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

OMB No 1545-0052

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 THE CARLOS & MARGUERITE MASON FDN
A Employer identification number 58-1996431

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1525 W W.T. HARRIS BLVD. D1114-044
B Telephone number (see page 10 of the instructions) (336) 747-8185

City or town, state, and ZIP code CHARLOTTE, NC 28288
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) ▶ \$ 93,226,221.
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)
Revenue	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	1,757,440.	1,662,690.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	914,225.			
	b Gross sales price for all assets on line 6a	9,798,326.			
	7 Capital gain net income (from Part IV, line 2)		914,225.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	102,390.	-264,027.		STMT 4
	12 Total. Add lines 1 through 11	2,774,055.	2,312,888.		
	13 Compensation of officers, directors, trustees, etc.	1,226,924.	768,365.		306,731.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans/employee benefits		NONE	NONE	
	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)	50,824.	39,513.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	1,277,748.	807,878.	NONE	306,731.
	25 Contributions, gifts, grants paid	3,547,895.			3,547,895.
	26 Total expenses and disbursements. Add lines 24 and 25	4,825,643.	807,878.	NONE	3,854,626.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-2,051,588.			
	b Net investment income (if negative, enter -0-)		1,505,010.		
	c Adjusted net income (if negative, enter -0-)				

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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		NONE	74,050.	74,050.		
	2 Savings and temporary cash investments		332,055.	1,630,730.	1,630,730.		
	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 ▶	NONE	NONE				
	8 Inventories for sale or use						
	9 Prepaid expenses and deferred charges						
	10 a Investments - U S and state government obligations (attach schedule)	STMT 6	NONE	9,577,678.	9,934,927.		
	b Investments - corporate stock (attach schedule)	STMT 9	NONE	1,006,585.	7,022,920.		
	c Investments - corporate bonds (attach schedule)	STMT 10	NONE	51,798,865.	51,459,325.		
Liabilities	11 Investments - land, buildings, and equipment basis						
	Less accumulated depreciation (attach schedule) ▶		NONE				
	12 Investments - mortgage loans		NONE				
	13 Investments - other (attach schedule)	STMT 11	87,874,135.	25,158,850.	23,104,269.		
	14 Land, buildings, and equipment basis						
	Less accumulated depreciation (attach schedule) ▶						
	15 Other assets (describe ▶)		NONE				
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		88,206,190.	89,246,758.	93,226,221.		
	17 Accounts payable and accrued expenses						
	18 Grants payable						
Net Assets or Fund Balances	19 Deferred revenue						
	20 Loans from officers, directors, trustees, and other disqualified persons						
	21 Mortgages and other notes payable (attach schedule)						
	22 Other liabilities (describe ▶)						
	23 Total liabilities (add lines 17 through 22)						
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24 Unrestricted						
	25 Temporarily restricted						
	26 Permanently restricted						
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/> X						
Net Assets or Fund Balances	27 Capital stock, trust principal, or current funds		88,197,438.	89,246,758.			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund						
	29 Retained earnings, accumulated income, endowment, or other funds		8,752.				
	30 Total net assets or fund balances (see page 17 of the instructions)		88,206,190.	89,246,758.			
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)		88,206,190.	89,246,758.			

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	88,206,190.
2 Enter amount from Part I, line 27a	2	-2,051,588.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 12	3	3,092,156.
4 Add lines 1, 2, and 3	4	89,246,758.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	89,246,758.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$			2	914,225.	
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	4,853,508.	79,558,808.	0.06100528806
2008	5,644,601.	100,788,720.	0.05600429294
2007	3,970,557.	115,359,880.	0.03441887249
2006	6,094,006.	107,682,393.	0.05659240875
2005	4,973,313.	103,686,729.	0.04796479789
2 Total of line 1, column (d)			2 0.25598566013
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 0.05119713203
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 87,322,073.
5 Multiply line 4 by line 3			5 4,470,640.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 15,050.
7 Add lines 5 and 6			7 4,485,690.
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 3,854,626.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <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)		1	30,100.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	30,100.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	30,100.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	26,895.	
b Exempt foreign organizations-tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	4,328.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	31,223.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,123.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ▶ 1,123. Refunded ▶	11		

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b		X
c Did the foundation file Form 1120-POL for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ _____ STMT 13			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> WELLS FARGO BANK, NA Telephone no <input type="checkbox"/> (336) 747-8185			
Located at <input type="checkbox"/> 1 W 4TH STREET, D4000-062, WINSTON-SALEM, NC ZIP + 4 <input type="checkbox"/> 27101				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		<input type="checkbox"/>
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?	16	Yes	No
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 <input type="checkbox"/>				

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 checked="" type="checkbox"/> Yes	<input 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)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>	
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 <input type="checkbox"/>		
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. <input type="checkbox"/>		
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	
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

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ 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)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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 14		1,211,924.	-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
SEE STATEMENT 16		NONE	NONE	NONE

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 17		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	698,565.
b	Average of monthly cash balances	1b	87,953,286.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	88,651,851.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	88,651,851.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	1,329,778.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	87,322,073.
6	Minimum investment return. Enter 5% of line 5	6	4,366,104.

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

1	Minimum investment return from Part X, line 6	1	4,366,104.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	30,100.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	30,100.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,336,004.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	4,336,004.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,336,004.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,854,626.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,854,626.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,854,626.

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				4,336,004.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			3,541,103.	
b Total for prior years 20 <u>08</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	NONE			
b From 2006	NONE			
c From 2007	NONE			
d From 2008	NONE			
e From 2009	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ <u>3,854,626.</u>				
a Applied to 2009, but not more than line 2a . . .			3,541,103.	
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				313,523.
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				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011.				4,022,481.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2006 . . .	NONE			
b Excess from 2007 . . .	NONE			
c Excess from 2008 . . .	NONE			
d Excess from 2009 . . .	NONE			
e Excess from 2010 . . .	NONE			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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.

N/A

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 18

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 21				
Total				3a 3,547,895.
b Approved for future payment SEE STATEMENT 21				
Total				3b 115,000.

Form 990-PF (2010)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	1,757,440.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property .					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	914,225.	
9	Net income or (loss) from special events . . .					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue. a _____					
b	2008 TAX REFUND			1	4,972.	
c	2009 TAX REFUND			1	97,418.	
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)				2,774,055.	
13	Total. Add line 12, columns (b), (d), and (e)				13	2,774,055.

(See worksheet in line 13 instructions on page 29 to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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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 SHORT-TERM CAPITAL GAIN DIVIDENDS					48,090.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					57,962.	
82,025.00		75000. US TREASURY NOTE 4.750% 8/15 PROPERTY TYPE: SECURITIES 85,032.00					05/15/2009	01/14/2010
							-3,007.00	
3,176.00		3176.26 FHLMC POOL #G02307 5.000% 8/0 PROPERTY TYPE: SECURITIES 3,043.00					08/21/2006	01/15/2010
							133.00	
3,152.00		3152.04 FHLMC POOL #J01366 5.500% 4/0 PROPERTY TYPE: SECURITIES 3,142.00					10/15/2007	01/15/2010
							10.00	
210,000.00		210000. UNITED STATES TREAS BD DTD 01/15 PROPERTY TYPE: SECURITIES 210,000.00					07/26/2006	01/15/2010
205,000.00		231796. SELECTINVEST INSTITUTIONAL ARV A PROPERTY TYPE: SECURITIES 252,215.00					06/28/2007	01/21/2010
							-47,215.00	
596.00		596.31 FNMA POOL #836631 5.000% 10/01 PROPERTY TYPE: SECURITIES 584.00					10/15/2007	01/25/2010
							12.00	
1,256.00		1256.01 FNMA POOL #900999 5.500% 9/0 PROPERTY TYPE: SECURITIES 1,252.00					02/12/2007	01/25/2010
							4.00	
2,309.00		2309.34 FHLMC POOL #G02307 5.000% 8/0 PROPERTY TYPE: SECURITIES 2,212.00					08/21/2006	02/16/2010
							97.00	
1,069.00		1069.07 FHLMC POOL #J01366 5.500% 4/0 PROPERTY TYPE: SECURITIES 1,066.00					10/15/2007	02/16/2010
							3.00	
866.00		866.17 FNMA POOL #836631 5.000% 10/01 PROPERTY TYPE: SECURITIES 848.00					10/15/2007	02/25/2010
							18.00	

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)	
2,414.00		2413.61 FNMA POOL #900999 PROPERTY TYPE: SECURITIES 2,406.00		5.500%	9/0		02/12/2007	02/25/2010
							8.00	
26,393.00		25000. U S TREASURY NOTES PROPERTY TYPE: SECURITIES 27,016.00		4.875%	5/31		05/15/2009	02/26/2010
							-623.00	
105,570.00		100000. U S TREASURY NOTES PROPERTY TYPE: SECURITIES 108,434.00		4.875%	5/3		04/02/2008	02/26/2010
							-2,864.00	
8,468.00		8468.25 FHLMC POOL #G02307 PROPERTY TYPE: SECURITIES 8,112.00		5.000%	8/0		08/21/2006	03/15/2010
							356.00	
387.00		386.76 FHLMC POOL #J01366 PROPERTY TYPE: SECURITIES 385.00		5.500%	4/01		10/15/2007	03/15/2010
							2.00	
157,734.00		150000. U S TREASURY NOTES PROPERTY TYPE: SECURITIES 162,094.00		4.875%	5/3		05/15/2009	03/23/2010
							-4,360.00	
274.00		274.02 FNMA POOL #836631 PROPERTY TYPE: SECURITIES 268.00		5.000%	10/01		10/15/2007	03/25/2010
							6.00	
379.00		379.38 FNMA POOL #900999 PROPERTY TYPE: SECURITIES 378.00		5.500%	9/01		02/12/2007	03/25/2010
							1.00	
3,134.00		3134.42 FHLMC POOL #G02307 PROPERTY TYPE: SECURITIES 3,003.00		5.000%	8/0		08/21/2006	04/15/2010
							131.00	
1,531.00		1531.48 FHLMC POOL #J01366 PROPERTY TYPE: SECURITIES 1,526.00		5.500%	4/0		10/15/2007	04/15/2010
							5.00	
149,600.00		167013. SELECTINVEST INSTITUTIONAL ARV A PROPERTY TYPE: SECURITIES 190,569.00					06/28/2007	04/20/2010
							-40,969.00	

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)	
285.00		285.21 FNMA POOL #836631 PROPERTY TYPE: SECURITIES 279.00		5.000%	10/01		10/15/2007	04/26/2010
							6.00	
2,652.00		2652.06 FNMA POOL #900999 PROPERTY TYPE: SECURITIES 2,644.00		5.500%	9/0		02/12/2007	04/26/2010
							8.00	
2,813.00		2813.47 FHLMC POOL #G02307 PROPERTY TYPE: SECURITIES 2,695.00		5.000%	8/0		08/21/2006	05/17/2010
							118.00	
1,800.00		1800.19 FHLMC POOL #J01366 PROPERTY TYPE: SECURITIES 1,794.00		5.500%	4/0		10/15/2007	05/17/2010
							6.00	
142,440.00		130000. UNITED TECH CORP NT PROPERTY TYPE: SECURITIES 134,034.00		6.100%	5/1		08/07/2006	05/20/2010
							8,406.00	
69,256.00		60000. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES 60,688.00		5.875%	5/15		09/12/2007	05/24/2010
							8,568.00	
2,171.00		2170.83 FNMA POOL #836631 PROPERTY TYPE: SECURITIES 2,126.00		5.000%	10/0		10/15/2007	05/25/2010
							45.00	
1,294.00		1294.46 FNMA POOL #900999 PROPERTY TYPE: SECURITIES 1,291.00		5.500%	9/0		02/12/2007	05/25/2010
							3.00	
2,766.00		2766.48 FHLMC POOL #G02307 PROPERTY TYPE: SECURITIES 2,652.00		5.000%	8/0		08/21/2006	06/15/2010
							114.00	
1,486.00		1486.01 FHLMC POOL #J01366 PROPERTY TYPE: SECURITIES 1,481.00		5.500%	4/0		10/15/2007	06/15/2010
							5.00	
412,823.00		5000. PRAXAIR INC COM PROPERTY TYPE: SECURITIES 45,200.00					02/24/1994	06/21/2010
							367,623.00	

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)	
1,876.00		1875.85 FNMA POOL #836631 PROPERTY TYPE: SECURITIES 1,838.00		5.000% 10/0			10/15/2007	06/25/2010 38.00
2,363.00		2363.45 FNMA POOL #900999 PROPERTY TYPE: SECURITIES 2,356.00		5.500% 9/0			02/12/2007	06/25/2010 7.00
48,700.00		53.8999 SELECTINVEST INST ARV ASP U/INT PROPERTY TYPE: SECURITIES 65,052.00					06/28/2007	07/01/2010 -16,352.00
2,526.00		2525.78 FHLMC POOL #G02307 PROPERTY TYPE: SECURITIES 2,426.00		5.000% 8/0			08/21/2006	07/15/2010 100.00
921.00		921.3 FHLMC POOL #J01366 PROPERTY TYPE: SECURITIES 918.00		5.500% 4/01/			10/15/2007	07/15/2010 3.00
2,203.00		2202.91 FNMA POOL #836631 PROPERTY TYPE: SECURITIES 2,161.00		5.000% 10/0			10/15/2007	07/25/2010 42.00
1,947.00		1946.9 FNMA POOL #900999 PROPERTY TYPE: SECURITIES 1,941.00		5.500% 9/01			02/12/2007	07/25/2010 6.00
155,725.00		150000. U S TREASURY NOTES PROPERTY TYPE: SECURITIES 162,094.00		4.875% 5/3			05/15/2009	07/29/2010 -6,369.00
2,918.00		2917.55 FHLMC POOL #G02307 PROPERTY TYPE: SECURITIES 2,807.00		5.000% 8/0			08/21/2006	08/15/2010 111.00
2,049.00		2049. FHLMC POOL #J01366 PROPERTY TYPE: SECURITIES 2,042.00		5.500% 4/01/			10/15/2007	08/15/2010 7.00
258.00		257.99 FNMA POOL #836631 PROPERTY TYPE: SECURITIES 253.00		5.000% 10/01			10/15/2007	08/25/2010 5.00

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)	
2,544.00		2544.37 FNMA POOL #900999 PROPERTY TYPE: SECURITIES 2,537.00		5.500%	9/0		02/12/2007	08/25/2010 7.00
3,663.00		3662.69 FHLMC POOL #G02307 PROPERTY TYPE: SECURITIES 3,531.00		5.000%	8/0		08/21/2006	09/15/2010 132.00
1,569.00		1569.35 FHLMC POOL #J01366 PROPERTY TYPE: SECURITIES 1,564.00		5.500%	4/0		10/15/2007	09/15/2010 5.00
1,260.00		1260.22 FNMA POOL #836631 PROPERTY TYPE: SECURITIES 1,238.00		5.000%	10/0		10/15/2007	09/25/2010 22.00
2,285.00		2284.64 FNMA POOL #900999 PROPERTY TYPE: SECURITIES 2,278.00		5.500%	9/0		02/12/2007	09/25/2010 7.00
128,892.00		125000. U S TREASURY NOTES PROPERTY TYPE: SECURITIES 135,079.00		4.875%	5/3		05/15/2009	09/27/2010 -6,187.00
200,000.00		7719.027 MUNDER MIDCAP CORE GROWTH FD-Y PROPERTY TYPE: SECURITIES 208,568.00					01/23/2008	10/13/2010 -8,568.00
545,935.00		6000. PRAXAIR INC COM PROPERTY TYPE: SECURITIES 54,240.00					02/24/1994	10/13/2010 491,695.00
825,000.00		48415.493 ROWE T PRICE REAL ESTATE FD CO PROPERTY TYPE: SECURITIES 1029154.00					06/15/2006	10/13/2010 -204154.00
510,000.00		22717.149 SSGA EMERGING MARKETS FD S #15 PROPERTY TYPE: SECURITIES 433,877.00					06/15/2006	10/13/2010 76,123.00
425,000.00		13812.155 TURNER MIDCAP GROWTH FUND-IN # PROPERTY TYPE: SECURITIES 430,116.00					01/23/2008	10/13/2010 -5,116.00

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)	
262,246.00		4400. ACE LIMITED PROPERTY TYPE: SECURITIES 254,680.00					07/03/2008 7,566.00	10/13/2010
4,353.00		4352.64 FHLMC POOL #G02307 PROPERTY TYPE: SECURITIES 4,204.00		5.000% 8/0			08/21/2006 149.00	10/15/2010
1,101.00		1100.85 FHLMC POOL #J01366 PROPERTY TYPE: SECURITIES 1,097.00		5.500% 4/0			10/15/2007 4.00	10/15/2010
265,000.00		265000. FED HOME LN BK PROPERTY TYPE: SECURITIES 265,633.00		3.375% 10/2			10/14/2008 -633.00	10/20/2010
244.00		244.44 FNMA POOL #836631 PROPERTY TYPE: SECURITIES 240.00		5.000% 10/01			10/15/2007 4.00	10/25/2010
4,211.00		4210.97 FNMA POOL #900999 PROPERTY TYPE: SECURITIES 4,198.00		5.500% 9/0			02/12/2007 13.00	10/25/2010
243,800.00		251.1323 SELECTINVEST INST ARV ASP U/INT PROPERTY TYPE: SECURITIES 303,092.00					06/28/2007 -59,292.00	11/01/2010
1422291.00		137952.584 PIMCO FDS PAC INVT MGMT SER P PROPERTY TYPE: SECURITIES 1305031.00					06/15/2006 117,260.00	11/08/2010
2716746.00		82525.698 TURNER MIDCAP GROWTH FUND-IN # PROPERTY TYPE: SECURITIES 2569884.00					01/23/2008 146,862.00	11/08/2010
4,000.00		4000. AMERIPRISE FINANCIAL PROPERTY TYPE: SECURITIES 3,990.00		5.350% 11/15/			08/18/2006 10.00	11/15/2010
4,336.00		4336.04 FHLMC POOL #G02307 PROPERTY TYPE: SECURITIES 4,194.00		5.000% 8/0			08/21/2006 142.00	11/15/2010

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)	
1,305.00		1304.59 FHLMC POOL #J01366 PROPERTY TYPE: SECURITIES 1,300.00		5.500%	4/0		10/15/2007	11/15/2010 5.00
265,000.00		265000. FEDERAL NATL MTG ASSN NT DTD 11/ PROPERTY TYPE: SECURITIES 277,525.00					07/26/2006	11/15/2010 -12,525.00
1,743.00		1743.01 FNMA POOL #836631 PROPERTY TYPE: SECURITIES 1,715.00		5.000%	10/0		10/15/2007	11/25/2010 28.00
2,457.00		2457.41 FNMA POOL #900999 PROPERTY TYPE: SECURITIES 2,450.00		5.500%	9/0		02/12/2007	11/25/2010 7.00
4,670.00		4670.05 FHLMC POOL #G02307 PROPERTY TYPE: SECURITIES 4,521.00		5.000%	8/0		08/21/2006	12/15/2010 149.00
710.00		710.12 FHLMC POOL #J01366 PROPERTY TYPE: SECURITIES 708.00		5.500%	4/01		10/15/2007	12/15/2010 2.00
1,588.00		1588.4 FNMA POOL #836631 PROPERTY TYPE: SECURITIES 1,564.00		5.000%	10/01		10/15/2007	12/25/2010 24.00
3,728.00		3727.92 FNMA POOL #900999 PROPERTY TYPE: SECURITIES 3,717.00		5.500%	9/0		02/12/2007	12/25/2010 11.00
4,588.00		4588.36 FHLMC POOL #G02307 PROPERTY TYPE: SECURITIES 4,446.00		5.000%	8/0		08/21/2006	12/31/2010 142.00
2,749.00		2748.91 FHLMC POOL #J01366 PROPERTY TYPE: SECURITIES 2,740.00		5.500%	4/0		10/15/2007	12/31/2010 9.00
1,136.00		1136.33 FNMA POOL #836631 PROPERTY TYPE: SECURITIES 1,119.00		5.000%	10/0		10/15/2007	12/31/2010 17.00

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)	
1,519.00		1518.51 FNMA POOL #900999 PROPERTY TYPE: SECURITIES 1,514.00		5.500%	9/0		02/12/2007 5.00	12/31/2010
TOTAL GAIN(LOSS)							----- 914,225. =====	

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AFLAC INC	8,500.	8,500.
ABBOTT LABORATORIES	1,880.	1,880.
ABBOTT LABORATORIES	928.	928.
AMERIPRISE FINANCIAL	214.	214.
ARTIO INTERNATIONAL EQ FD 3# 1529	78,726.	78,726.
BANK OF AMERICA NA	7,652.	7,345.
BANK OF NEW YORK MEL	7,404.	7,404.
PEPSI BOTTLING GROUP	5,908.	5,908.
CB RICHARD ELLIS REALTY TRUST	11,001.	11,001.
CATERPILLAR INC	6,840.	6,840.
CONOCOPHILLIPS	5,700.	5,700.
SUISSE NEW YORK	5,194.	5,194.
DEERE JOHN CAP CORP NTS DTD 3/22/2002 7%	8,050.	8,050.
WALT DISNEY COMPANY	6,469.	6,469.
EMERSON ELECTRIC	6,304.	5,850.
EVERGREEN INTL BOND FUND CL I (FD #460)	31,803.	31,803.
EVERGREEN SELECT MONEY MKT TR PRIME CASH	37.	37.
EXXON MOBIL CORP COM	31,320.	31,320.
FHLMC POOL #G02307	9,044.	9,044.
FHLMC POOL #J01366	3,395.	3,395.
FED HOME LN BK	4,784.	4,784.
FED HOME LN BK	3,120.	3,120.
FED HOME LN BK	6,050.	6,050.
FED HOME LN BK	8,944.	8,944.
FED HOME LN MTG CORP	8,044.	8,044.
FED HOME LN MTG CORP	6,075.	6,075.
FEDERAL NATL MTG ASSN NT DTD 11/3/2000 6	17,556.	17,556.
FED NATL MTG ASSN	6,988.	6,988.
FNMA POOL #836631	2,224.	2,224.
FNMA POOL #900999	3,157.	3,157.
GENERAL DYNAMICS COR	5,313.	5,313.
GENERAL ELEC CO COM	23,100.	23,100.

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
GENERAL ELEC CAP COR 5.625% 9/15/17	7,313.	7,313.
GEORGIA POWER COMPAN 4.250% 12/01/19	4,493.	4,493.
GOLDMAN SACHS GROUP 6.150% 4/01/18	7,995.	7,995.
HARBOR FD INTL FD	104,170.	104,170.
HEWLETT-PACKARD CO 4.500% 3/01/13	3,150.	3,150.
IBM CORPORATION 4.750% 11/29/12	6,549.	6,175.
ISHARES S&P 500 INDEX FUND	121,686.	121,686.
JPMORGAN CHASE & CO 5.125% 9/15/14	6,029.	5,894.
JPMORGAN INTREPID GR-SEL #1202	21,342.	21,342.
KEY BANK NA 3.200% 6/15/12	6,720.	6,720.
MERCK & CO INC 4.000% 6/30/15	7,933.	7,933.
MERIDIAN GROWTH FUND INC	3,827.	3,827.
MERRILL LYNCH & CO 5.000% 1/15/15	2,609.	2,500.
MICROSOFT CORP 2.950% 6/01/14	4,720.	4,720.
MORGAN STANLEY INS INTN RE I #8001	91,848.	91,848.
MORGAN STANLEY 5.375% 10/15/15	7,233.	6,988.
MORGAN STANLEY DEAN 5.080% 9/15/37	9,144.	9,144.
MUNDER MIDCAP CORE GROWTH FD-Y #32	846.	846.
NATIONAL RURAL UTILS 7.250% 3/01/12	8,700.	8,700.
OCCIDENTAL PETROLEUM 7.000% 11/01/13	5,250.	5,250.
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN	25,328.	25,328.
PIMCO FDS PAC INVT MGMT SER PIMCO LOW DU	21,934.	21,934.
PIMCO FDS PAC INVT MGMT SER HIGH YLD FD	260,850.	260,850.
PIMCO FDS PAC INVT MGMT REAL RETURN BD F	65,429.	65,429.
PIMCO EMERG MKTS BD-INST #137	95,591.	76,936.
PFIZER INC 5.350% 3/15/15	5,350.	5,350.
PRAXAIR INC COM	54,000.	54,000.
PRAXAIR INC	4,220.	4,220.
PROCTER & GAMBLE CO/ 3.150% 9/01/15	4,447.	4,447.
REGIONS BANK 3.250% 12/09/11	1,625.	1,625.
ROWE T PRICE REAL ESTATE FD COM	104,284.	51,420.
SBC COMMUNICATIONS 5.625% 6/15/16	7,313.	7,313.
SSGA EMERGING MARKETS FD S #1510	85,389.	85,389.
DMJ294 5892 09/12/2011 15:40:34		

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
CB RICHARD ELLIS REAL ESTATE	21,607.	25,200.
SCHLUMBERGER LTD COM	25,200.	4,994.
TARGET CORP NT DTD 3/11/2002 5.875% 03/0	4,994.	3,175.
3M COMPANY	3,175.	19,007.
U S TREASURY NOTES 4.375% 8/15/13	19,007.	3,920.
U S TREASURY NOTES 4.750% 5/15/14	3,920.	16,656.
UNITED STATES TREAS BD DTD 01/15/2005 3.	16,656.	13,713.
U S TREASURY NOTES 5.125% 5/15/16	13,713.	7,228.
U S TREASURY NOTES 4.875% 5/31/11	7,228.	2,118.
U S TREASURY NOTES 4.500% 9/30/11	2,118.	24,075.
U S TREASURY NOTES 4.625% 2/15/17	24,075.	13,119.
US TREASURY NOTES 4.500% 3/31/12	13,119.	3,828.
US TREASURY NOTE 4.750% 8/15/17	3,828.	7,200.
US TREASURY NOTE 3.500% 2/15/18	7,200.	7,300.
US TREASURY NOTE 4.000% 8/15/18	7,300.	4,400.
US TREASURY NOTE 2.000% 11/30/13	4,400.	1,621.
US TREASURY NOTE 2.750% 2/15/19	1,621.	2,508.
US TREASURY NOTE 1.000% 7/31/11	2,508.	6,646.
US TREASURY NOTE 3.625% 8/15/19	6,646.	721.
US TREASURY NOTE 3.375% 11/15/19	721.	548.
US TREASURY NOTE 3.625% 2/15/20	548.	4,185.
US TREASURY NOTE 3.500% 5/15/20	4,185.	2,275.
UNITED TECH CORP NT 6.100% 5/15/12	2,275.	9,410.
UNITED TECHNOLOGIES 4.500% 4/15/20	9,410.	4,300.
CRM MIDCP VAL INST	4,300.	39,562.
WAL MART STORES INC 5.375% 4/05/17	39,562.	5,632.
WELLS FARGO ADV INTL BOND-IS #4705	5,632.	2,741.
ACE LIMITED	2,741.	63.
OTHER INTEREST	63.	647.
EVERGREEN PRIME CASH MGMT I CL #494	647.	
WF ADV HERITAGE MM FD-INSTL #3106		
TOTAL	1,757,440.	1,662,690.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
2008 EXCISE TAX REFUND	4,972.	
2009 EXCISE TAX REFUND	97,418.	
RICI LINKED 38-3743129		48,826.
GRAHAM ALT INV II 20-4973028		5,090.
BLUETREND ASP 26-2661499		19,683.
PINEHURST INST 20-4095445		-282,465.
GRESHAM COMM II 20-4973070		25,988.
SELECTINV INSTL ARV 20-5878828		-43,055.
DORCHESTER CAP INTL 20-4095525		14,497.
GRE II ASP FUND 20-4973177		13,174.
K2 OVERSEAS LONG SHORT 20-4078553		8,503.
MESIROW INSTITUTIONAL 20-4095228		-42,543.
SIGULER GUFF 26-0540516		-31,725.
	-----	-----
TOTALS	102,390.	-264,027.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL ESTIMATES - PRINCIPAL	11,311.	
FOREIGN TAXES ON QUALIFIED FOR	33,614.	33,614.
FOREIGN TAXES ON NONQUALIFIED	5,899.	5,899.
	-----	-----
TOTALS	50,824.	39,513.
	=====	=====

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
#3133XYWB7 FED HOME LOAN BANK	267,165.	266,317.
#3133XLJP9 FED HOME LOAN BANK	110,493.	125,833.
#3133X1BV8 FED HOME LOAN BANK	63,280.	70,977.
#3133MNVV0 FED HOME LOAN BANK	285,968.	283,963.
#3133MTZL5 FED HOME LOAN BANK	98,176.	107,125.
#3134A4UM4 FED HOME LN MTG	127,407.	148,403.
#3134A4UK8 FED HOME LN MTG	174,856.	182,894.
#3128LXR44 FED HOME LN MTG	113,587.	123,268.
#3128PCQT2 FED HOME LN MTG	49,030.	52,873.
#31398ADM1 FED NATL MTG ASSN	134,640.	149,679.
#31407PPQ5 FED NATL MTG ASSN	29,697.	32,228.
#31410X7L4 FED NAT'L MTG ASSN	36,964.	39,907.
#912828CJ7 US TREASURY NOTES	450,917.	446,780.
#912828FF2 US TREASURY NOTES	352,032.	374,436.
#912828FU9 US TREASURY NOTES	229,299.	221,693.
#912828GH7 US TREASURY NOTES	44,278.	50,664.
#912828HR4 US TREASURY NOTE	101,598.	110,455.
#912828KD1 US TREASURY NOTE	153,385.	157,938.
#912828MP2 US TREASURY NOTE	262,352.	259,453.
#912828ND8 US TREASURY NOTE	130,242.	122,926.
#912828LG3 US TREASURY NOTE	169,815.	170,757.
#912828HA1 US TREASURY NOTE	269,140.	277,825.
#912828JH4 US TREASURY NOTE	183,848.	195,061.
#912828LJ7 US TREASURY NOTE	150,398.	156,704.
#912828LY4 US TREASURY NOTE	253,186.	260,319.
#912828JT8 US TREASURY NOTE	372,073.	375,778.
#912828GM6 US TREASURY NOTE	584,931.	562,542.
#002824AWO ABBOTT LABORATORIES	44,978.	45,753.
#001055AC6 AFLAC INC	118,323.	123,649.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
#06051GDX4 BANK OF AMERICA	121,981.	132,830.
#06406HBE8 BANK OF NEW YORK	156,386.	160,941.
#14912BM2 CATERPILLAR INC	122,840.	138,391.
#808513AD7 CHARLES SCHWAB CORP	189,801.	179,303.
#20825CAS3 CONCOPHILLIPS	119,663.	130,351.
#291011AT1 EMERSON ELECTRIC	126,496.	139,939.
#369550AK4 GENERAL DYNAMICS	132,800.	134,349.
#36962G3H5 GENERAL ELEC CAP	131,041.	142,545.
#373334JP7 GEORGIA POWER CO.	109,718.	113,263.
#38141GFM1 GOLDMAN SACHS GROUP	138,269.	143,155.
#428236AQ6 HEWLETT PACKARD CO	70,805.	74,925.
#459200BA8 IBM CORPORATION	127,556.	139,565.
#244217BG9 JOHN DEER CAPITAL	123,683.	123,435.
#46625HBV1 JP MORGAN CHASE	113,395.	122,368.
#49328CAA3 KEY BANK NA	209,801.	217,850.
#589331AP2 MERCK & CO INC	220,559.	225,309.
#59018YUW9 MERRILL LYNCH & CO	48,581.	52,065.
#594918B0 MICROSOFT CORP	159,843.	166,557.
#61746SBR9 MORGAN STANLEY	126,173.	136,548.
#637432CU7 NATIONAL RURAL UTIL	131,434.	128,640.
#674599BW4 OCCIDENTAL PETRO.	77,946.	86,717.
#10138MAH8 PEPSI BOTTLING	84,824.	98,499.
#717081DA8 PFIZER INC	99,875.	112,416.
#74005PAV6 PRAXAIR INC	124,679.	128,876.
#742718DQ9 PROCTOR & GAMBLE	139,681.	145,407.
#7591EAAB9 REGIONS BANK	51,228.	51,322.
#78387GAL7 SBC COMMUNICATIONS	128,534.	145,765.
#22546QAC1 SUISSE NEW YORK	122,272.	126,752.
#87612EAH9 TARGET CORP	89,581.	89,507.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION

	ENDING BOOK VALUE -----	ENDING FMV ----
#913017BR9 UNITED TECHNOLOGIES	136,072.	136,458.
#931142CG6 WALMART STORES INC	82,815.	90,437.
#25468PCE4 WALT DISNEY CO.	115,053.	132,459.
#88579EAE5 3M COMPANY MED TERM	102,952.	103,352.
#61746WXN5 MORGAN STANLEY DEAN	179,283.	188,431.
	-----	-----
TOTALS	9,577,678.	9,934,927.
	=====	=====

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
#30231G102 EXXON MOBIL CORP.	228,656.	1,316,160.
#369604103 GENERAL ELECTRIC CO	212,242.	1,005,950.
#74005P104 PRAXAIR INC COM	194,270.	2,195,810.
#806857108 SCHLUMBERGER LTD	371,417.	2,505,000.
	-----	-----
TOTALS	1,006,585.	7,022,920.
	=====	=====

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
#693390841 PIMCO HIGH YIELD	3,514,940.	3,422,922.
#693391104 PIMCO REAL RETURN	2,611,637.	2,784,707.
#693390551 PIMCO TOTAL RETURN	1,000,000.	1,014,691.
#94985D582 WELLS FARGO ADVANT.	1,231,576.	1,523,212.
#693315559 PIMCO EMERGING MRKT	1,886,697.	1,946,655.
#92934R769 CRM MID CAP VALUE	1,500,000.	1,607,664.
#26203E836 DREYFUS/THE BOSTON	1,500,000.	1,565,502.
#464287200 ISHARES S & P 500	6,999,927.	6,869,010.
#4812A2207 JP MORGAN INTREPID	2,400,000.	2,513,386.
#589619105 MERIDIAN GROWTH	2,470,000.	2,620,445.
#626124242 MUNDER MIDCAP CORE	2,657,748.	2,798,406.
#780905451 ROYCE PREMIER FUND	2,000,000.	2,251,656.
#784924425 SSGA EMERGING MRKT	2,956,525.	3,780,955.
#04315J837 ARTIO INTERNATIONAL	3,574,674.	3,579,386.
#411511306 HARBOR INTERNATIONALA	5,774,485.	6,280,783.
CP RICHARD ELLIS REALTY TRUST	500,000.	543,478.
#61744J317 MORGAN STANLEY	4,700,000.	2,616,509.
#779919109 T ROWE PRICE REAL	4,520,656.	3,739,958.
	-----	-----
TOTALS	51,798,865.	51,459,325.
	=====	=====

FORM 990PF, PART II - OTHER INVESTMENTS

=====

COST/
FMV

DESCRIPTION

C OR F

ENDING

BOOK VALUE

FMV

BLUE TREND ASP FUND	C	138,104.	141,666.
DORCHESTER CAPITAL INTERN;	C	4,586,625.	4,676,291.
GRAHAM ALTERNATIVE INVESTMENT	C	128,865.	130,585.
GRE II ASP FUND (TAXABLE)	C	3,300,000.	1,868,491.
GRESHAM COMMODITIES II	C	1,875,384.	2,218,154.
K2 OVERSEAS LONG SHORT ASP	C	4,570,293.	4,288,646.
MESIROW INSTITUTIONAL MULTI	C	2,832,689.	2,829,852.
PINEHURST INSTITUTIONAL	C	4,555,927.	4,003,988.
RICI LINKED PAM TOTAL INDEX	C	253,257.	294,167.
SELECTINVEST INSTITUTIONAL ARV	C	1,051,105.	845,484.
SIGULER GUFF BRIC OPPOR.	C	1,566,601.	1,506,945.
SIGULER GUFF BRIC OPPOR.	C	300,000.	300,000.

TOTALS

25,158,850.

23,104,269.

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

DESCRIPTION -----	AMOUNT -----
ADJ COST TO BOOK VALUE ON SALES ROUNDING	

TOTAL	=====

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

GA

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

=====

OFFICER NAME:

WELLS FARGO BANK, NA

ADDRESS:

1525 WEST W.T. HARRIS BLVD.

CHARLOTTE, NC 28288-1114

TITLE:

Trustee

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 1,176,924.

OFFICER NAME:

George W. P. Atkins

ADDRESS:

Atlanta, GA 30303

TITLE:

Chairman/Adv Comm

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 35,000.

OFFICER NAME:

Alice Sheets

ADDRESS:

Atlanta, GA 30303

TITLE:

Advisory Committee

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

OFFICER NAME:

John Libby

ADDRESS:

Atlanta, GA 30303

TITLE:

Advisory Committee

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4

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

=====

OFFICER NAME:

Joyce Yamaato

ADDRESS:

Atlanta, GA 30303

TITLE:

Advisory Committee

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

OFFICER NAME:

Carol Hoffman

ADDRESS:

Atlanta, GA 30303

TITLE:

Advisory Committee

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

TOTAL COMPENSATION:

1,211,924.

=====

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

=====

EMPLOYEE NAME:

NONE

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

=====

NAME:

NONE

RECIPIENT NAME:

C/O WELLS FARGO BANK, N.A., TRUSTEE

ADDRESS:

MAC G0141-041, 3280 PEACHTREE RD, NE STE 400
ATLANTA, GA 30305

FORM, INFORMATION AND MATERIALS:

FORMAL APPLICATION IS NOT REQUIRED, BUT REQUESTS
THAT ORGANIZATIONS SUBMIT A PROPOSAL OUTLINING
THE PROJECT OR PROGRAM.

SUBMISSION DEADLINES:

APPLICATIONS MUST BE POSTMARKED OR HAND
DELIVERED TOT THE TRUSTEE'S OFFICE BY JUNE 1.

RESTRICTIONS OR LIMITATIONS ON AWARDS:

FINANCIAL SUPPORT TO PERSONS OR ORGANIZATIONS
IN GEORGIA ASSOCIATED WITH TRANSPLANTATION OF
EYES, KIDNEYS, HEARTS, AND OTHER HUMAN ORGANS.

=====

RECIPIENT NAME:

GEORGIA HEALTH SCIENCES
UNIVERSITY FOUNDATION

ADDRESS:

1120 15TH STREET
AUGUST, GA 30912

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

TRANSPLANT RESEARCH AND SERVICESS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC EXEMPT

AMOUNT OF GRANT PAID 412,184.

RECIPIENT NAME:

PIEDMONT HOSPITAL

ADDRESS:

1968 PEACHTREE ROAD
ATLANTA, GA 30309

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CREATION OF AN HLA LAB

FOUNDATION STATUS OF RECIPIENT:

PUBLIC EXEMPT

AMOUNT OF GRANT PAID 368,020.

RECIPIENT NAME:

EMORY UNIVERSITY

ADDRESS:

1440 CLIFTON ROAD, NE
ATLANTA, GA 30322

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

MASON TELEMEDICINE/TRANSLATIONAL DISCOVERY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC EXEMPT

AMOUNT OF GRANT PAID 550,000.

=====

RECIPIENT NAME:

UNIVERSITY OF GEORGIA RESEARCH
FDN

ADDRESS:

324 BUSINESS SERVICES 456 EAST
ATHENS, GA 30602

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

MEDICATION ACCESS PROGRAM

FOUNDATION STATUS OF RECIPIENT:

PUBLIC EXEMPT

AMOUNT OF GRANT PAID 332,691.

RECIPIENT NAME:

ANGEL FLIGHT OF GEORGIA

ADDRESS:

2000 AIRPORT RD #227
CHAMBLEE, GA 30341

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

TRANSPLANT PATIENT PROGRAM

FOUNDATION STATUS OF RECIPIENT:

PUBLIC EXEMPT

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

CHILDREN'S HEALTHCARE OF ATLANTA

ADDRESS:

1687 TULLIE CIRCLE NE
ATLANTA, GA 30329

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CARDIOVASCULAR HEALTH INITIATIVE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC EXEMPT

AMOUNT OF GRANT PAID 335,000.

=====

. RECIPIENT NAME:

GEORGIA TRANSPLANT FOUNDATION

ADDRESS:

6600 PEACHTREE DUNWOODY ROAD

ATLANTA, GA 30328

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

TRANSPLANT ASSISTANCE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC EXEMPT

AMOUNT OF GRANT PAID 1,500,000.

TOTAL GRANTS PAID:

3,547,895.

=====

RECIPIENT NAME:

CHILDREN'S HEALTHCARE OF ATLANTA

ADDRESS:

1687 TULLIE CIR NE

ATLANTA, GA 30329

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CRITICAL CARE TRANSPLANT PROGRAM

FOUNDATION STATUS OF RECIPIENT:

PUBLIC EXEMPT

AMOUNT APPROVED FOR FUTURE PAYMENT: 115,000.

TOTAL GRANTS APPROVED FOR FUTURE PAYMENT:

115,000.

=====

**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

THE CARLOS & MARGUERITE MASON FDN

Employer identification number

58-1996431

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 SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			48,090.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-7,990.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	40,100.

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			57,962.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	816,163.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	874,125.

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

Schedule D (Form 1041) 2010

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		40,100.
14	Net long-term gain or (loss):			
a	Total for year	14a		874,125.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		914,225.

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

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . .	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <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	25	
26	Subtract line 25 from line 24	26	
27	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	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 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.**

2010

Name of estate or trust

THE CARLOS & MARGUERITE MASON FDN

Employer identification number

58-1996431

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

[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	-7,990.00
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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

THE CARLOS & MARGUERITE MASON FDN

58-1996431

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 3176.26 FHLMO POOL #G02307 5.000% 8/01/36	08/21/2006	01/15/2010	3,176.00	3,043.00	133.00
3152.04 FHLMO POOL #J01366 5.500% 4/01/21	10/15/2007	01/15/2010	3,152.00	3,142.00	10.00
210000. UNITED STATES TREAS BD DTD 01/15/2005 3.	07/26/2006	01/15/2010	210,000.00	210,000.00	
231796. SELECTINVEST INSTITUTIONAL ARV ASW CLASS	06/28/2007	01/21/2010	205,000.00	252,215.00	-47,215.00
596.31 FNMA POOL #836631 5.000% 10/01/20	10/15/2007	01/25/2010	596.00	584.00	12.00
1256.01 FNMA POOL #900999 5.500% 9/01/21	02/12/2007	01/25/2010	1,256.00	1,252.00	4.00
2309.34 FHLMO POOL #G02307 5.000% 8/01/36	08/21/2006	02/16/2010	2,309.00	2,212.00	97.00
1069.07 FHLMO POOL #J01366 5.500% 4/01/21	10/15/2007	02/16/2010	1,069.00	1,066.00	3.00
866.17 FNMA POOL #836631 5.000% 10/01/20	10/15/2007	02/25/2010	866.00	848.00	18.00
2413.61 FNMA POOL #900999 5.500% 9/01/21	02/12/2007	02/25/2010	2,414.00	2,406.00	8.00
100000. U S TREASURY NOTES 4.875% 5/31/11	04/02/2008	02/26/2010	105,570.00	108,434.00	-2,864.00
8468.25 FHLMO POOL #G02307 5.000% 8/01/36	08/21/2006	03/15/2010	8,468.00	8,112.00	356.00
386.76 FHLMO POOL #J01366 5.500% 4/01/21	10/15/2007	03/15/2010	387.00	385.00	2.00
274.02 FNMA POOL #836631 5.000% 10/01/20	10/15/2007	03/25/2010	274.00	268.00	6.00
379.38 FNMA POOL #900999 5.500% 9/01/21	02/12/2007	03/25/2010	379.00	378.00	1.00
3134.42 FHLMO POOL #G02307 5.000% 8/01/36	08/21/2006	04/15/2010	3,134.00	3,003.00	131.00
1531.48 FHLMO POOL #J01366 5.500% 4/01/21	10/15/2007	04/15/2010	1,531.00	1,526.00	5.00
167013. SELECTINVEST INSTITUTIONAL ARV ASW CLASS	06/28/2007	04/20/2010	149,600.00	190,569.00	-40,969.00
285.21 FNMA POOL #836631 5.000% 10/01/20	10/15/2007	04/26/2010	285.00	279.00	6.00
2652.06 FNMA POOL #900999 5.500% 9/01/21	02/12/2007	04/26/2010	2,652.00	2,644.00	8.00
2813.47 FHLMO POOL #G02307 5.000% 8/01/36	08/21/2006	05/17/2010	2,813.00	2,695.00	118.00
1800.19 FHLMO POOL #J01366 5.500% 4/01/21	10/15/2007	05/17/2010	1,800.00	1,794.00	6.00
130000. UNITED TECH CORP NT 6.100% 5/15/12	08/07/2006	05/20/2010	142,440.00	134,034.00	8,406.00
60000. ABBOTT LABORATORIES 5.875% 5/15/16	09/12/2007	05/24/2010	69,256.00	60,688.00	8,568.00
2170.83 FNMA POOL #836631 5.000% 10/01/20	10/15/2007	05/25/2010	2,171.00	2,126.00	45.00

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

THE CARLOS & MARGUERITE MASON FDN

58-1996431

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 1294.46 FNMA POOL #900999 5.500% 9/01/21	02/12/2007	05/25/2010	1,294.00	1,291.00	3.00
2766.48 FHLMO POOL #G02307 5.000% 8/01/36	08/21/2006	06/15/2010	2,766.00	2,652.00	114.00
1486.01 FHLMO POOL #J01366 5.500% 4/01/21	10/15/2007	06/15/2010	1,486.00	1,481.00	5.00
5000. PRAXAIR INC COM	02/24/1994	06/21/2010	412,823.00	45,200.00	367,623.00
1875.85 FNMA POOL #836631 5.000% 10/01/20	10/15/2007	06/25/2010	1,876.00	1,838.00	38.00
2363.45 FNMA POOL #900999 5.500% 9/01/21	02/12/2007	06/25/2010	2,363.00	2,356.00	7.00
53.8999 SELECTINVEST INST ARV ASP U/INT I2	06/28/2007	07/01/2010	48,700.00	65,052.00	-16,352.00
2525.78 FHLMO POOL #G02307 5.000% 8/01/36	08/21/2006	07/15/2010	2,526.00	2,426.00	100.00
921.3 FHLMO POOL #J01366 5.500% 4/01/21	10/15/2007	07/15/2010	921.00	918.00	3.00
2202.91 FNMA POOL #836631 5.000% 10/01/20	10/15/2007	07/25/2010	2,203.00	2,161.00	42.00
1946.9 FNMA POOL #900999 5.500% 9/01/21	02/12/2007	07/25/2010	1,947.00	1,941.00	6.00
150000. U S TREASURY NOTES 4.875% 5/31/11	05/15/2009	07/29/2010	155,725.00	162,094.00	-6,369.00
2917.55 FHLMO POOL #G02307 5.000% 8/01/36	08/21/2006	08/15/2010	2,918.00	2,807.00	111.00
2049. FHLMO POOL #J01366 5.500% 4/01/21	10/15/2007	08/15/2010	2,049.00	2,042.00	7.00
257.99 FNMA POOL #836631 5.000% 10/01/20	10/15/2007	08/25/2010	258.00	253.00	5.00
2544.37 FNMA POOL #900999 5.500% 9/01/21	02/12/2007	08/25/2010	2,544.00	2,537.00	7.00
3662.69 FHLMO POOL #G02307 5.000% 8/01/36	08/21/2006	09/15/2010	3,663.00	3,531.00	132.00
1569.35 FHLMO POOL #J01366 5.500% 4/01/21	10/15/2007	09/15/2010	1,569.00	1,564.00	5.00
1260.22 FNMA POOL #836631 5.000% 10/01/20	10/15/2007	09/25/2010	1,260.00	1,238.00	22.00
2284.64 FNMA POOL #900999 5.500% 9/01/21	02/12/2007	09/25/2010	2,285.00	2,278.00	7.00
125000. U S TREASURY NOTES 4.875% 5/31/11	05/15/2009	09/27/2010	128,892.00	135,079.00	-6,187.00
7719.027 MUNDER MIDCAP CORE GROWTH FD-Y #32	01/23/2008	10/13/2010	200,000.00	208,568.00	-8,568.00
6000. PRAXAIR INC COM	02/24/1994	10/13/2010	545,935.00	54,240.00	491,695.00
48415.493 ROWE T PRICE REAL ESTATE FD COM	06/15/2006	10/13/2010	825,000.00	1,029,154.00	-204,154.00
22717.149 SSGA EMERGING MARKETS FD S #1510	06/15/2006	10/13/2010	510,000.00	433,877.00	76,123.00

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

THE CARLOS & MARGUERITE MASON FDN

58-1996431

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 13812.155 TURNER MIDCAP GROWTH FUND-IN #1309	01/23/2008	10/13/2010	425,000.00	430,116.00	-5,116.00
4400. ACE LIMITED	07/03/2008	10/13/2010	262,246.00	254,680.00	7,566.00
4352.64 FHLMC POOL #G02307 5.000% 8/01/36	08/21/2006	10/15/2010	4,353.00	4,204.00	149.00
1100.85 FHLMC POOL #J01366 5.500% 4/01/21	10/15/2007	10/15/2010	1,101.00	1,097.00	4.00
265000. FED HOME LN BK 3.375% 10/20/10	10/14/2008	10/20/2010	265,000.00	265,633.00	-633.00
244.44 FNMA POOL #836631 5.000% 10/01/20	10/15/2007	10/25/2010	244.00	240.00	4.00
4210.97 FNMA POOL #900999 5.500% 9/01/21	02/12/2007	10/25/2010	4,211.00	4,198.00	13.00
251.1323 SELECTINVEST INST ARV ASP U/INT I2	06/28/2007	11/01/2010	243,800.00	303,092.00	-59,292.00
137952.584 PIMCO FDS PAC INVT MGMT SER PIMCO LOW DUR	06/15/2006	11/08/2010	1,422,291.00	1,305,031.00	117,260.00
82525.698 TURNER MIDCAP GROWTH FUND-IN #1309	01/23/2008	11/08/2010	2,716,746.00	2,569,884.00	146,862.00
4000. AMERIPRISE FINANCIAL 5.350% 11/15/10	08/18/2006	11/15/2010	4,000.00	3,990.00	10.00
4336.04 FHLMC POOL #G02307 5.000% 8/01/36	08/21/2006	11/15/2010	4,336.00	4,194.00	142.00
1304.59 FHLMC POOL #J01366 5.500% 4/01/21	10/15/2007	11/15/2010	1,305.00	1,300.00	5.00
265000. FEDERAL NATL MTG ASSN NT DTD 11/3/2000 6.625	07/26/2006	11/15/2010	265,000.00	277,525.00	-12,525.00
1743.01 FNMA POOL #836631 5.000% 10/01/20	10/15/2007	11/25/2010	1,743.00	1,715.00	28.00
2457.41 FNMA POOL #900999 5.500% 9/01/21	02/12/2007	11/25/2010	2,457.00	2,450.00	7.00
4670.05 FHLMC POOL #G02307 5.000% 8/01/36	08/21/2006	12/15/2010	4,670.00	4,521.00	149.00
710.12 FHLMC POOL #J01366 5.500% 4/01/21	10/15/2007	12/15/2010	710.00	708.00	2.00
1588.4 FNMA POOL #836631 5.000% 10/01/20	10/15/2007	12/25/2010	1,588.00	1,564.00	24.00
3727.92 FNMA POOL #900999 5.500% 9/01/21	02/12/2007	12/25/2010	3,728.00	3,717.00	11.00
4588.36 FHLMC POOL #G02307 5.000% 8/01/36	08/21/2006	12/31/2010	4,588.00	4,446.00	142.00
2748.91 FHLMC POOL #J01366 5.500% 4/01/21	10/15/2007	12/31/2010	2,749.00	2,740.00	9.00
1136.33 FNMA POOL #836631 5.000% 10/01/20	10/15/2007	12/31/2010	1,136.00	1,119.00	17.00
1518.51 FNMA POOL #900999 5.500% 9/01/21	02/12/2007	12/31/2010	1,519.00	1,514.00	5.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 816,163.00

Schedule D-1 (Form 1041) 2010

FEDERAL CAPITAL GAIN DIVIDENDS
=====SHORT-TERM CAPITAL GAIN DIVIDENDS

PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD I	39,519.00
WELLS FARGO ADV INTL BOND-IS #4705	8,571.00

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS	48,090.00
	=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

	39.00
AOL TIME WARNER INC COM	2,585.00
LUCENT TECHNOLOGIES INC COM	435.00
MERIDIAN GROWTH FUND INC	440.00
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD I	22,244.00
ROYCE PREMIER FUND W CLASS #566	29,614.00
TENET HEALTHCARE CORP COM W/RIGHTS ATTACHED E	1,012.00
WELLS FARGO ADV INTL BOND-IS #4705	1,593.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	57,962.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	57,962.00
	=====

Form **8868**

(Rev. January 2011)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► **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 ☒ **X**
- 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 File by the due date for filing your return. See instructions.	Name of exempt organization	Employer identification number
	THE CARLOS & MARGUERITE MASON FDN	58-1996431
	Number, street, and room or suite no. If a P.O. box, see instructions	
	1525 W W.T. HARRIS BLVD. D1114-044	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	CHARLOTTE, NC 28288	

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

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

- The books are in the care of ► WACHOVIA BANK, NA

Telephone No. ► (404) 238-0444

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 08/15, 20 11, 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 _____, 20 _____, and ending _____, 20 _____.

- 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	\$ 31,223.
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	\$ 26,895.
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	\$ 4,328.

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.

For Paperwork Reduction Act Notice, see Instructions.

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete **only Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete **only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization	Employer identification number
	THE CARLOS & MARGUERITE MASON FDN	58-1996431
	Number, street, and room or suite no. If a P.O. box, see instructions.	
	1525 W.W.T. HARRIS BLVD. D1114-044	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	CHARLOTTE, NC 28288	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.


- The books are in the care of ► WACHOVIA BANK, NA
Telephone No. ► (404) 238-0444 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.

- 4 I request an additional 3-month extension of time until 11/15, 2011.
- 5 For calendar year 2010, or other tax year beginning _____, 20____, and ending _____, 20____.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension WAITING ON OUTSIDE PARTNERSHIP K-1 THAT IS NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a 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.	8a \$	31,223.
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 and any amount paid previously with Form 8868.	8b \$	31,223.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ►  Title ► **Trust Officer** Date ► 8/10/11

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