ENVELOPE POSTMARK DATE MAY 1 2 2011

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2010

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
TRUSTEE BRIGHT WINGS FNDTN U/A 44-1124088

A Employer identification number
58-6346253

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)
(404) 827-6529

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 2,213,775.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) ________________
(Part I, column (d) must be on cash basis.)

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)	153,377.			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	35,556.	36,442.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	156,259.			
	b	Gross sales price for all assets on line 6a 1,517,148.				
	7	Capital gain net income (from Part IV, line 2)		156,257.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	498.			STMT 2
	12	**Total** Add lines 1 through 11	345,690.	192,699.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	7,334.	6,036.		1,298.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 3	2,500.	NONE	NONE	2,500.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 4	12.	259.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 5	6.	6.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	9,852.	6,301.	NONE	3,798.
	25	Contributions, gifts, grants paid	103,850.			103,850.
	26	**Total expenses and disbursements** Add lines 24 and 25	113,702.	6,301.	NONE	107,648.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	231,988.			
	b	**Net investment income** (if negative, enter -0-)		186,398.		
	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	963.		
	2	Savings and temporary cash investments	47,443.	93,427.	93,427.
	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 6	1,619,005.	1,805,420.	2,120,348.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	1,667,411.	1,898,847.	2,213,775.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	1,667,411.	1,898,847.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	1,667,411.	1,898,847.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,667,411.	1,898,847.	

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	1,667,411.
2	Enter amount from Part I, line 27a	2	231,988.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,899,399.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	552.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,898,847.

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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) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	156,257.
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	105,077.	1,675,861.	0.06270030748
2008	99,055.	2,163,553.	0.04578348670
2007	99,624.	2,542,586.	0.03918215549
2006	132,126.	2,347,915.	0.05627375778
2005	87,640.	2,246,844.	0.03900582328

2 **Total** of line 1, column (d)	2	0.24294553073
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	0.04858910615
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,900,350.
5 Multiply line 4 by line 3	5	92,336.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,864.
7 Add lines 5 and 6	7	94,200.
8 Enter qualifying distributions from Part XII, line 4	8	107,648.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	1,864.
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	1,864.
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	1,864.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	
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	NONE
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** Pd. by EFTPS ▶	9	1,864.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ **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 $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ __________ (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	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	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 8			
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	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (404)827-6529

Located at ▶ ZIP + 4 ▶ 30302

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
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		X
	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 ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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? ☐ Yes ☒ No If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 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? ☐ Yes ☒ 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)? . . . . **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here . . . . ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . N/A . . ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . **6b** Yes: No: X

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . **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 9		7,334.	-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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 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 . . . . ▶	

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	1,862,943.
b	Average of monthly cash balances	1b	66,346.
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	1,929,289.
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	1,929,289.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	28,939.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,900,350.
6	**Minimum investment return.** Enter 5% of line 5	6	95,018.

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	95,018.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,864.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,864.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	93,154.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	93,154.
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	93,154.

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	107,648.
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	107,648.
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	1,864.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	105,784.

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					93,154.
2	Undistributed income, if any, as of the end of 2010					
a	Enter amount for 2009 only				72,054.	
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 ▶ $ 107,648.					
a	Applied to 2009, but not more than line 2a				72,054.	
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					35,594.
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					57,560.
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			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
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).)

MARTHA H ELLIS

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

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

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

SEE STATEMENT 10

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 11				
Total . . . . ▶ 3a				103,850.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	35,556.	
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	156,259.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b 2009 FED TX REFUND				498.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				192,313.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 192,313.

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

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions.)

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

			Yes	No
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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
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

05/09/2011 ▶ TRUST OFFICER

▶ Signature of officer or trustee AUTHORIZED OFFICER Date Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY E. KUHLIN	Jeffrey E Kuhlin	05/09/2011		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 B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2010

Name of the organization

TRUSTEE BRIGHT WINGS FNDTN U/A 44-1124088

Employer identification number

58-6346253

Organization type (check one)·

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year. . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2010) Page ____ of ____ of Part I

Name of organization
TRUSTEE BRIGHT WINGS FNDTN U/A 44-1124088

Employer identification number
58-6346253

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	MARGARET E. LANGFORD 3750 PEACHTREE ROAD, NE ATLANTA, GA 30319	$ 9,344.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
2	MARGARET E. LANGFORD 3750 PEACHTREE ROAD, NE ATLANTA, GA 30319	$ 21,219.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
3	MARGARET E. LANGFORD 3750 PEACHTREE ROAD, NE ATLANTA, GA 30319	$ 63,170.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
4	MARGARET E. LANGFORD 3750 PEACHTREE ROAD, NE ATLANTA, GA 30319	$ 62,604.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

JSA
0E1253 1 000

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization: TRUSTEE BRIGHT WINGS FNDTN U/A 44-1124088

Employer identification number: 58-6346253

Part II **Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	SHARES OF THE FOLLOWING FOUR COMPANIES: EXXON MOBIL CORP COM, COCA-COLA CO COM, INTERNATIONAL BUSINESS MACHS COM, SUNTRUST BANKS INC COM	$ 156,337.	12/02/2010
2		$	
3		$	
4		$	
		$	
		$	

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: TRUSTEE BRIGHT WINGS FNDTN U/A 44-1124088

Employer identification number: 58-6346253

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	1b	8,489.
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	8,489.

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			5,053.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	140,478.
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	2,237.
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	147,768.

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

Schedule D (Form 1041) 2010

Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			8,489.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			147,768.
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			156,257.

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

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:

a The loss on line 15, column (3) **or** b $3,000 . . . . 16 ( )

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20 If zero or less, enter -0-	22	
23	Subtract line 22 from line 17 If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23 Use the 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-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: TRUSTEE BRIGHT WINGS FNDTN U/A 44-1124088

Employer identification number: 58-6346253

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 401.07 ALLIANZ NFJ SMALL-CAP VALUE-I	07/20/2009	02/23/2010	9,814.00	7,987.00	1,827.00
164. GILEAD SCIENCES INC COM	02/23/2010	03/01/2010	7,782.00	7,778.00	4.00
501. SCHWAB CHARLES CORP NEW COM	02/23/2010	03/01/2010	9,135.00	9,284.00	-149.00
50. UNION PACIFIC CORP COM	02/23/2010	03/01/2010	3,361.00	3,312.00	49.00
149. DEVON ENERGY CORP COM	02/23/2010	03/11/2010	10,740.00	10,141.00	599.00
94. HARRIS CORP DEL COM COM	02/23/2010	04/29/2010	4,913.00	4,379.00	534.00
265. QUALCOMM CORP COM STK	02/23/2010	04/29/2010	10,336.00	10,237.00	99.00
159. MCDONALDS CORP COM	02/23/2010	05/07/2010	10,906.00	10,327.00	579.00
315. HALLIBURTON CO COM	02/23/2010	06/08/2010	7,103.00	9,525.00	-2,422.00
191. EXELON CORPORATION COM	02/23/2010	08/17/2010	7,936.00	8,463.00	-527.00
125. MONSANTO CO NEW COM	02/23/2010	08/17/2010	7,381.00	9,490.00	-2,109.00
123. TRANSOCEAN LTD CHF15 SHS	02/23/2010	09/29/2010	7,870.00	10,414.00	-2,544.00
300. ADOBE SYS INC COM	06/08/2010	10/08/2010	8,097.00	9,276.00	-1,179.00
348.533 ROWE T PRICE REAL ESTATE FD COM	02/23/2010	10/08/2010	5,831.00	4,761.00	1,070.00
40. AMAZON COM INC COM	02/23/2010	10/14/2010	6,226.00	4,671.00	1,555.00
140. HEWLETT PACKARD COM	02/23/2010	10/14/2010	5,871.00	7,021.00	-1,150.00
155. PARKER HANNIFIN CORP COM	02/23/2010	11/03/2010	11,998.00	8,990.00	3,008.00
973.413 JANUS PERKINS SMALL CAP VALUE-I	02/23/2010	11/23/2010	22,700.00	20,685.00	2,015.00
2001.312 RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	02/23/2010	11/23/2010	22,735.00	20,614.00	2,121.00
1572.898 RIDGEWORTH FD-INTL EQTY INDEX #RGD8	02/23/2010	11/23/2010	19,913.00	18,670.00	1,243.00
3866.121 SENTINEL SMALL CO-I	02/23/2010	11/23/2010	28,300.00	24,434.00	3,866.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b 8,489.00

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

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
TRUSTEE BRIGHT WINGS FNDTN U/A 44-1124088	58-6346253

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 144. WESTERN DIGITAL CORP COM	09/12/2008	02/03/2010	5,829.00	3,452.00	2,377.00
247. AT&T INC	01/11/2007	02/23/2010	6,136.00	8,440.00	-2,304.00
1000. ADOBE SYS INC COM	08/29/2005	02/23/2010	33,250.00	27,325.00	5,925.00
2126.661 ALLIANZ NFJ SMALL-CAP VALUE-I	02/02/2009	02/23/2010	52,039.00	61,391.00	-9,352.00
632. APACHE CORP COM	03/22/2005	02/23/2010	64,506.00	39,609.00	24,897.00
52. C R BARD INC COMMON STOCK	09/12/2008	02/23/2010	4,332.00	4,987.00	-655.00
444. BAXTER INTL INC COM	06/08/2006	02/23/2010	25,379.00	17,041.00	8,338.00
141. BERKLEY W R CORP	09/12/2008	02/23/2010	3,601.00	3,220.00	381.00
679. CVS CORP COM	07/08/2005	02/23/2010	23,079.00	20,443.00	2,636.00
670. CHEVRONTEXACO CORP COM	10/31/1997	02/23/2010	48,233.00	25,078.00	23,155.00
245. CISCO SYSTEMS COM STK	02/17/2004	02/23/2010	5,846.00	5,980.00	-134.00
200. COLGATE PALMOLIVE CO COM	06/08/2006	02/23/2010	16,388.00	12,156.00	4,232.00
700. DANAHER CORP COM	01/05/2005	02/23/2010	52,193.00	25,797.00	26,396.00
632. EXXON MOBIL CORP	02/21/2002	02/23/2010	40,972.00	26,187.00	14,785.00
400. GENERAL DYNAMICS CORP COM	02/17/2004	02/23/2010	28,708.00	19,316.00	9,392.00
1174. GENERAL ELEC CO COM	03/15/2005	02/23/2010	18,608.00	55,154.00	-36,546.00
451. INTEL CORP COM	06/08/2006	02/23/2010	9,142.00	7,790.00	1,352.00
500. INTERNATIONAL BUSINESS MACHS COR COM	03/15/2005	02/23/2010	63,227.00	47,509.00	15,718.00
811. J P MORGAN CHASE & CO	03/22/2005	02/23/2010	32,577.00	28,701.00	3,876.00
149. JOHNSON & JOHNSON COM	02/18/1986	02/23/2010	9,460.00	457.00	9,003.00
125. KRAFT FOODS INC-ACOM	10/16/2008	02/23/2010	3,649.00	3,335.00	314.00
84. MCKESSON HBOC INC COM	09/12/2008	02/23/2010	4,898.00	4,833.00	65.00
1258. MICROSOFT CORP COM	01/05/2005	02/23/2010	35,449.00	44,046.00	-8,597.00
232. PEPSICO INC COM	06/08/2006	02/23/2010	14,368.00	14,010.00	358.00
871. PRAXAIR INC COM	07/28/2004	02/23/2010	66,313.00	32,882.00	33,431.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
TRUSTEE BRIGHT WINGS FNDTN U/A 44-1124088	58-6346253

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 194. PROCTER & GAMBLE CO COM	06/08/2006	02/23/2010	12,257.00	10,643.00	1,614.00
82. RAYTHEON CO COM NEW	09/12/2008	02/23/2010	4,568.00	4,957.00	-389.00
1684.086 RIDGEWORTH FD-EMERGING GROWTH #RGE7	02/02/2009	02/23/2010	17,144.00	18,819.00	-1,675.00
982. SPDR TR S&P 500 DEPOSITARY RECPT COM	12/06/2007	02/23/2010	107,793.00	146,795.00	-39,002.00
122. TJX COS INC NEW COM	09/12/2008	02/23/2010	4,780.00	4,146.00	634.00
1000. TARGET CORP COM	01/22/2004	02/23/2010	50,359.00	34,435.00	15,924.00
540. TEXAS INSTRS INC COM	06/08/2006	02/23/2010	13,052.00	17,219.00	-4,167.00
354. UNITED TECHNOLOGIES CORP COM	02/17/2004	02/23/2010	24,043.00	16,921.00	7,122.00
257. VERIZON COMMUNICATIONS COM	01/11/2007	02/23/2010	7,381.00	9,437.00	-2,056.00
775. WALMART STORES INC COM	03/22/2005	02/23/2010	41,640.00	39,649.00	1,991.00
650. WALGREEN CO COM	04/25/2003	02/23/2010	22,340.00	19,552.00	2,788.00
800. WELLPOINT INC COM	11/04/2002	02/23/2010	47,070.00	30,828.00	16,242.00
1527. WELLS FARGO & CO NEW COM	03/15/2005	02/23/2010	41,732.00	44,680.00	-2,948.00
58. ZIMMER HOLDINGS INC-W/I COM	09/12/2008	02/23/2010	3,321.00	4,144.00	-823.00
25. UNION PACIFIC CORP COM	09/12/2008	03/01/2010	1,680.00	1,918.00	-238.00
53. HARRIS CORP DEL COM COM	09/12/2008	04/29/2010	2,770.00	2,598.00	172.00
79. EXXON MOBIL CORP	02/21/2002	05/04/2010	5,234.00	3,134.00	2,100.00
87. MCDONALDS CORP COM	09/12/2008	05/07/2010	5,968.00	5,553.00	415.00
353. AT&T INC	01/11/2007	05/20/2010	8,821.00	12,062.00	-3,241.00
79. HALLIBURTON CO COM	09/12/2008	06/08/2010	1,781.00	2,932.00	-1,151.00
742. MICROSOFT CORP COM	01/05/2005	06/08/2010	18,397.00	20,071.00	-1,674.00
82. FRONTIER COMMUNICATIONS CORP COM	01/11/2007	07/08/2010	597.00	792.00	-195.00
.3336 FRONTIER COMMUNICATIONS CORP COM	01/11/2007	07/15/2010	2.00	3.00	-1.00
101. EXELON CORPORATION COM	09/12/2008	08/17/2010	4,196.00	6,876.00	-2,680.00
31. MONSANTO CO NEW COM	09/12/2008	08/17/2010	1,831.00	3,446.00	-1,615.00

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
TRUSTEE BRIGHT WINGS FNDTN U/A 44-1124088	58-6346253

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	2409.425 ROWE T PRICE REAL ESTATE FD COM	07/20/2009	10/08/2010	40,310.00	35,112.00	5,198.00
	1959.956 RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	05/13/2005	11/23/2010	22,265.00	22,951.00	-686.00
	7851.217 RIDGEWORTH FD-INTL EQTY INDEX #RGD8	12/15/2008	11/23/2010	99,396.00	78,983.00	20,413.00
	289.436 RIDGEWORTH FD-INTL 130/30 #RGD1	04/21/2008	11/23/2010	2,000.00	2,637.00	-637.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b	140,478.00

Schedule D-1 (Form 1041) 2010

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

JANUS PERKINS SMALL CAP VALUE-I	2,121.00	
MANNING & NAPIER WORLD OPPTYS-A	2,138.00	
RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	794.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		5,053.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		5,053.00

STATEMENT 1

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

311	**CASH CONTRIBUTIONS** SEE ATTACHED STATEMENT - SEEATTACHED -----------------------------------			
11/24/10	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT JIM HENSON COLLECTION OF PUPPETS	-5000 00	-5000 00	1011000045 **CHANGED** 12/13/10 RRM

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TAX                                                                                                    EDIT
CODE/DATE TRANSACTIONS                                              TAXABLE       INCOME     PRINCIPAL  NUMBER
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311    CASH CONTRIBUTIONS (CONTINUED)
         SEE ATTACHED STATEMENT - SEEATTACHED (CONTINUED)
         ---------------------------------------------

         FOR  SEEATTACHED
         PAID TO
                 CENTER FOR PUPPETRY ARTS
         TR TRAN#=IN002792000009  TR CD=105     REG=0     PORT=INC

11/24/10 CASH DISBURSEMENT                                          -500 00       -500 00                   1011000047
         BENEFICIARY CHARITABLE GIFT                                                            **CHANGED** 12/13/10 RRM
         LEARNING ON THE LOG
         FOR  SEEATTACHED
         PAID TO.
                 THE COMMUNITY SCHOOL
         TR TRAN#=IN002792000011  TR CD=105     REG=0     PORT=INC

11/24/10 CASH DISBURSEMENT                                         -5000.00      -5000 00                   1011000037
         BENEFICIARY CHARITABLE GIFT                                                            **CHANGED** 12/13/10 RRM
         PART-TIME CAMP DIRECTOR FOR THE SMART
         FOR  SEEATTACHED
         PAID TO
                 ATLANTA GIRLS'' SCHOOL
         TR TRAN#=IN002792000001  TR CD=105     REG=0     PORT=INC

11/24/10 CASH DISBURSEMENT                                          -500 00       -500 00                   1011000038
         BENEFICIARY CHARITABLE GIFT                                                            **CHANGED** 12/13/10 RRM
         EDUCATIONAL PROGRAMS FOR K-12
         FOR· SEEATTACHED
         PAID TO
                 THE ATLANTA OPERA
         TR TRAN#=IN002792000002  TR CD=105     REG=0     PORT=INC

11/24/10 CASH DISBURSEMENT                                         -2000 00      -2000 00                   1011000039
         BENEFICIARY CHARITABLE GIFT                                                            **CHANGED** 12/13/10 RRM
         JOB SEARCH COMPUTER LAB
         FOR  SEEATTACHED
         PAID TO
                 BOBBY DODD INSTITUTE
         TR TRAN#=IN002792000003  TR CD=105     REG=0     PORT=INC

11/24/10 CASH DISBURSEMENT                                         -2000 00      -2000 00                   1011000040
         BENEFICIARY CHARITABLE GIFT                                                            **CHANGED** 12/13/10 RRM
         FREE STANDING STORAGE FACILITY
         FOR  SEEATTACHED
         PAID TO
                 BOGGS MOUNTAIN HUMANE SHELTER INC
         TR TRAN#=IN002792000004  TR CD=105     REG=0     PORT=INC

11/24/10 CASH DISBURSEMENT                                         -5000 00      -5000 00                   1011000041
         BENEFICIARY CHARITABLE GIFT                                                            **CHANGED** 12/13/10 RRM
         SCOUTING IN THE ATLANTA AREA COUNCIL
         FOR  SEEATTACHED
         PAID TO
                 BOY SCOUTS OF AMERICA -
                  ATLANTA AREA COUNCIL
         TR TRAN#=IN002792000005  TR CD=105     REG=0     PORT=INC

11/24/10 CASH DISBURSEMENT                                         -2000 00      -2000 00                   1011000042
         BENEFICIARY CHARITABLE GIFT                                                            **CHANGED** 12/13/10 RRM
         UPDATES NEED IN YOKI THE MOST USED  CAMP TOCCOA
         FOR  SEEATTACHED
         PAID TO
                 CAMP FIRE USA GEORGIA COUNCIL
         TR TRAN#=IN002792000006  TR CD=105     REG=0     PORT=INC

11/24/10 CASH DISBURSEMENT                                          -500 00       -500 00                   1011000043
         BENEFICIARY CHARITABLE GIFT                                                            **CHANGED** 12/13/10 RRM
         6 CAMPER SCHOLARSHIPS FOR ONE FULL WEEK
         FOR  SEEATTACHED
         PAID TO
                 CAMP TWIN LAKES
         TR TRAN#=IN002792000007  TR CD=105     REG=0     PORT=INC

11/24/10 CASH DISBURSEMENT                                         -1000 00      -1000 00                   1011000046
         BENEFICIARY CHARITABLE GIFT                                                            **CHANGED** 12/13/10 RRM
         GRAHAM CIRCLE PROJECT
         FOR  SEEATTACHED
         PAID TO
                 CHRIS KIDS INC
         TR TRAN#=IN002792000010  TR CD=105     REG=0     PORT=INC

11/24/10 CASH DISBURSEMENT                                         -2500.00      -2500 00                   1011000044
         BENEFICIARY CHARITABLE GIFT                                                            **CHANGED** 12/13/10 RRM
         WORK READINESS PROGRAM
         FOR  SEEATTACHED
         PAID TO
                 CARRIE STEELE-PITTS HOME INC
         TR TRAN#=IN002792000008  TR CD=105     REG=0     PORT=INC

11/24/10 CASH DISBURSEMENT                                          -500.00       -500 00                   1011000049
         BENEFICIARY CHARITABLE GIFT                                                            **CHANGED** 12/13/10 RRM
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TAX                                                                                                  EDIT
CODE/DATE TRANSACTIONS                                          TAXABLE        INCOME      PRINCIPAL  NUMBER
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311   CASH CONTRIBUTIONS (CONTINUED)
         SEE ATTACHED STATEMENT - SEEATTACHED (CONTINUED)
         ------------------------------------------------


         BREAKFAST CLUB
         FOR  SEEATTACHED
         PAID TO
                  DRESS FOR SUCCESS ATLANTA
         TR TRAN#=IN002792000013  TR CD=105    REG=0    PORT=INC

11/24/10 CASH DISBURSEMENT                                     -4400 00      -4400 00                 1011000050
         BENEFICIARY CHARITABLE GIFT                                                      **CHANGED** 12/13/10 RRM
         ENHANCEMENTS FOR ENVIRONMENTAL EDUC PROGRAMS K-12
         FOR  SEEATTACHED
         PAID TO
                  ELACHEE NATURE SCIENCE CENTER
         TR TRAN#=IN002792000014  TR CD=105    REG=0    PORT=INC

11/24/10 CASH DISBURSEMENT                                    -12000 00     -12000 00                 1011000051
         BENEFICIARY CHARITABLE GIFT                                                      **CHANGED** 12/13/10 RRM
         CHILDREN'S AND FAMILY ENRICHMENT PROGRAMS
         FOR  SEEATTACHED
         PAID TO
                  FERNBANK MUSEUM OF NATURAL HISTORY
         TR TRAN#=IN002792000015  TR CD=105    REG=0    PORT=INC

11/24/10 CASH DISBURSEMENT                                     -1000 00      -1000 00                 1011000052
         BENEFICIARY CHARITABLE GIFT                                                      **CHANGED** 12/13/10 RRM
         CHALLENGE GRANT GLENN
         FOR  SEEATTACHED
         PAID TO
                  GENESIS SHELTER
         TR TRAN#=IN002792000016  TR CD=105    REG=0    PORT=INC

11/24/10 CASH DISBURSEMENT                                     -5000 00      -5000 00                 1011000048
         BENEFICIARY CHARITABLE GIFT                                                      **CHANGED** 12/13/10 RRM
         FOR OPERATIONAL COSTS
         FOR  SEEATTACHED
         PAID TO
                  COVENANT COMMUNITY INC
         TR TRAN#=IN002792000012  TR CD=105    REG=0    PORT=INC

11/24/10 CASH DISBURSEMENT                                      -600 00       -600 00                 1011000054
         BENEFICIARY CHARITABLE GIFT                                                      **CHANGED** 12/13/10 RRM
         ENGAGE AND EMPOWER
         FOR  SEEATTACHED
         PAID TO
                  GEORGIA RIVER NETWORK
         TR TRAN#=IN002792000018  TR CD=105    REG=0    PORT=INC

11/24/10 CASH DISBURSEMENT                                      -500 00       -500 00                 1011000055
         BENEFICIARY CHARITABLE GIFT                                                      **CHANGED** 12/13/10 RRM
         CONTINUE EDUCATION EFFORTS IN THE GAINESVILLE AREA
         FOR  SEEATTACHED
         PAID TO
                  HAWKTALK INC
         TR TRAN#=IN002792000019  TR CD=105    REG=0    PORT=INC

11/24/10 CASH DISBURSEMENT                                      -500 00       -500 00                 1011000056
         BENEFICIARY CHARITABLE GIFT                                                      **CHANGED** 12/13/10 RRM
         SAVE AMERICA''S TREASURES MATCHING GRANT
         FOR  SEEATTACHED
         PAID TO
                  HISTORIC OAKLAND FOUNDATION
         TR TRAN#=IN002792000020  TR CD=105    REG=0    PORT=INC

11/24/10 CASH DISBURSEMENT                                     -2500 00      -2500 00                 1011000057
         BENEFICIARY CHARITABLE GIFT                                                      **CHANGED** 12/13/10 RRM
         PROVIDE FINANCIAL AID SUPPORT FOR DESERVING STDS
         FOR  SEEATTACHED
         PAID TO
                  HOLY INNOCENTS'' EPISCOPAL SCHOOL
         TR TRAN#=IN002792000021  TR CD=105    REG=0    PORT=INC

11/24/10 CASH DISBURSEMENT                                     -5000.00      -5000 00                 1011000053
         BENEFICIARY CHARITABLE GIFT                                                      **CHANGED** 12/13/10 RRM
         ANNUAL FUND CAMPAIGN
         FOR  SEEATTACHED
         PAID TO
                  THE GEORGIA CONSERVANCY
         TR TRAN#=IN002792000017  TR CD=105    REG=0    PORT=INC

11/24/10 CASH DISBURSEMENT                                     -6000 00      -6000 00                 1011000065
         BENEFICIARY CHARITABLE GIFT                                                      **CHANGED** 12/13/10 RRM
         FOR GENERAL OPERATING SUPPORT
         FOR  SEEATTACHED
         PAID TO
                  THE PICCADILLY PUPPETS COMPANY
         TR TRAN#=IN002792000029  TR CD=105    REG=0    PORT=INC

11/24/10 CASH DISBURSEMENT                                     -5000 00      -5000 00                 1011000066
         BENEFICIARY CHARITABLE GIFT                                                      **CHANGED** 12/13/10 RRM
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TAX                                                                                                                 EDIT
CODE/DATE TRANSACTIONS                                                      TAXABLE         INCOME      PRINCIPAL   NUMBER
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311   CASH CONTRIBUTIONS (CONTINUED)
          SEE ATTACHED STATEMENT - SEEATTACHED (CONTINUED)
          ------------------------------------------------

          EXPANSION OF THE TALLULAH FALLS RAILROAD MUSEUM
          FOR. SEEATTACHED
          PAID TO
                   RABUN GAP-NACOOCHEE SCHOOL
          TR TRAN#=IN002792000030  TR CD=105    REG=0    PORT=INC

11/24/10  CASH DISBURSEMENT                                                -1000.00       -1000 00                  1011000067
          BENEFICIARY CHARITABLE GIFT                                                             **CHANGED** 12/13/10 RRM
          CAPITAL CAMPAIGN - MULTIPURPOSE BUILDING
          FOR  SEEATTACHED
          PAID TO
                   SOPHIA ACADEMY
          TR TRAN#=IN002792000031  TR CD=105    REG=0    PORT=INC

11/24/10  CASH DISBURSEMENT                                                -1000 00       -1000 00                  1011000068
          BENEFICIARY CHARITABLE GIFT                                                             **CHANGED** 12/13/10 RRM
          FINANCIAL ENDOWMENT FOR THE 2010-11 SEASON
          FOR  SEEATTACHED
          PAID TO
                   STAGE DOOR PLAYERS
          TR TRAN#=IN002792000032  TR CD=105    REG=0    PORT=INC

11/24/10  CASH DISBURSEMENT                                                -5000 00       -5000 00                  1011000059
          BENEFICIARY CHARITABLE GIFT                                                             **CHANGED** 12/13/10 RRM
          CONSTRUCTION OF THE NEW EXHIBITS
          FOR  SEEATTACHED
          PAID TO
                   KENNESAW MUSEUM FOUNDATION INC
          TR TRAN#=IN002792000023  TR CD=105    REG=0    PORT=INC

11/24/10  CASH DISBURSEMENT                                                -5000 00       -5000 00                  1011000062
          BENEFICIARY CHARITABLE GIFT                                                             **CHANGED** 12/13/10 RRM
          DIGITAL TEXTBOOK INITIATIVE
          FOR  SEEATTACHED
          PAID TO
                   MILL SPRINGS ACADEMY
          TR TRAN#=IN002792000026  TR CD=105    REG=0    PORT=INC

11/24/10  CASH DISBURSEMENT                                                -2000 00       -2000 00                  1011000058
          BENEFICIARY CHARITABLE GIFT                                                             **CHANGED** 12/13/10 RRM
          ATLANTA SUMMER PROGRAM
          FOR  SEEATTACHED
          PAID TO
                   HORIZONS STUDENT ENRICHMENT PROGRAM
          TR TRAN#=IN002792000022  TR CD=105    REG=0    PORT=INC

11/24/10  CASH DISBURSEMENT                                                -1000.00       -1000 00                  1011000060
          BENEFICIARY CHARITABLE GIFT                                                             **CHANGED** 12/13/10 RRM
          COMM INTEGRATION PROGRAM FOR STUDENTS WITH AUTISM
          FOR: SEEATTACHED
          PAID TO
                   THE LIONHEART SCHOOL
          TR TRAN#=IN002792000024  TR CD=105    REG=0    PORT=INC

11/24/10  CASH DISBURSEMENT                                                -1000 00       -1000 00                  1011000061
          BENEFICIARY CHARITABLE GIFT                                                             **CHANGED** 12/13/10 RRM
          RENT ASSISTANCE TO LOW-INCOME WORKING INDIVIDUALS
          FOR  SEEATTACHED
          PAID TO
                   MIDTOWN ASSISTANCE CENTER
          TR TRAN#=IN002792000025  TR CD=105    REG=0    PORT=INC

11/24/10  CASH DISBURSEMENT                                                -2500 00       -2500 00                  1011000063
          BENEFICIARY CHARITABLE GIFT                                                             **CHANGED** 12/13/10 RRM
          CAFE MOCA
          FOR  SEEATTACHED
          PAID TO
                   THE MUSEUM OF CONTEMPORARY
                   ART OF GEORGIA
          TR TRAN#=IN002792000027  TR CD=105    REG=0    PORT=INC

11/24/10  CASH DISBURSEMENT                                                 -500 00        -500.00                  1011000064
          BENEFICIARY CHARITABLE GIFT                                                             **CHANGED** 12/13/10 RRM
          EARLY CHILDHOOD EDUCATION PROGRAM
          FOR  SEEATTACHED
          PAID TO·
                   OUR HOUSE
          TR TRAN#=IN002792000028  TR CD=105    REG=0    PORT=INC

11/24/10  CASH DISBURSEMENT                                                -3000 00       -3000 00                  1011000069
          BENEFICIARY CHARITABLE GIFT                                                             **CHANGED** 12/13/10 RRM
          GENERAL OPERATING SUPPORT
          FOR. SEEATTACHED
          PAID TO·
                   THE STUDY HALL
          TR TRAN#=IN002792000033  TR CD=105    REG=0    PORT=INC

11/24/10  CASH DISBURSEMENT                                                -2000 00       -2000 00                  1011000070
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TAX                                                                                                                EDIT
CODE/DATE TRANSACTIONS                                                   TAXABLE       INCOME      PRINCIPAL  NUMBER
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311    CASH CONTRIBUTIONS (CONTINUED)
          SEE ATTACHED STATEMENT - SEEATTACHED (CONTINUED)
          ---------------------------------------------

          BENEFICIARY CHARITABLE GIFT                                                                **CHANGED** 12/13/10 RRM
          CHILDREN AND YOUTH PROGRAMMING
          FOR: SEEATTACHED
          PAID TO
                   SYNCHRONICITY THEATRE
          TR TRAN#=IN002792000034  TR CD=105     REG=0     PORT=INC

11/24/10  CASH DISBURSEMENT                                              -5850 00      -5850 00                1011000071
          BENEFICIARY CHARITABLE GIFT                                                                **CHANGED** 12/13/10 RRM
          SCHOLARSHIPS FOR 25 EXTREMELY POOR STUDENTS
          FOR. SEEATTACHED
          PAID TO
                   VAMOS ADELANTE FOUNDATION
          TR TRAN#=IN002792000035  TR CD=105     REG=0     PORT=INC

11/24/10  CASH DISBURSEMENT                                              -5000 00      -5000 00                1011000072
          BENEFICIARY CHARITABLE GIFT                                                                **CHANGED** 12/13/10 RRM
          CERVICAL CANCER DETECTION IN UNDERSERVED
          FOR  SEEATTACHED
          PAID TO·
                   WOMEN''S INTERNATIONAL NETWORK
                   FOR GUATEMALAN SOLUTIONS
          TR TRAN#=IN002792000036  TR CD=105     REG=0     PORT=INC
                                                                    ------------  ------------  ------------
          TOTAL CODE 311 - CASH CONTRIBUTIONS                         -103850.00    -103850 00          0 00
                                                                    ============  ============  ============
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Foundation Name: The Bright Wings Foundation
EIN Number: 58-6346253

Mission and Grant Guidelines:
The foundation primarily supports family interests such as youth and nature. They do not consider grants for operating expenses.

Geographic Restrictions: Georgia

Application Deadline(s): September 15

Application Information: Please use the attached application or submit a 2-3 page proposal narrative/letter detailing your organization's mission and work, the proposed project or program, and proposed evaluation and sustainability of said project/program. Include a project/program budget (if applicable), a copy of your board list, and copy of your IRS tax letter. Have the application signed by your CEO, ED or Board Chair. If you are a 509(a)(3) supporting organization, you must state whether you are a Type I, II, or III Supporting Organization and have this information signed by your CEO, ED, Board Chair or Legal Counsel.

Application Address: SunTrust Bank, P.O. Box 4655, MC 221, Atlanta, GA 30302

Send to the attention of: Meghan Pietrantonio

Contact Phone Number: 404-588-7347

Contact Email: fdnsvcs.ga@suntrust.com

FOUNDATION GRANT
COMMON APPLICATION

INSTRUCTIONS

- Please answer each of the following questions in the order presented below (be sure that the question itself appears on the submitted application). Your responses should be clear and concise.

- The completed grant application should not exceed 5 pages, excluding the project budget and any required attachments. Please do not submit brochures, videos, or other attachments not requested.

- Please submit one signed copy of completed grant application and attachments to the appropriate contact at SunTrust.

GRANT APPLICATION CHECKLIST

For a grant application to be considered, all grant applicants must submit the following:

_____ A completed copy of this Grant Application Form signed by your organization's chief executive officer or board chair.
_____ A copy of your organization's IRS tax-exempt determination letter indicating your current tax-exempt status.
_____ A list of your organization's current board of directors.
_____ If your organization is a §509(a)(3) Supporting Organization, you must complete Section VIII of this Grant Application Form. If not, you may skip Section VIII.

FOUNDATION GRANT
COMMON APPLICATION

I. PLEASE LIST THE FULL NAME OF THE FOUNDATION TO WHICH YOU ARE APPLYING:

II. CONTACT INFORMATION AND SIGNATURES

Organization Name:	
Address:	
City/State/Zip:	
Phone	**Fax.**
EIN/Tax ID Number:	
E-Mail Address.	**Website Address:**
Contact Person/ Position:	**Contact Phone Number:**

Grant application submitted by:

(Contact Person)

(Executive Officer or Board Chair)

(Signature)

(Signature)

(Date)

(Date)

III. BRIEF SUMMARY OF GRANT REQUEST

Project Title: ____

Date of Request:	**Amount Requested· $**
Total Project Cost: $	**Total Organization Budget for this year** **$**

IV. ORGANIZATIONAL MISSION AND WORK

1. What is your organization's mission?
2. Describe your organization's key programs, including target population(s) and geographic service areas.
3. What percent of the board of directors contributes financially to your organization?

V. PROPOSED PROJECT

1. State why this project is needed.
2. Provide a summary of the proposed project, its goals, and anticipated outcomes.

VI. EVALUATION AND SUSTAINABILITY

1. State how you will know whether the project was successful (include any measures that you will use).

VII. PROJECT BUDGET

1. Please provide a detailed project budget, including the amount of funding requested from the Foundation, other sources of funding, and any pending requests.

VIII. SUPPORTING ORGANIZATIONS

All §509(a)(3) Supporting Organizations must answer the following question:

1. If you are a **Supporting Organization**:
   State whether you are a Type I, II, or III Supporting Organization. If you are unsure, please refer to Schedule A, Part IV, of your organization's most recent IRS 990 Tax Return or contact your organization's attorney.

SUNTRUST

PORTFOLIO DETAIL

RIGHT WINGS FNDTN TR U/A
CCOUNT NO.

AS OF 12/31/10

AR VALUE R SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
RINCIPAL PORTFOLIO						
	PRINCIPAL CASH	85,960.13 3.88 %	85,960.13			
IIF & MONEY MARKET FUNDS						
93,427.22	FEDERATED MONEY MKT OBLIGS TR PRIME OBLIGS INSTL FFS #10 CUSIP: 609010DF7	93,427.22 1.000 4.22 %	93,427.22 1.00	0.00	162	0.17 % 0.00 %
QUITY SECURITIES						
NERGY						
168	APACHE CORP COM CUSIP: 037411105	20,030.64 119.230 0.90 %	10,528.85 62.67	9,501.79	101	0.50 % 0.00 %
226	CAMERON INTL CORP COM CUSIP: 13342B105	11,464.98 50.730 0.52 %	8,776.82 38.84	2,688.16	0	0.00 % 0.00 %
330	CHEVRON CORP COM CUSIP: 166764100	30,112.50 91.250 1.36 %	12,351.96 37.43	17,760.54	950	3.15 % 0.00 %
1,189	EXXON MOBIL CORP COM CUSIP: 30231G102	86,939.68 73.120 3.93 %	69,348.13 58.32	17,591.55	2,093	2.41 % 0.00 %
261	OCCIDENTAL PETE CORP COM CUSIP: 674599105	25,604.10 98.100 1.16 %	20,280.32 77.70	5,323.78	397	1.55 % 0.00 %

R 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
275	SCHLUMBERGER LTD COM CUSIP: 806857108	22,962.50 83.500 1.04 %	18,843.12 68.52	4,119.38	231	1.01 % 0.00 %
515	WILLIAMS COS INC COM CUSIP: 969457100	12,730.80 24.720 0.58 %	11,342.67 22.02	1,388.13	258	2.03 % 0.00 %
TOTAL ENERGY		209,845.20	151,471.87	58,373.33	4,029	1.92 %
TERIALS						
148	FREEPORT-MCMORAN COPPER & GOLD INC COM CUSIP: 35671D857	17,773.32 120.090 0.80 %	8,636.58 58.36	9,136.74	296	1.67 % 0.00 %
286	NUCOR CORP COM CUSIP: 670346105	12,532.52 43.820 0.57 %	11,983.11 41.90	549.41	415	3.31 % 0.00 %
129	PRAXAIR INC COM CUSIP: 74005P104	12,315.63 95.470 0.56 %	4,660.77 36.13	7,654.86	232	1.88 % 0.00 %
TOTAL MATERIALS		42,621.47	25,280.46	17,341.01	943	2.21 %

PORTFOLIO DETAIL

RIGHT WINGS FNDTN TR U/A
CCOUNT NO.

AS OF 12/31/10

AR 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
NDUSTRIALS						
553	ABB LTD SWITZERLAND SPONS ADR CUSIP: 000375204	12,414.85 22.450 0.56 %	11,090.81 20.06	1,324.04	262	2.11 % 0.00 %
244	EMERSON ELEC CO COM CUSIP: 291011104	13,949.48 57.170 0.63 %	11,229.64 46.02	2,719.84	337	2.42 % 0.00 %
110	FLOWSERVE CORP COM CUSIP: 34354P105	13,114.20 119.220 0.59 %	9,034.30 82.13	4,079.90	128	0.98 % 0.00 %
282	FLUOR CORP COM NEW CUSIP: 343412102	18,685.32 66.260 0.84 %	12,778.29 45.31	5,907.03	141	0.75 % 0.00 %
826	GENERAL ELEC CO COM CUSIP: 369604103	15,107.54 18.290 0.68 %	29,923.80 36.23	14,816.26-	463	3.06 % 0.00 %
275	HUNT J B TRANS SVCS INC COM CUSIP: 445658107	11,222.75 40.810 0.51 %	9,201.17 33.46	2,021.58	132	1.18 % 0.00 %
147	PARKER HANNIFIN CORP COM CUSIP: 701094104	12,686.10 86.300 0.57 %	8,525.99 58.00	4,160.11	171	1.35 % 0.00 %
137	UNION PACIFIC CORP COM CUSIP: 907818108	12,694.42 92.660 0.57 %	9,074.74 66.24	3,619.68	208	1.64 % 0.00 %

R 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
236	UNITED PARCEL SVC INC CL B COM CUSIP: 911312106	17,128.88 72.580 0.77 %	13,760.58 58.31	3,368.30	444	2.59 % 0.00 %
246	UNITED TECHNOLOGIES CORP COM CUSIP: 913017109	19,365.12 78.720 0.87 %	11,758.80 47.80	7,606.32	418	2.16 % 0.00 %
TOTAL INDUSTRIALS		**146,368.66**	**126,378.12**	**19,990.54**	**2,703**	**1.85 %**
NSUMER DISCRETIONARY						
89	AMAZON INC COM CUSIP: 023135106	16,020.00 180.000 0.72 %	10,393.41 116.78	5,626.59	0	0.00 % 0.00 %
305	CARNIVAL CORP UNIT COM CUSIP: 143658300	14,063.55 46.110 0.64 %	11,279.75 36.98	2,783.80	122	0.87 % 0.00 %
280	COACH INC COM CUSIP: 189754104	15,486.80 55.310 0.70 %	10,231.17 36.54	5,255.63	168	1.08 % 0.00 %
230	DARDEN RESTAURANTS INC COM CUSIP: 237194105	10,681.20 46.440 0.48 %	10,289.67 44.74	391.53	294	2.75 % 0.00 %
487	HOME DEPOT INC COM CUSIP: 437076102	17,074.22 35.060 0.77 %	13,776.63 28.29	3,297.59	460	2.69 % 0.00 %
198	KOHLS CORP COM CUSIP: 500255104	10,759.32 54.340 0.49 %	10,054.24 50.78	705.08	0	0.00 % 0.00 %

AR VALUE R SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
243	OMNICOM GROUP COM CUSIP: 681919106	11,129.40 45.800 0.50 %	8,934.87 36.77	2,194.53	194	1.74 % 0.00 %
505	WALT DISNEY CO COM CUSIP: 254687106	18,942.55 37.510 0.86 %	16,035.10 31.75	2,907.45	202	1.07 % 0.00 %
TOTAL CONSUMER DISCRETIONARY		**114,157.04**	**90,994.84**	**23,162.20**	**1,441**	**1.26 %**
ONSUMER STAPLES						
1,000	COCA-COLA CO COM CUSIP: 191216100	65,770.00 65.770 2.97 %	64,315.00 64.31	1,455.00	1,760	2.68 % 0.00 %
421	CVS CAREMARK CORP COM CUSIP: 126650100	14,638.17 34.770 0.66 %	12,675.05 30.11	1,963.12	147	1.00 % 0.00 %
268	PEPSICO INC COM CUSIP: 713448108	17,508.44 65.330 0.79 %	16,184.52 60.39	1,323.92	515	2.94 % 0.00 %
358	PHILIP MORRIS INTL COM CUSIP: 718172109	20,953.74 58.530 0.95 %	17,990.93 50.25	2,962.81	916	4.37 % 0.00 %
296	PROCTER & GAMBLE CO COM CUSIP: 742718109	19,041.68 64.330 0.86 %	17,068.30 57.66	1,973.38	570	2.99 % 0.00 %
225	WAL-MART STORES INC COM CUSIP: 931142103	12,134.25 53.930 0.55 %	11,511.00 51.16	623.25	272	2.24 % 0.00 %
TOTAL CONSUMER STAPLES		**150,046.28**	**139,744.80**	**10,301.48**	**4,181**	**2.79 %**

R 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
ALTH CARE						
322	ABBOTT LABS COM CUSIP: 002824100	15,427.02 47.910 0.70 %	17,895.94 55.58	2,468.92-	567	3.68 % 0.00 %
191	AMGEN INC COM CUSIP: 031162100	10,485.90 54.900 0.47 %	10,806.59 56.58	320.69-	0	0.00 % 0.00 %
256	BAXTER INTL INC COM CUSIP: 071813109	12,958.72 50.620 0.59 %	9,825.28 38.38	3,133.44	317	2.45 % 0.00 %
426	EXPRESS SCRIPTS INC COM CUSIP: 302182100	23,025.30 54.050 1.04 %	17,722.35 41.60	5,302.95	0	0.00 % 0.00 %
351	JOHNSON & JOHNSON COM CUSIP: 478160104	21,709.35 61.850 0.98 %	1,076.91 3.07	20,632.44	758	3.49 % 0.00 %
383	MERCK & CO INC NEW COM CUSIP: 58933Y105	13,803.32 36.040 0.62 %	13,804.87 36.04	1.55-	582	4.22 % 0.00 %
252	TEVA PHARMACEUTICAL INDS LTD SPONS ADR CUSIP: 881624209	13,136.76 52.130 0.59 %	14,924.18 59.22	1,787.42-	168	1.28 % 0.00 %
187	THERMO FISHER SCIENTIFIC INC COM CUSIP: 883556102	10,352.32 55.360 0.47 %	9,829.09 52.56	523.23	0	0.00 % 0.00 %
TOTAL HEALTH CARE		120,898.69	95,885.21	25,013.48	2,393	1.98 %

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INANCIALS						
1,157	BANK OF AMERICA CORP COM CUSIP: 060505104	15,434.38 13.340 0.70 %	18,477.29 15.97	3,042.91-	46	0.30 % 0.00 %
370	BANK OF NEW YORK MELLON CORP COM CUSIP: 064058100	11,174.00 30.200 0.50 %	11,421.26 30.87	247.26-	133	1.19 % 0.00 %
365	BB&T CORP COM CUSIP: 054937107	9,595.85 26.290 0.43 %	8,724.92 23.90	870.93	219	2.28 % 0.00 %
416	CAPITAL ONE FINL CORP COM CUSIP: 14040H105	17,704.96 42.560 0.80 %	15,517.35 37.30	2,187.61	83	0.47 % 0.00 %
77	GOLDMAN SACHS GROUP INC COM CUSIP: 38141G104	12,948.32 168.160 0.58 %	12,122.62 157.44	825.70	108	0.83 % 0.00 %
340	HARTFORD FINL SVCS GROUP INC COM CUSIP: 416515104	9,006.60 26.490 0.41 %	10,057.17 29.58	1,050.57-	68	0.76 % 0.00 %
410	INVESCO LTD USD0.2 BERMUDA COM CUSIP: G491BT108	9,864.60 24.060 0.45 %	8,731.17 21.30	1,133.43	180	1.82 % 0.00 %
589	JP MORGAN CHASE & CO COM CUSIP: 46625H100	24,985.38 42.420 1.13 %	20,844.71 35.39	4,140.67	118	0.47 % 0.00 %

R 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
434	MORGAN STANLEY COM NEW CUSIP: 617446448	11,809.14 27.210 0.53 %	11,938.91 27.51	129.77-	87	0.74 % 0.00 %
145	PNC FINL SVCS GROUP INC COM CUSIP: 693475105	8,804.40 60.720 0.40 %	8,851.06 61.04	46.66-	58	0.66 % 0.00 %
400	SUNTRUST BANKS INC COM CUSIP: 867914103	11,804.00 29.510 0.53 %	9,530.00 23.82	2,274.00	16	0.14 % 0.00 %
212	TRAVELERS COS INC/THE COM CUSIP: 89417E109	11,810.52 55.710 0.53 %	10,588.31 49.94	1,222.21	305	2.58 % 0.00 %
473	WELLS FARGO & CO NEW COM CUSIP: 949746101	14,658.27 30.990 0.66 %	13,520.70 28.58	1,137.57	95	0.65 % 0.00 %
TOTAL FINANCIALS		**169,600.42**	**160,325.47**	**9,274.95**	**1,516**	**0.89 %**
FORMATION TECHNOLOGY						
102	APPLE INC COM CUSIP: 037833100	32,901.12 322.560 1.49 %	18,330.36 179.71	14,570.76	0	0.00 % 0.00 %
350	AUTODESK INC COM CUSIP: 052769106	13,370.00 38.200 0.60 %	9,131.64 26.09	4,238.36	0	0.00 % 0.00 %
955	CISCO SYS INC COM CUSIP: 17275R102	19,319.65 20.230 0.87 %	23,311.55 24.41	3,991.90-	0	0.00 % 0.00 %

AR VALUE R SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
685	EMC CORP MASS COM CUSIP: 268648102	15,686.50 22.900 0.71 %	11,017.13 16.08	4,669.37	0	0.00 % 0.00 %
39	GOOGLE INC CL A COM CUSIP: 38259P508	23,164.83 593.970 1.05 %	19,459.31 498.96	3,705.52	0	0.00 % 0.00 %
418	HEWLETT-PACKARD CO COM CUSIP: 428236103	17,597.80 42.100 0.79 %	20,294.62 48.55	2,696.82-	134	0.76 % 0.00 %
749	INTEL CORP COM CUSIP: 458140100	15,751.47 21.030 0.71 %	12,937.10 17.27	2,814.37	472	3.00 % 0.00 %
150	INTERNATIONAL BUSINESS MACHS CORP COM CUSIP: 459200101	22,014.00 146.760 0.99 %	21,648.00 144.32	366.00	390	1.77 % 0.00 %
215	INTUIT INC COM CUSIP: 461202103	10,599.50 49.300 0.48 %	10,132.61 47.13	466.89	0	0.00 % 0.00 %
573	ORACLE CORP COM CUSIP: 68389X105	17,934.90 31.300 0.81 %	12,973.64 22.64	4,961.26	115	0.64 % 0.00 %
360	TEXAS INSTRS INC COM CUSIP: 882508104	11,700.00 32.500 0.53 %	11,149.20 30.97	550.80	187	1.60 % 0.00 %
177	VISA INC CL A COM CUSIP: 92826C839	12,457.26 70.380 0.56 %	14,506.96 81.96	2,049.70-	106	0.85 % 0.00 %
TOTAL INFORMATION TECHNOLOGY		**212,497.03**	**184,892.12**	**27,604.91**	**1,404**	**0.66 %**

PORTFOLIO DETAIL

IGHT WINGS FNDTN TR U/A
COUNT NO.

AS OF 12/31/10

R 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
LECOMMUNICATION SERVICES						
493	VERIZON COMMUNICATIONS COM CUSIP: 92343V104	17,639.54 35.780 0.80 %	16,742.82 33.96	896.72	961	5.45 % 0.00 %
TUAL FUNDS-EQUITY						
400	SPDR S&P 500 ETF TR CUSIP: 78462F103	50,300.00 125.750 2.27 %	46,351.96 115.88	3,948.04	907	1.80 % 0.00 %
TOTAL EQUITY SECURITIES		1,233,974.33	1,038,067.67	195,906.66	20,477	1.66 %
TUAL FUNDS						
8,894.175	ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL CUSIP: 003020336	103,528.20 11.640 4.68 %	97,600.00 10.97	5,928.20	0	0.00 % 0.00 %
5,661.141	FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL CUSIP: 349841600	61,366.77 10.840 2.77 %	60,070.26 10.61	1,296.51	498	0.81 % 0.00 %
3,485.626	JANUS FDS PERKINS SMALL CAP VALUE FD CL I CUSIP: 47103C183	83,759.59 24.030 3.78 %	74,069.55 21.25	9,690.04	408	0.49 % 0.00 %
24,134.167	MANNING & NAPIER FDS WORLD OPPTYS SER CL A CUSIP: 563821545	207,795.18 8.610 9.39 %	191,988.88 7.96	15,806.30	1,882	0.91 % 0.00 %

AR VALUE R SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
3,589.412	OPPENHEIMER FDS DEVELOPING MKTS INSTL FD CL Y CUSIP: 683974505	129,470.09 36.070 5.85 %	107,248.34 29.88	22,221.75	513	0.40 % 0.00 %
7,161.351	PIMCO FDS COMMODITY REALRETURN STRATEGY INSTL CUSIP: 722005667	66,528.95 9.290 3.01 %	48,758.36 6.81	17,770.59	5,958	8.96 % 0.00 %
11,107.171	SENTINEL FDS SMALL CO FD INSTL CL CUSIP: 81728B825	87,524.51 7.880 3.95 %	67,473.20 6.07	20,051.31	0	0.00 % 0.00 %
TOTAL MUTUAL FUNDS		739,973.29	647,208.59	92,764.70	9,260	1.25 %
ROPRIETARY FUNDS						
5,740.375	RIDGEWORTH FD-INTL 130/30 I SHS #RGD1 CUSIP: 76628R870	42,019.55 7.320 1.90 %	42,325.84 7.37	306.29-	264	0.63 % 0.00 %
8,793.702	RIDGEWORTH FD-MIDCAP VAL EQUITY I SHS #RGD5 CUSIP: 76628R615	104,381.24 11.870 4.72 %	77,816.84 8.85	26,564.40	616	0.59 % 0.00 %
TOTAL PROPRIETARY FUNDS		146,400.79	120,142.68	26,258.11	880	0.60 %

R 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
SCELLANEOUS ASSETS						
1	CLASS ACTION PENDING AMERICAN INTL GROUP ON RCPT OF FINAL PMT CUSIP: 99700JFA5	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING BANK OF AMERICA CORP ON RCPT OF FINAL PMT CUSIP: 99700JLP5	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING CISCO SYSTEMS ON RCPT OF FINAL PMT CUSIP: 997000ND2	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: 99700JHY1	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: 997000NN0	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING HALLIBURTON ON RECEIPT OF FINAL PMT CUSIP: 997000BE3	0.00 0.000 0.00 %	1.00 1.00	1.00-	0	0.00 % 0.00 %
1	CLASS ACTION PENDING XEROX CORP ON RCPT OF FINAL PMT CUSIP: 997000TT1	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %

AR VALUE R SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
TOTAL MISCELLANEOUS ASSETS		0.00	1.00	1.00-	0	0.00 %
RINCIPAL PORTFOLIO TOTAL		2,299,735.76	1,984,807.29	314,928.47	30,779	1.39 %
NCOME PORTFOLIO						
	INCOME CASH	85,960.13- 3.88-%	85,960.13-			
OTAL ASSETS		2,213,775.63	1,898,847.16	314,928.47	30,779	1.39 %

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST	35,556.	36,442.
TOTAL	35,556.	36,442.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
2009 FEDERAL TAX REFUND		498.
	TOTALS	498.

STATEMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
2010 FOREIGN TAXES	12.	259.
TOTALS	12.	259.

FORM 990PF, PART I - OTHER EXPENSES

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

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	C	1,805,420.	2,120,348.
TOTALS		1,805,420.	2,120,348.

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

DESCRIPTION	AMOUNT
BV ADJ - ROWE T PRICE REAL ESTATE FUND	552.
TOTAL	552.

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STATE(S) WHERE THE FOUNDATION IS REGISTERED
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     GA
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FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
SUNTRUST BANK, ATLANTA
ADDRESS:
PO BOX 4655
ATLANTA, GA 30302
TITLE:
TRUSTEE, VAR
COMPENSATION .... 7,334.

OFFICER NAME:
RUTHERFORD L. ELLIS, JR.
ADDRESS:
2936 ARDEN ROAD
ATLANTA, GA 30305
TITLE:
COM MEM, VAR

OFFICER NAME:
MARGARET E. LANGFORD
ADDRESS:
3750 PEACHTREE ROAD, NE
ATLANTA, GA 30319
TITLE:
COM MEM, VAR

TOTAL COMPENSATION: 7,334.

FORM 990PF, PART XV - LINES 2a - 2d
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RECIPIENT NAME:
  SUNTRUST BANK
ADDRESS:
  P.O. BOX 4655, MC 0221
  ATLANTA, GA 30302
FORM, INFORMATION AND MATERIALS:
  LETTER REQUEST AND PROOF OF TAX EXEMPT STATUS.
SUBMISSION DEADLINES:
  SEPTEMBER 15
RESTRICTIONS OR LIMITATIONS ON AWARDS:
  ORGANIZATIONS THAT ARE EXEMPT FROM INCOME TAX UNDER SECTION 501(C) (3)

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SEE ATTACHED STATEMENT
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
N/A

AMOUNT OF GRANT PAID	103,850.
TOTAL GRANTS PAID:	103,850.

STATEMENT 11

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					5,053.	
		144. WESTERN DIGITAL CORP COM					09/12/2008	02/03/2010
		PROPERTY TYPE: SECURITIES						
5,829.00		3,452.00					2,377.00	
		247. AT&T INC					01/11/2007	02/23/2010
		PROPERTY TYPE: SECURITIES						
6,136.00		8,440.00					-2,304.00	
		1000. ADOBE SYS INC COM					08/29/2005	02/23/2010
		PROPERTY TYPE: SECURITIES						
33,250.00		27,325.00					5,925.00	
		401.07 ALLIANZ NFJ SMALL-CAP VALUE-I					07/20/2009	02/23/2010
		PROPERTY TYPE: SECURITIES						
9,814.00		7,987.00					1,827.00	
		2126.661 ALLIANZ NFJ SMALL-CAP VALUE-I					02/02/2009	02/23/2010
		PROPERTY TYPE: SECURITIES						
52,039.00		61,391.00					-9,352.00	
		632. APACHE CORP COM					03/22/2005	02/23/2010
		PROPERTY TYPE: SECURITIES						
64,506.00		39,609.00					24,897.00	
		52. C R BARD INC COMMON STOCK					09/12/2008	02/23/2010
		PROPERTY TYPE: SECURITIES						
4,332.00		4,987.00					-655.00	
		444. BAXTER INTL INC COM					06/08/2006	02/23/2010
		PROPERTY TYPE: SECURITIES						
25,379.00		17,041.00					8,338.00	
		141. BERKLEY W R CORP					09/12/2008	02/23/2010
		PROPERTY TYPE: SECURITIES						
3,601.00		3,220.00					381.00	
		679. CVS CORP COM					07/08/2005	02/23/2010
		PROPERTY TYPE: SECURITIES						
23,079.00		20,443.00					2,636.00	

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)	
		670. CHEVRONTEXACO CORP COM PROPERTY TYPE: SECURITIES					10/31/1997	02/23/2010
48,233.00		25,078.00					23,155.00	
		245. CISCO SYSTEMS COM STK PROPERTY TYPE: SECURITIES					02/17/2004	02/23/2010
5,846.00		5,980.00					-134.00	
		200. COLGATE PALMOLIVE CO COM PROPERTY TYPE: SECURITIES					06/08/2006	02/23/2010
16,388.00		12,156.00					4,232.00	
		700. DANAHER CORP COM PROPERTY TYPE: SECURITIES					01/05/2005	02/23/2010
52,193.00		25,797.00					26,396.00	
		632. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES					02/21/2002	02/23/2010
40,972.00		26,187.00					14,785.00	
		400. GENERAL DYNAMICS CORP COM PROPERTY TYPE: SECURITIES					02/17/2004	02/23/2010
28,708.00		19,316.00					9,392.00	
		1174. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES					03/15/2005	02/23/2010
18,608.00		55,154.00					-36,546.00	
		451. INTEL CORP COM PROPERTY TYPE: SECURITIES					06/08/2006	02/23/2010
9,142.00		7,790.00					1,352.00	
		500. INTERNATIONAL BUSINESS MACHS COR PROPERTY TYPE: SECURITIES					03/15/2005	02/23/2010
63,227.00		47,509.00					15,718.00	
		811. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					03/22/2005	02/23/2010
32,577.00		28,701.00					3,876.00	
		149. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES					02/18/1986	02/23/2010
9,460.00		457.00					9,003.00	

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)	
		125. KRAFT FOODS INC-ACOM PROPERTY TYPE: SECURITIES					10/16/2008	02/23/2010
3,649.00		3,335.00					314.00	
		84. MCKESSON HBOC INC COM PROPERTY TYPE: SECURITIES					09/12/2008	02/23/2010
4,898.00		4,833.00					65.00	
		1258. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES					01/05/2005	02/23/2010
35,449.00		44,046.00					-8,597.00	
		232. PEPSICO INC COM PROPERTY TYPE: SECURITIES					06/08/2006	02/23/2010
14,368.00		14,010.00					358.00	
		871. PRAXAIR INC COM PROPERTY TYPE: SECURITIES					07/28/2004	02/23/2010
66,313.00		32,882.00					33,431.00	
		194. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES					06/08/2006	02/23/2010
12,257.00		10,643.00					1,614.00	
		82. RAYTHEON CO COM NEW PROPERTY TYPE: SECURITIES					09/12/2008	02/23/2010
4,568.00		4,957.00					-389.00	
		1684.086 RIDGEWORTH FD-EMERGING GROWTH # PROPERTY TYPE: SECURITIES					02/02/2009	02/23/2010
17,144.00		18,819.00					-1,675.00	
		982. SPDR TR S&P 500 DEPOSITARY RECPT CO PROPERTY TYPE: SECURITIES					12/06/2007	02/23/2010
107,793.00		146,795.00					-39,002.00	
		122. TJX COS INC NEW COM PROPERTY TYPE: SECURITIES					09/12/2008	02/23/2010
4,780.00		4,146.00					634.00	
		1000. TARGET CORP COM PROPERTY TYPE: SECURITIES					01/22/2004	02/23/2010
50,359.00		34,435.00					15,924.00	

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)	
		540. TEXAS INSTRS INC COM PROPERTY TYPE: SECURITIES					06/08/2006	02/23/2010
13,052.00		17,219.00					-4,167.00	
		354. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES					02/17/2004	02/23/2010
24,043.00		16,921.00					7,122.00	
		257. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES					01/11/2007	02/23/2010
7,381.00		9,437.00					-2,056.00	
		775. WALMART STORES INC COM PROPERTY TYPE: SECURITIES					03/22/2005	02/23/2010
41,640.00		39,649.00					1,991.00	
		650. WALGREEN CO COM PROPERTY TYPE: SECURITIES					04/25/2003	02/23/2010
22,340.00		19,552.00					2,788.00	
		800. WELLPOINT INC COM PROPERTY TYPE: SECURITIES					11/04/2002	02/23/2010
47,070.00		30,828.00					16,242.00	
		1527. WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES					03/15/2005	02/23/2010
41,732.00		44,680.00					-2,948.00	
		58. ZIMMER HOLDINGS INC-W/I COM PROPERTY TYPE: SECURITIES					09/12/2008	02/23/2010
3,321.00		4,144.00					-823.00	
		164. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES					02/23/2010	03/01/2010
7,782.00		7,778.00					4.00	
		501. SCHWAB CHARLES CORP NEW COM PROPERTY TYPE: SECURITIES					02/23/2010	03/01/2010
9,135.00		9,284.00					-149.00	
		50. UNION PACIFIC CORP COM PROPERTY TYPE: SECURITIES					02/23/2010	03/01/2010
3,361.00		3,312.00					49.00	

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)	
		25. UNION PACIFIC CORP COM PROPERTY TYPE: SECURITIES					09/12/2008	03/01/2010
1,680.00		1,918.00					-238.00	
		149. DEVON ENERGY CORP COM PROPERTY TYPE: SECURITIES					02/23/2010	03/11/2010
10,740.00		10,141.00					599.00	
		94. HARRIS CORP DEL COM COM PROPERTY TYPE: SECURITIES					02/23/2010	04/29/2010
4,913.00		4,379.00					534.00	
		53. HARRIS CORP DEL COM COM PROPERTY TYPE: SECURITIES					09/12/2008	04/29/2010
2,770.00		2,598.00					172.00	
		265. QUALCOMM CORP COM STK PROPERTY TYPE: SECURITIES					02/23/2010	04/29/2010
10,336.00		10,237.00					99.00	
		79. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES					02/21/2002	05/04/2010
5,234.00		3,134.00					2,100.00	
		159. MCDONALDS CORP COM PROPERTY TYPE: SECURITIES					02/23/2010	05/07/2010
10,906.00		10,327.00					579.00	
		87. MCDONALDS CORP COM PROPERTY TYPE: SECURITIES					09/12/2008	05/07/2010
5,968.00		5,553.00					415.00	
		353. AT&T INC PROPERTY TYPE: SECURITIES					01/11/2007	05/20/2010
8,821.00		12,062.00					-3,241.00	
		315. HALLIBURTON CO COM PROPERTY TYPE: SECURITIES					02/23/2010	06/08/2010
7,103.00		9,525.00					-2,422.00	
		79. HALLIBURTON CO COM PROPERTY TYPE: SECURITIES					09/12/2008	06/08/2010
1,781.00		2,932.00					-1,151.00	

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)	
		742. MICROSOFT CORP COM					01/05/2005	06/08/2010
		PROPERTY TYPE: SECURITIES						
18,397.00		20,071.00					-1,674.00	
		82. FRONTIER COMMUNICATIONS CORP COM					01/11/2007	07/08/2010
		PROPERTY TYPE: SECURITIES						
597.00		792.00					-195.00	
		.3336 FRONTIER COMMUNICATIONS CORP COM					01/11/2007	07/15/2010
		PROPERTY TYPE: SECURITIES						
2.00		3.00					-1.00	
		191. EXELON CORPORATION COM					02/23/2010	08/17/2010
		PROPERTY TYPE: SECURITIES						
7,936.00		8,463.00					-527.00	
		101. EXELON CORPORATION COM					09/12/2008	08/17/2010
		PROPERTY TYPE: SECURITIES						
4,196.00		6,876.00					-2,680.00	
		125. MONSANTO CO NEW COM					02/23/2010	08/17/2010
		PROPERTY TYPE: SECURITIES						
7,381.00		9,490.00					-2,109.00	
		31. MONSANTO CO NEW COM					09/12/2008	08/17/2010
		PROPERTY TYPE: SECURITIES						
1,831.00		3,446.00					-1,615.00	
		123. TRANSOCEAN LTD CHF15 SHS					02/23/2010	09/29/2010
		PROPERTY TYPE: SECURITIES						
7,870.00		10,414.00					-2,544.00	
		300. ADOBE SYS INC COM					06/08/2010	10/08/2010
		PROPERTY TYPE: SECURITIES						
8,097.00		9,276.00					-1,179.00	
		348.533 ROWE T PRICE REAL ESTATE FD COM					02/23/2010	10/08/2010
		PROPERTY TYPE: SECURITIES						
5,831.00		4,761.00					1,070.00	
		2409.425 ROWE T PRICE REAL ESTATE FD COM					07/20/2009	10/08/2010
		PROPERTY TYPE: SECURITIES						
40,310.00		35,112.00					5,198.00	

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)	
		40. AMAZON COM INC COM					02/23/2010	10/14/2010
		PROPERTY TYPE: SECURITIES						
6,226.00		4,671.00					1,555.00	
		140. HEWLETT PACKARD COM					02/23/2010	10/14/2010
		PROPERTY TYPE: SECURITIES						
5,871.00		7,021.00					-1,150.00	
		155. PARKER HANNIFIN CORP COM					02/23/2010	11/03/2010
		PROPERTY TYPE: SECURITIES						
11,998.00		8,990.00					3,008.00	
		973.413 JANUS PERKINS SMALL CAP VALUE-I					02/23/2010	11/23/2010
		PROPERTY TYPE: SECURITIES						
22,700.00		20,685.00					2,015.00	
		2001.312 RIDGEWORTH FD-MIDCAP VAL EQTY #					02/23/2010	11/23/2010
		PROPERTY TYPE: SECURITIES						
22,735.00		20,614.00					2,121.00	
		1959.956 RIDGEWORTH FD-MIDCAP VAL EQTY #					05/13/2005	11/23/2010
		PROPERTY TYPE: SECURITIES						
22,265.00		22,951.00					-686.00	
		1572.898 RIDGEWORTH FD-INTL EQTY INDEX #					02/23/2010	11/23/2010
		PROPERTY TYPE: SECURITIES						
19,913.00		18,670.00					1,243.00	
		7851.217 RIDGEWORTH FD-INTL EQTY INDEX #					12/15/2008	11/23/2010
		PROPERTY TYPE: SECURITIES						
99,396.00		78,983.00					20,413.00	
		289.436 RIDGEWORTH FD-INTL 130/30 #RGD1					04/21/2008	11/23/2010
		PROPERTY TYPE: SECURITIES						
2,000.00		2,637.00					-637.00	
		3866.121 SENTINEL SMALL CO-I					02/23/2010	11/23/2010
		PROPERTY TYPE: SECURITIES						
28,300.00		24,434.00					3,866.00	

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)							---------- 156,257. ==========	

JSA
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