 3.85 %	105,402.08 31.18	16,545.94	483	0.40 % 0.00 %
6,701.767	PIMCO FDS COMMODITY REALRETURN STRATEGY INSTL CUSIP: 722005667	62,259.42 9.290 1.97 %	43,671.71 6.52	18,587.71	5,576	8.96 % 0.00 %



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PIN TR S/A #1  
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VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
1,711.212	PIMCO FDS FOREIGN BD US\$ HEDGED FD INSTL CL CUSIP: 693390882	17,847.94 10.430 0.56 %	18,000.00 10.52	152.06-	476	2.67 % 0.00 %
8,053.143	SENTINEL FDS SMALL CO FD INSTL CL CUSIP: 817288825	63,458.77 7.880 2.00 %	51,040.00 6.34	12,418.77	0	0.00 % 0.00 %
TOTAL MUTUAL FUNDS		701,857.54	634,561.83	67,295.71	9,623	1.37 %
<b>RIETARY FUNDS</b>						
11,510.272	RIDGEWORTH FD-INTERMEDIATE BD I SHS #RGCF CUSIP: 76628T702	119,476.62 10.380 3.77 %	115,039.22 9.99	4,437.40	3,246	2.72 % 0.00 %
4,057.667	RIDGEWORTH FD-INTL 130/30 I SHS #RGD1 CUSIP: 76628R870	29,702.12 7.320 0.94 %	32,199.30 7.94	2,497.18-	187	0.63 % 0.00 %
17,761.021	RIDGEWORTH FD-INVT GRADE BD I SHS #RGGC CUSIP: 76628T876	196,792.11 11.080 6.21 %	171,755.92 9.67	25,036.19	6,341	3.22 % 0.00 %
7,682.899	RIDGEWORTH FD-MIDCAP VAL EQUITY I SHS #RGD5 CUSIP: 76628R615	91,196.01 11.870 2.88 %	69,471.31 9.04	21,724.70	538	0.59 % 0.00 %
TOTAL PROPRIETARY FUNDS		437,166.86	388,465.75	48,701.11	10,311	2.36 %



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VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
	<b>MISCELLANEOUS ASSETS</b>					
1	CLASS ACTION PENDING AMERICAN INTL GROUP ON RCPT OF FINAL PMT CUSIP: 997001FA5	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING DELL INC ON RCPT OF FINAL PMT CUSIP: 997001HY1	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING FEDERAL HOME LOAN MTG CORP ON RCPT OF FINAL PMT CUSIP: 997000NNO	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
	<b>TOTAL MISCELLANEOUS ASSETS</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>	<b>0.00 %</b>
	<b>PRINCIPAL PORTFOLIO TOTAL</b>	<b>3,167,749.94</b>	<b>2,784,180.91</b>	<b>383,569.03</b>	<b>58,078</b>	<b>1.83 %</b>
	<b>TOTAL ASSETS</b>	<b>3,167,749.94</b>	<b>2,784,180.91</b>	<b>383,569.03</b>	<b>58,078</b>	<b>1.83 %</b>