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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

OMB No 1545-0052

2010

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

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

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

Name of foundation

THE W I H PITTS MEMORIAL FUND 52-1125291

58-6374908

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

Room/suite

B Telephone number (see page 10 of the instructions)

P.O. BOX 1908

City or town, state, and ZIP code

ORLANDO, FL 32802-1908

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 67,469,256.
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)C If exemption application is pending, check here ▶ ☐D 1 Foreign organizations, check here ▶ ☐2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

| | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|------------------------------------|---------------------------|-------------------------|---|
| Revenue | | | | |
| 1 Contributions, gifts, grants, etc., received (attach schedule) | | | | |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| 3 Interest on savings and temporary cash investments | | | | |
| 4 Dividends and interest from securities | 1,033,207. | 1,093,452. | | STMT 1 |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | 1,519,350. | | | |
| b Gross sales price for all assets on line 6a 24,509,559. | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 1,519,356. | | |
| 8 Net short-term capital gain | | | | |
| 9 Income modifications | | | | |
| 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | |
| c Gross profit or (loss) (attach schedule) | | | | |
| 11 Other income (attach schedule) | | | | |
| 12 Total Add lines 1 through 11 | 2,552,557. | 2,612,808. | | |
| 13 Compensation of officers, directors, trustees, etc. | 200,524. | 130,778. | | 69,746. |
| 14 Other employee salaries and wages | | | | |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees (attach schedule) | | | | |
| b Accounting fees (attach schedule) STMT 2 | 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 3 | 35,525. | 27,237. | | |
| 19 Depreciation (attach schedule) and depletion | | | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | | | | |
| 22 Printing and publications | | | | |
| 23 Other expenses (attach schedule) | | | | |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | 238,549. | 158,015. | NONE | 72,246. |
| 25 Contributions, gifts, grants paid | 3,583,506. | | | 3,583,506. |
| 26 Total expenses and disbursements Add lines 24 and 25 | 3,822,055. | 158,015. | NONE | 3,655,752. |
| 27 Subtract line 26 from line 12 | -1,269,498. | | | |
| a Excess of revenue over expenses and disbursements | | | | |
| b Net investment income (if negative, enter -0-) | | 2,454,793. | | |
| c Adjusted net income (if negative, enter -0-) | | | | |

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

JSA

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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 | 47,158. | | |
| | 2 | Savings and temporary cash investments | 201,137. | 108,220. | 108,220. |
| | 3 | Accounts receivable ▶ Less: allowance for doubtful accounts ▶ | | | |
| | 4 | Pledges receivable ▶ Less: allowance for doubtful accounts ▶ | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶ | | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | | | |
| | 10 a | Investments - U S and state government obligations (attach schedule) | | | |
| | b | Investments - corporate stock (attach schedule) | | | |
| | c | Investments - corporate bonds (attach schedule) | | | |
| | 11 | Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶ (attach schedule) | | | |
| | 12 | Investments - mortgage loans | | | |
| | 13 | Investments - other (attach schedule) STMT 4 | 61,969,135. | 60,817,050. | 67,361,036. |
| | 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) | 62,217,430. | 60,925,270. | 67,469,256. | |
| 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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | | |
| | 24 | Unrestricted | | | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/> | | | | |
| | 27 | Capital stock, trust principal, or current funds | 62,217,430. | 60,925,270. | |
| | 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) | 62,217,430. | 60,925,270. | |
| | 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 62,217,430. | 60,925,270. | |

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 | 62,217,430. |
| 2 | Enter amount from Part I, line 27a | 2 | -1,269,498. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 60,947,932. |
| 5 | Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5 | 5 | 22,662. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 60,925,270. |

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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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) | | |
| (i) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 2 Capital gain net income or (net capital loss) | | | 2 | 1,519,356. | |
| If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 | | | | | |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). | | | 3 | | |
| 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. | | | | | |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col (c)) |
|---|--|--|---|
| 2009 | 4,110,015. | 56,543,422. | 0.07268776552 |
| 2008 | 4,589,283. | 76,685,213. | 0.05984573584 |
| 2007 | | | |
| 2006 | | | |
| 2005 | | | |
| 2 Total of line 1, column (d) | | | 2 0.13253350136 |
| 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 0.06626675068 |
| 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 | | | 4 62,290,769. |
| 5 Multiply line 4 by line 3 | | | 5 4,127,807. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 24,548. |
| 7 Add lines 5 and 6 | | | 7 4,152,355. |
| 8 Enter qualifying distributions from Part XII, line 4 | | | 8 3,655,752. |

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of ruling letter if necessary - see instructions) | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 49,096. |
| 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 | 49,096. |
| 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 | 49,096. |
| 6 Credits/Payments: | | | |
| a 2010 estimated tax payments and 2009 overpayment credited to 2010 | 6a | 36,425. | |
| 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 | 36,425. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed Pd by EFTPS | 9 | 12,671. | |
| 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? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. | | X |
| c Did the foundation file Form 1120-POL for this year? | | 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. | | 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 | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | 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 | | 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? | 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 | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) STMT 6 | | |
| 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 | 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 | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | X |

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Part VII-A Statements Regarding Activities (continued)

| | | | | |
|----------------------------|--|----|-----|--------------------------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) | 11 | | X |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |
| Website address <u>N/A</u> | | | | |
| 14 | The books are in care of <u>SUNTRUST BANK</u> Telephone no <u>(404) 588-7385</u> | | | |
| | Located at <u>P.O. BOX 4655, ATLANTA, GA</u> ZIP + 4 <u>30302</u> | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here | | | <input type="checkbox"/> |
| | and enter the amount of tax-exempt interest received or accrued during the year | 15 | | |
| 16 | At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | Yes | No |
| | See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u></u> | | | X |

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

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

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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

5b

N/A

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?

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

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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| SEE STATEMENT 7 | | 200,524. | -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 | |

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

| | | | |
|----------|--|-----------|-------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes. | | |
| a | Average monthly fair market value of securities | 1a | 63,110,063. |
| b | Average of monthly cash balances | 1b | 129,296. |
| 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 | 63,239,359. |
| 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 | 63,239,359. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions) | 4 | 948,590. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 62,290,769. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 3,114,538. |

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 | 3,114,538. |
| 2a | Tax on investment income for 2010 from Part VI, line 5 | 2a | 49,096. |
| b | Income tax for 2010. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 49,096. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 3,065,442. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | NONE |
| 5 | Add lines 3 and 4 | 5 | 3,065,442. |
| 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 | 3,065,442. |

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

| | | | |
|----------|---|-----------|------------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes | | |
| a | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 | 1a | 3,655,752. |
| b | Program-related investments - total from Part IX-B | 1b | |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | NONE |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | NONE |
| b | Cash distribution test (attach the required schedule) | 3b | NONE |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 3,655,752. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions) | 5 | N/A |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 3,655,752. |

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 | | | | 3,065,442. |
| 2 Undistributed income, if any, as of the end of 2010: | | | | |
| a Enter amount for 2009 only | | | NONE | |
| 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 | 1,069,298. | | | |
| e From 2009 | 1,303,226. | | | |
| f Total of lines 3a through e | 2,372,524. | | | |
| 4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 3,655,752. | | | | |
| a Applied to 2009, but not more than line 2a | | | NONE | |
| 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 | | | | 3,065,442. |
| e Remaining amount distributed out of corpus | 590,310. | | | |
| 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 | 2,962,834. | | | |
| 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 | | | | NONE |
| 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 | 2,962,834. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2006 | NONE | | | |
| b Excess from 2007 | NONE | | | |
| c Excess from 2008 | 1,069,298. | | | |
| d Excess from 2009 | 1,303,226. | | | |
| e Excess from 2010 | 590,310. | | | |

Form 990-PF (2010)

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

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

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

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|----------------------------------|------------|
| Name and address (home or business) | | | | |
| a Paid during the year SEE STATEMENT 9 | | | | |
| Total | | | ▶ 3a | 3,583,506. |
| b Approved for future payment | | | | |
| Total | | | ▶ 3b | |

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


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

[illegible]

- 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. | | |
| |  Signature of officer or trustee E. WOHLFORD | 05/05/2011 Date | TRUSTEE Title |

| | | | | | |
|---------------------------------------|---|---------------------------|------------|---|-----------|
| Paid Preparer Use Only | Print/Type preparer's name | Preparer's signature | Date | Check <input type="checkbox"/> if self-employed | PTIN |
| | JEFFREY E. KUHLIN | <i>Jeffrey E. Kuhlman</i> | 05/05/2011 | | 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 | |

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

| Kind of Property | | Description | | | | Date acquired | Date sold |
|--|--------------------------------|---|--------------------|---------------------------|------------------------------|--------------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | Gain or (loss) | |
| | | TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS | | | | 136,502. | |
| 197,117.00 | | 2200. ISHARES TR RUSSELL MIDCAP INDEX FD PROPERTY TYPE: SECURITIES 210,280.00 | | | | 09/02/2008 -13,163.00 | 03/23/2010 |
| 249,882.00 | | 4800. ISHARES TR RUSSELL 1000 GROWTH IND PROPERTY TYPE: SECURITIES 236,466.00 | | | | 12/04/2009 13,416.00 | 03/23/2010 |
| 150,000.00 | | 10489.511 MFS RESEARCH INTL-I PROPERTY TYPE: SECURITIES 126,713.00 | | | | 06/03/2009 23,287.00 | 03/23/2010 |
| 100,000.00 | | 9049.774 PACIFIC INVESTMENT MANAGEMENT I PROPERTY TYPE: SECURITIES 91,765.00 | | | | 10/29/2008 8,235.00 | 03/23/2010 |
| 75,000.00 | | 7042.255 RIDGEWORTH FD-TOTAL RETURN BD # PROPERTY TYPE: SECURITIES 70,845.00 | | | | 09/16/2008 4,155.00 | 03/23/2010 |
| 300,000.00 | | 27247.957 PACIFIC INVESTMENT MANAGEMENT PROPERTY TYPE: SECURITIES 276,294.00 | | | | 10/29/2008 23,706.00 | 03/29/2010 |
| 200,000.00 | | 18903.592 RIDGEWORTH FD-TOTAL RETURN BD PROPERTY TYPE: SECURITIES 190,170.00 | | | | 09/16/2008 9,830.00 | 03/29/2010 |
| 2599339.00 | | 49350. ISHARES TR RUSSELL 1000 GROWTH IN PROPERTY TYPE: SECURITIES 2431169.00 | | | | 12/04/2009 168,170.00 | 04/09/2010 |
| 4100000.00 | | 340531.562 RIDGEWORTH FD-LARGECAP VAL EQ PROPERTY TYPE: SECURITIES 4088868.00 | | | | 09/02/2008 11,132.00 | 04/09/2010 |
| 7365803.00 | | 444794.875 FEDERATED CAP APPREC-IS PROPERTY TYPE: SECURITIES 6253528.00 | | | | 05/20/2009 1112275.00 | 06/02/2010 |

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

| Kind of Property | | Description | | | | Date acquired | Date sold |
|--|--------------------------------|---|--------------------|--------------------------|------------------------------|--------------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | Gain or (loss) | |
| 4857692.00 | | 100201. ISHARES TR RUSSELL 1000 GROWTH I PROPERTY TYPE: SECURITIES 4936282.00 | | | | 12/04/2009 -78,590.00 | 06/02/2010 |
| 100,000.00 | | 6489.293 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES 117,906.00 | | | | 06/23/2008 -17,906.00 | 06/22/2010 |
| 102,742.00 | | 1200. ISHARES TR RUSSELL MIDCAP INDEX FD PROPERTY TYPE: SECURITIES 114,698.00 | | | | 09/02/2008 -11,956.00 | 06/23/2010 |
| 100,000.00 | | 6591.958 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES 119,771.00 | | | | 06/23/2008 -19,771.00 | 06/28/2010 |
| 509,868.00 | | 6250. VANGUARD BD INDEX SHORT TERM BD ET PROPERTY TYPE: SECURITIES 499,786.00 | | | | 03/29/2010 10,082.00 | 08/30/2010 |
| 4,500.00 | | 176.194 INVESCO SMALL CAP GROWTH-I PROPERTY TYPE: SECURITIES 4,165.00 | | | | 10/15/2009 335.00 | 09/22/2010 |
| 47,000.00 | | 1840.251 INVESCO SMALL CAP GROWTH-I PROPERTY TYPE: SECURITIES 43,504.00 | | | | 10/15/2009 3,496.00 | 09/22/2010 |
| 4,500.00 | | 138.164 HARBOR FUND CAPITAL APPRECIATION PROPERTY TYPE: SECURITIES 4,395.00 | | | | 06/02/2010 105.00 | 09/22/2010 |
| 47,000.00 | | 1443.046 HARBOR FUND CAPITAL APPRECIATIO PROPERTY TYPE: SECURITIES 45,903.00 | | | | 06/02/2010 1,097.00 | 09/22/2010 |
| 4,500.00 | | 255.392 HARTFORD DIVIDEND & GROWTH-Y PROPERTY TYPE: SECURITIES 4,715.00 | | | | 04/09/2010 -215.00 | 09/22/2010 |
| 47,000.00 | | 2667.423 HARTFORD DIVIDEND & GROWTH-Y PROPERTY TYPE: SECURITIES 49,241.00 | | | | 04/09/2010 -2,241.00 | 09/22/2010 |

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

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|--|--------------------------|--------------------------------|------------------------------------|--------------|-------------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 51,539.00 | | 578. ISHARES TR RUSSELL MIDCAP INDEX FD PROPERTY TYPE: SECURITIES 55,246.00 | | | | | 09/02/2008 -3,707.00 | 09/22/2010 |
| 4,185.00 | | 47. ISHARES TR RUSSELL MIDCAP INDEX FD PROPERTY TYPE: SECURITIES 4,492.00 | | | | | 09/02/2008 -307.00 | 09/22/2010 |
| 4,500.00 | | 206.044 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES 3,983.00 | | | | | 09/09/2009 517.00 | 09/22/2010 |
| 47,000.00 | | 2152.014 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES 41,598.00 | | | | | 09/09/2009 5,402.00 | 09/22/2010 |
| 4,500.00 | | 182.039 THE JENSEN PORTFOLIO-I PROPERTY TYPE: SECURITIES 4,673.00 | | | | | 04/09/2010 -173.00 | 09/22/2010 |
| 47,000.00 | | 1901.294 THE JENSEN PORTFOLIO-I PROPERTY TYPE: SECURITIES 48,806.00 | | | | | 04/09/2010 -1,806.00 | 09/22/2010 |
| 4,500.00 | | 491.266 JPMORGAN TR I US EQUITY-I PROPERTY TYPE: SECURITIES 4,372.00 | | | | | 06/02/2010 128.00 | 09/22/2010 |
| 47,000.00 | | 5131.005 JPMORGAN TR I US EQUITY-I PROPERTY TYPE: SECURITIES 45,666.00 | | | | | 06/02/2010 1,334.00 | 09/22/2010 |
| 4,500.00 | | 202.885 LEGG MASON BATTERYMRC EMRG MKTS- PROPERTY TYPE: SECURITIES 4,139.00 | | | | | 10/15/2009 361.00 | 09/22/2010 |
| 47,000.00 | | 2119.027 LEGG MASON BATTERYMRC EMRG MKTS PROPERTY TYPE: SECURITIES 43,228.00 | | | | | 10/15/2009 3,772.00 | 09/22/2010 |
| 4,500.00 | | 310.131 MFS RESEARCH INTL-I PROPERTY TYPE: SECURITIES 3,746.00 | | | | | 06/03/2009 754.00 | 09/22/2010 |

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

| Kind of Property | | Description | | | | Date acquired | Date sold |
|--|--------------------------------|---|--------------------|---------------------------|------------------------------|--------------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | Gain or (loss) | |
| 47,000.00 | | 3239.145 MFS RESEARCH INTL-I PROPERTY TYPE: SECURITIES 39,129.00 | | | | 06/03/2009 7,871.00 | 09/22/2010 |
| 4,500.00 | | 389.273 PACIFIC INVESTMENT MANAGEMENT IN PROPERTY TYPE: SECURITIES 4,484.00 | | | | 08/30/2010 16.00 | 09/22/2010 |
| 47,000.00 | | 4065.744 PACIFIC INVESTMENT MANAGEMENT I PROPERTY TYPE: SECURITIES 46,837.00 | | | | 08/30/2010 163.00 | 09/22/2010 |
| 4,500.00 | | 556.931 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES 11,228.00 | | | | 06/23/2008 -6,728.00 | 09/22/2010 |
| 47,000.00 | | 5816.831 PIMCO COMMODITY REALRTN STRATEG PROPERTY TYPE: SECURITIES 117,267.00 | | | | 06/23/2008 -70,267.00 | 09/22/2010 |
| 4,500.00 | | 395.431 RIDGEWORTH FD-LARGECAP VAL EQTY# PROPERTY TYPE: SECURITIES 4,623.00 | | | | 07/21/2008 -123.00 | 09/22/2010 |
| 47,000.00 | | 4130.053 RIDGEWORTH FD-LARGECAP VAL EQTY PROPERTY TYPE: SECURITIES 48,280.00 | | | | 07/21/2008 -1,280.00 | 09/22/2010 |
| 4,500.00 | | 406.872 RIDGEWORTH FD-TOTAL RETURN BD #R PROPERTY TYPE: SECURITIES 4,093.00 | | | | 09/16/2008 407.00 | 09/22/2010 |
| 47,000.00 | | 4249.548 RIDGEWORTH FD-TOTAL RETURN BD # PROPERTY TYPE: SECURITIES 42,750.00 | | | | 09/16/2008 4,250.00 | 09/22/2010 |
| 4,500.00 | | 271.903 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES 4,940.00 | | | | 06/23/2008 -440.00 | 09/22/2010 |
| 47,000.00 | | 2839.879 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES 51,599.00 | | | | 06/23/2008 -4,599.00 | 09/22/2010 |

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

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|--|--------------------------|---------------------------------|------------------------------------|--------------|-------------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 4,200.00 | | 165.55 INVESCO SMALL CAP GROWTH-I PROPERTY TYPE: SECURITIES 3,914.00 | | | | | 10/15/2009 286.00 | 09/23/2010 |
| 4,200.00 | | 129.59 HARBOR FUND CAPITAL APPRECIATION PROPERTY TYPE: SECURITIES 4,122.00 | | | | | 06/02/2010 78.00 | 09/23/2010 |
| 4,200.00 | | 240.688 HARTFORD DIVIDEND & GROWTH-Y PROPERTY TYPE: SECURITIES 4,443.00 | | | | | 04/09/2010 -243.00 | 09/23/2010 |
| 4,200.00 | | 193.727 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES 3,745.00 | | | | | 09/09/2009 455.00 | 09/23/2010 |
| 4,200.00 | | 171.289 THE JENSEN PORTFOLIO-I PROPERTY TYPE: SECURITIES 4,397.00 | | | | | 04/09/2010 -197.00 | 09/23/2010 |
| 4,200.00 | | 462.046 JPMORGAN TR I US EQUITY-I PROPERTY TYPE: SECURITIES 4,112.00 | | | | | 06/02/2010 88.00 | 09/23/2010 |
| 4,200.00 | | 189.873 LEGG MASON BATTERYMRC EMRG MKTS- PROPERTY TYPE: SECURITIES 3,873.00 | | | | | 10/15/2009 327.00 | 09/23/2010 |
| 4,200.00 | | 291.869 MFS RESEARCH INTL-I PROPERTY TYPE: SECURITIES 3,526.00 | | | | | 06/03/2009 674.00 | 09/23/2010 |
| 4,200.00 | | 363.322 PACIFIC INVESTMENT MANAGEMENT IN PROPERTY TYPE: SECURITIES 4,185.00 | | | | | 08/30/2010 15.00 | 09/23/2010 |
| 4,200.00 | | 518.519 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES 10,453.00 | | | | | 06/23/2008 -6,253.00 | 09/23/2010 |
| 4,200.00 | | 373.002 RIDGEWORTH FD-LARGCAP VAL EQTY# PROPERTY TYPE: SECURITIES 4,360.00 | | | | | 07/21/2008 -160.00 | 09/23/2010 |

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

| Kind of Property | | Description | | | | Date acquired | Date sold |
|--|--------------------------------|---|--------------------|--------------------------|------------------------------|--------------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | Gain or (loss) | |
| 4,200.00 | | 379.404 RIDGEWORTH FD-TOTAL RETURN BD #R PROPERTY TYPE: SECURITIES 3,817.00 | | | | 09/16/2008 383.00 | 09/23/2010 |
| 4,200.00 | | 260.708 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES 4,737.00 | | | | 06/23/2008 -537.00 | 09/23/2010 |
| 2254052.00 | | 204171.377 RIDGEWORTH FD-TOTAL RETURN BD PROPERTY TYPE: SECURITIES 2053964.00 | | | | 09/16/2008 200,088.00 | 10/18/2010 |
| 25,000.00 | | 824.539 INVESCO SMALL CAP GROWTH-I PROPERTY TYPE: SECURITIES 19,492.00 | | | | 10/15/2009 5,508.00 | 12/22/2010 |
| 25,000.00 | | 676.59 HARBOR FUND CAPITAL APPRECIATION PROPERTY TYPE: SECURITIES 21,522.00 | | | | 06/02/2010 3,478.00 | 12/22/2010 |
| 25,000.00 | | 1300.729 HARTFORD DIVIDEND & GROWTH-Y PROPERTY TYPE: SECURITIES 24,011.00 | | | | 04/09/2010 989.00 | 12/22/2010 |
| 25,023.00 | | 246. ISHARES TR RUSSELL MIDCAP INDEX FD PROPERTY TYPE: SECURITIES 23,513.00 | | | | 09/02/2008 1,510.00 | 12/22/2010 |
| 25,000.00 | | 1035.625 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES 20,019.00 | | | | 09/09/2009 4,981.00 | 12/22/2010 |
| 25,000.00 | | 917.095 THE JENSEN PORTFOLIO-I PROPERTY TYPE: SECURITIES 23,542.00 | | | | 04/09/2010 1,458.00 | 12/22/2010 |
| 25,000.00 | | 2436.647 JPMORGAN TR I US EQUITY-I PROPERTY TYPE: SECURITIES 21,686.00 | | | | 06/02/2010 3,314.00 | 12/22/2010 |
| 25,000.00 | | 1039.501 LEGG MASON BATTERYMRC EMRG MKTS PROPERTY TYPE: SECURITIES 21,206.00 | | | | 10/15/2009 3,794.00 | 12/22/2010 |

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

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|--|--------------------------|--------------------------------|------------------------------------|--------------|------------------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 25,000.00 | | 1606.684 MFS RESEARCH INTL-I PROPERTY TYPE: SECURITIES 19,409.00 | | | | | 06/03/2009 5,591.00 | 12/22/2010 |
| 25,000.00 | | 2316.96 PACIFIC INVESTMENT MANAGEMENT IN PROPERTY TYPE: SECURITIES 27,085.00 | | | | | 10/18/2010 -2,085.00 | 12/22/2010 |
| 25,000.00 | | 2699.785 PIMCO COMMODITY REALRTN STRATEG PROPERTY TYPE: SECURITIES 54,428.00 | | | | | 06/23/2008 -29,428.00 | 12/22/2010 |
| 25,000.00 | | 1945.524 RIDGEWORTH FD-LARGCAP VAL EQTY PROPERTY TYPE: SECURITIES 22,743.00 | | | | | 07/21/2008 2,257.00 | 12/22/2010 |
| 25,000.00 | | 1445.086 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES 26,256.00 | | | | | 06/23/2008 -1,256.00 | 12/22/2010 |
| TOTAL GAIN(LOSS) | | | | | | | ----- 1,519,356. ===== | |

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

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- |
|----------------------|--|--------------------------------------|
| DIVIDENDS & INTEREST | 1,033,207. | 1,093,452. |
| | ----- | ----- |
| TOTAL | 1,033,207. | 1,093,452. |
| | ===== | ===== |

FORM 990PF, PART I - ACCOUNTING FEES

=====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- | ADJUSTED NET INCOME ----- | CHARITABLE PURPOSES ----- |
|----------------------|--|--------------------------------------|------------------------------------|---------------------------------|
| TAX PREP 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 |
|--------------------|---|-----------------------------|
| ----- | ----- | ----- |
| FOREIGN TAX | | 27,237. |
| FEDERAL EXCISE TAX | 35,525. | |
| | ----- | ----- |
| TOTALS | 35,525. | 27,237. |
| | ===== | ===== |

THE W I H PITTS MEMORIAL FUND 52-1125291

58-6374908

FORM 990PF, PART II - OTHER INVESTMENTS

=====

COST/
FMV

C OR F

DESCRIPTION

BEGINNING
BOOK VALUE

ENDING
BOOK VALUE

ENDING
FMV

SEE ATTACHED STATEMENT

C

TOTALS

61,969,135.

60,817,050.

67,361,036.

61,969,135.

60,817,050.

67,361,036.

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

| DESCRIPTION ----- | AMOUNT ----- |
|----------------------|-----------------|
| BV ADJ ROWE T PRICE | 22,661. |
| PENDING CLASS ACTION | 1. |
| | ----- |
| TOTAL | 22,662. |
| | ===== |

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

GA

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

=====

OFFICER NAME:

SUNTRUST BANK, ATLANTA

ADDRESS:

P.O. BOX 4655

ATLANTA, GA 30302

TITLE:

TRUSTEE, AS REQ'D

COMPENSATION 200,524.

TOTAL COMPENSATION: 200,524.

=====

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

=====

RECIPIENT NAME:

SUPERANNUATED MINISTERS OF THE
SOUTH GA CONFERENCE UMC

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 447,813.

RECIPIENT NAME:

EMORY UNIVERSITY

ADDRESS:

ATTN: BELVA WHITE
ATLANTA, GA 30322

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 1,791,253.

RECIPIENT NAME:

YOUNG HARRIS COLLEGE

ADDRESS:

ATTN: OFFICE OF THE PRESIDENT
YOUNG HARRIS, GA 30582

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 895,627.

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

=====

RECIPIENT NAME:

THE METHODIST CHURCH OF THE S GA
CONFERENCE

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITALE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 447,813.

RECIPIENT NAME:

WAVERLY HALL UNITED
METHODIST CHURCH

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 1,000.

TOTAL GRANTS PAID:

3,583,506.

=====

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2010

Name of estate or trust

THE W I H PITTS MEMORIAL FUND 52-1125291

Employer identification number

58-6374908

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 | 150,245. |
| 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 | 150,245. |

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 | | | 136,502. |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b | | | | 6b | 1,225,894. |
| 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 | 6,715. |
| 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 | 1,369,111. |

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

Schedule D (Form 1041) 2010

| Part III Summary of Parts I and II | | (1) Beneficiaries' (see instr) | (2) Estate's or trust's | (3) Total |
|--|---|---------------------------------|-------------------------|------------|
| Caution: Read the instructions before completing this part. | | | | |
| 13 | Net short-term gain or (loss) | 13 | | 150,245. |
| 14 | Net long-term gain or (loss): | | | |
| a | Total for year | 14a | | 1,369,111. |
| 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 | | 1,519,356. |

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Schedule D (Form 1041) 2010

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 THE W I H PITTS MEMORIAL FUND 52-1125291 | Employer identification number 58-6374908 |
|--|---|

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 4800. ISHARES TR RUSSELL 1000 GROWTH INDEX | 12/04/2009 | 03/23/2010 | 249,882.00 | 236,466.00 | 13,416.00 |
| 10489.511 MFS RESEARCH INTL-I | 06/03/2009 | 03/23/2010 | 150,000.00 | 126,713.00 | 23,287.00 |
| 49350. ISHARES TR RUSSELL 1000 GROWTH INDEX | 12/04/2009 | 04/09/2010 | 2,599,339.00 | 2,431,169.00 | 168,170.00 |
| 100201. ISHARES TR RUSSELL 1000 GROWTH INDEX | 12/04/2009 | 06/02/2010 | 4,857,692.00 | 4,936,282.00 | -78,590.00 |
| 6250. VANGUARD BD INDEX SHORT TERM BD ETF | 03/29/2010 | 08/30/2010 | 509,868.00 | 499,786.00 | 10,082.00 |
| 176.194 INVESCO SMALL CAP GROWTH-I | 10/15/2009 | 09/22/2010 | 4,500.00 | 4,165.00 | 335.00 |
| 1840.251 INVESCO SMALL CAP GROWTH-I | 10/15/2009 | 09/22/2010 | 47,000.00 | 43,504.00 | 3,496.00 |
| 138.164 HARBOR FUND CAPITAL APPRECIATION FUND | 06/02/2010 | 09/22/2010 | 4,500.00 | 4,395.00 | 105.00 |
| 1443.046 HARBOR FUND CAPITAL APPRECIATION FUND | 06/02/2010 | 09/22/2010 | 47,000.00 | 45,903.00 | 1,097.00 |
| 255.392 HARTFORD DIVIDEND & GROWTH-Y | 04/09/2010 | 09/22/2010 | 4,500.00 | 4,715.00 | -215.00 |
| 2667.423 HARTFORD DIVIDEND & GROWTH-Y | 04/09/2010 | 09/22/2010 | 47,000.00 | 49,241.00 | -2,241.00 |
| 182.039 THE JENSEN PORTFOLIO-I | 04/09/2010 | 09/22/2010 | 4,500.00 | 4,673.00 | -173.00 |
| 1901.294 THE JENSEN PORTFOLIO-I | 04/09/2010 | 09/22/2010 | 47,000.00 | 48,806.00 | -1,806.00 |
| 491.266 JPMORGAN TR I US EQUITY-I | 06/02/2010 | 09/22/2010 | 4,500.00 | 4,372.00 | 128.00 |
| 5131.005 JPMORGAN TR I US EQUITY-I | 06/02/2010 | 09/22/2010 | 47,000.00 | 45,666.00 | 1,334.00 |
| 202.885 LEGG MASON BATTERYMRC EMRG MKTS-I | 10/15/2009 | 09/22/2010 | 4,500.00 | 4,139.00 | 361.00 |
| 2119.027 LEGG MASON BATTERYMRC EMRG MKTS-I | 10/15/2009 | 09/22/2010 | 47,000.00 | 43,228.00 | 3,772.00 |
| 389.273 PACIFIC INVESTMENT MANAGEMENT INSTITUTIONAL TR | 08/30/2010 | 09/22/2010 | 4,500.00 | 4,484.00 | 16.00 |
| 4065.744 PACIFIC INVESTMENT MANAGEMENT INSTI | 08/30/2010 | 09/22/2010 | 47,000.00 | 46,837.00 | 163.00 |
| 165.55 INVESCO SMALL CAP GROWTH-I | 10/15/2009 | 09/23/2010 | 4,200.00 | 3,914.00 | 286.00 |
| 129.59 HARBOR FUND CAPITAL APPRECIATION FUND | 06/02/2010 | 09/23/2010 | 4,200.00 | 4,122.00 | 78.00 |
| 240.688 HARTFORD DIVIDEND & GROWTH-Y | 04/09/2010 | 09/23/2010 | 4,200.00 | 4,443.00 | -243.00 |
| 171.289 THE JENSEN PORTFOLIO-I | 04/09/2010 | 09/23/2010 | 4,200.00 | 4,397.00 | -197.00 |
| 462.046 JPMORGAN TR I US EQUITY-I | 06/02/2010 | 09/23/2010 | 4,200.00 | 4,112.00 | 88.00 |

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

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

Schedule D-1 (Form 1041) 2010

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2010

► See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

Employer identification number

THE W I H PITTS MEMORIAL FUND 52-1125291

58-6374908

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

[illegible]

| | |
|--|------------|
| 1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b | 150,245.00 |
|--|------------|

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

Schedule D-1 (Form 1041) 2010

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

Employer identification number

THE W I H PITTS MEMORIAL FUND 52-1125291

58-6374908

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 2200. ISHARES TR RUSSELL MIDCAP INDEX FD | 09/02/2008 | 03/23/2010 | 197,117.00 | 210,280.00 | -13,163.00 |
| 9049.774 PACIFIC INVESTMENT MANAGEMENT INSTI | 10/29/2008 | 03/23/2010 | 100,000.00 | 91,765.00 | 8,235.00 |
| 7042.255 RIDGEWORTH FD-TOTAL RETURN BD #RGCP | 09/16/2008 | 03/23/2010 | 75,000.00 | 70,845.00 | 4,155.00 |
| 27247.957 PACIFIC INVESTMENT MANAGEMENT INSTI | 10/29/2008 | 03/29/2010 | 300,000.00 | 276,294.00 | 23,706.00 |
| 18903.592 RIDGEWORTH FD-TOTAL RETURN BD #RGCP | 09/16/2008 | 03/29/2010 | 200,000.00 | 190,170.00 | 9,830.00 |
| 340531.562 RIDGEWORTH FD-LARGCAP VAL EQTY#RGD4 | 09/02/2008 | 04/09/2010 | 4,100,000.00 | 4,088,868.00 | 11,132.00 |
| 444794.875 FEDERATED CAP APPREC-IS | 05/20/2009 | 06/02/2010 | 7,365,803.00 | 6,253,528.00 | 1,112,275.00 |
| 6489.293 ROWE T PRICE REAL ESTATE FD COM | 06/23/2008 | 06/22/2010 | 100,000.00 | 117,906.00 | -17,906.00 |
| 1200. ISHARES TR RUSSELL MIDCAP INDEX FD | 09/02/2008 | 06/23/2010 | 102,742.00 | 114,698.00 | -11,956.00 |
| 6591.958 ROWE T PRICE REAL ESTATE FD COM | 06/23/2008 | 06/28/2010 | 100,000.00 | 119,771.00 | -19,771.00 |
| 578. ISHARES TR RUSSELL MIDCAP INDEX FD | 09/02/2008 | 09/22/2010 | 51,539.00 | 55,246.00 | -3,707.00 |
| 47. ISHARES TR RUSSELL MIDCAP INDEX FD | 09/02/2008 | 09/22/2010 | 4,185.00 | 4,492.00 | -307.00 |
| 206.044 JANUS PERKINS SMALL CAP VALUE-I | 09/09/2009 | 09/22/2010 | 4,500.00 | 3,983.00 | 517.00 |
| 2152.014 JANUS PERKINS SMALL CAP VALUE-I | 09/09/2009 | 09/22/2010 | 47,000.00 | 41,598.00 | 5,402.00 |
| 310.131 MFS RESEARCH INTL-I | 06/03/2009 | 09/22/2010 | 4,500.00 | 3,746.00 | 754.00 |
| 3239.145 MFS RESEARCH INTL-I | 06/03/2009 | 09/22/2010 | 47,000.00 | 39,129.00 | 7,871.00 |
| 556.931 PIMCO COMMODITY REALRTN STRATEGY-I | 06/23/2008 | 09/22/2010 | 4,500.00 | 11,228.00 | -6,728.00 |
| 5816.831 PIMCO COMMODITY REALRTN STRATEGY-I | 06/23/2008 | 09/22/2010 | 47,000.00 | 117,267.00 | -70,267.00 |
| 395.431 RIDGEWORTH FD-LARGCAP VAL EQTY#RGD4 | 07/21/2008 | 09/22/2010 | 4,500.00 | 4,623.00 | -123.00 |
| 4130.053 RIDGEWORTH FD-LARGCAP VAL EQTY#RGD4 | 07/21/2008 | 09/22/2010 | 47,000.00 | 48,280.00 | -1,280.00 |
| 406.872 RIDGEWORTH FD-TOTAL RETURN BD #RGCP | 09/16/2008 | 09/22/2010 | 4,500.00 | 4,093.00 | 407.00 |
| 4249.548 RIDGEWORTH FD-TOTAL RETURN BD #RGCP | 09/16/2008 | 09/22/2010 | 47,000.00 | 42,750.00 | 4,250.00 |
| 271.903 ROWE T PRICE REAL ESTATE FD COM | 06/23/2008 | 09/22/2010 | 4,500.00 | 4,940.00 | -440.00 |
| 2839.879 ROWE T PRICE REAL ESTATE FD COM | 06/23/2008 | 09/22/2010 | 47,000.00 | 51,599.00 | -4,599.00 |
| 193.727 JANUS PERKINS SMALL CAP VALUE-I | 09/09/2009 | 09/23/2010 | 4,200.00 | 3,745.00 | 455.00 |

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

Schedule D-1 (Form 1041) 2010

Employer identification number

58-6374908

[illegible]

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 | 44,965.00 |
| PACIFIC INVESTMENT MANAGEMENT INSTITUTIONAL T | 91,343.00 |
| VANGUARD BD INDEX SHORT TERM BD ETF | 194.00 |

| | |
|---------------------------------------|------------|
| TOTAL 15% RATE CAPITAL GAIN DIVIDENDS | 136,502.00 |
|---------------------------------------|------------|

| | |
|--|------------|
| TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS | 136,502.00 |
|--|------------|

=====

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

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



R W I H PITTS MEMORIAL FUND
ACCOUNT NO. 1125291

PORTFOLIO DETAIL
AS OF 12/31/10

PAGE 3

| 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 |
|----------------------|-------------------|---|-------------------------------|---|-------------------------------|---|
|----------------------|-------------------|---|-------------------------------|---|-------------------------------|---|

PRINCIPAL PORTFOLIO

| | | | | | | |
|----------------|---------------|---------|---------------|--|--|--|
| PRINCIPAL CASH | 30,978,634.37 | 45.92 % | 30,978,634.37 | | | |
|----------------|---------------|---------|---------------|--|--|--|

TIF & MONEY MARKET FUNDS

| | | | | | | |
|------------|---|-------------------------------|--------------------|------|-----|------------------|
| 108,219.76 | FEDERATED MONEY MKT OBLIGS TR PRIME OBLIGS INSTL FFS #10 CUSIP: 609010DF7 | 108,219.76 1.000 0.16 % | 108,219.76 1.00 | 0.00 | 188 | 0.17 % 0.00 % |
|------------|---|-------------------------------|--------------------|------|-----|------------------|

EQUITY SECURITIES

UTUAL FUNDS-EQUITY

| | | | | | | |
|--------|---|------------------------------------|-----------------------|--------------|---------|------------------|
| 73,096 | ISHARES TR RUSSELL MIDCAP INDEX FD CUSIP: 464287499 | 7,437,518.00 101.750 11.02 % | 5,882,839.26 80.48 | 1,554,678.74 | 108,036 | 1.45 % 0.00 % |
|--------|---|------------------------------------|-----------------------|--------------|---------|------------------|

UTUAL FUNDS

| | | | | | | |
|-------------|--|----------------------------------|-----------------------|------------|--------|------------------|
| 117,071.899 | HARBOR FD CAP APPRECIATION FD INSTL CL CUSIP: 411511504 | 4,298,880.13 36.720 6.37 % | 3,724,057.12 31.81 | 574,823.01 | 9,015 | 0.21 % 0.00 % |
| 217,637.61 | HARTFORD MUT FDS DIVIDEND & GROWTH FD CL Y CUSIP: 416645828 | 4,191,700.37 19.260 6.21 % | 4,017,590.27 18.46 | 174,110.10 | 69,644 | 1.66 % 0.00 % |
| 76,411.223 | INVESCO GROWTH SER SMALL CAP GROWTH FD CL INSTL CUSIP: 00141M622 | 2,294,629.03 30.030 3.40 % | 1,806,361.32 23.64 | 488,267.71 | 0 | 0.00 % 0.00 % |



IR W I H PITTS MEMORIAL FUND
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PORTFOLIO DETAIL
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| PAR VALUE OR 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 |
|------------------------|---|---|-------------------------------|---|-------------------------------|---|
| 72,847.452 | JANUS FDS PERKINS SMALL CAP VALUE FD CL I CUSIP: 47103C183 | 1,750,524.27 24.030 2.59 % | 1,408,141.25 19.33 | 342,383.02 | 8,523 | 0.49 % 0.00 % |
| 789,231.845 | JPMORGAN TR I US EQUITY FD INSTL CL CUSIP: 4812A1142 | 8,097,518.73 10.260 12.00 % | 7,024,163.42 8.90 | 1,073,355.31 | 62,349 | 0.77 % 0.00 % |
| 88,486.367 | LEGG MASON GLOBAL TR BATTERYMARCH EMERGING MKTS TR INSTL CUSIP: 52465U607 | 2,160,837.08 24.420 3.20 % | 1,805,121.90 20.40 | 355,715.18 | 15,131 | 0.70 % 0.00 % |
| 7,533.132 | LIGHTHOUSE DIVERSIFIED FD LTD OFFSHORE CL A CUSIP: 532LHP115 | 12,113,981.68 1,608.094 17.95 % | 11,424,623.28 1,516.58 | 689,358.40 | 0 | 0.00 % 0.00 % |
| 509,283.198 | MFS FDS RESEARCH INTL FD INSTL CL CUSIP: 552983470 | 7,990,653.38 15.690 11.84 % | 6,152,141.04 12.08 | 1,838,512.34 | 118,154 | 1.48 % 0.00 % |
| 224,237.24 | PIMCO FDS COMMODITY REALRETURN STRATEGY INSTL CUSIP: 722005667 | 2,083,163.96 9.290 3.09 % | 3,446,579.19 15.37 | 1,363,415.23- | 186,565 | 8.96 % 0.00 % |
| 537,534.173 | PIMCO FDS TOTAL RETURN FD INSTL CL CUSIP: 693390700 | 5,832,245.78 10.850 8.64 % | 5,767,919.20 10.73 | 64,326.58 | 189,212 | 3.24 % 0.00 % |
| 54,176.322 | PRICE T ROWE FDS REAL ESTATE FD CUSIP: 779919109 | 948,085.64 17.500 1.41 % | 984,347.48 18.17 | 36,261.84- | 22,754 | 2.40 % 0.00 % |
| 139,676.589 | JENSEN PORTFOLIO INC CL I CUSIP: 476313309 | 3,785,235.56 27.100 5.61 % | 3,518,582.02 25.19 | 266,653.54 | 46,652 | 1.23 % 0.00 % |



R W I H PITTS MEMORIAL FUND
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PORTFOLIO DETAIL
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| 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 MUTUAL FUNDS | | 55,547,455.61 | 51,079,627.49 | 4,467,828.12 | 727,999 | 1.31 % |
| PROPRIETARY FUNDS | | | | | | |
| 340.814.815 | RIDGEWORTH FD-LARGECAP VALUE EQUITY I SHS #RGD4 CUSIP: 76628R672 | 4,376,062.22 12.840 6.49 % | 3,854,582.13 11.31 | 521,480.09 | 45,669 | 1.04 % 0.00 % |
| ISCELLANEOUS ASSETS | | | | | | |
| 1 | CLASS ACTION PENDING AMERICAN INTL GROUP ON RCPT OF FINAL PMT CUSIP: 997001FA5 | 0.00 0.000 0.00 % | 0.00 0.00 | 0.00 | 0 | 0.00 % 0.00 % |
| 1 | CLASS ACTION PENDING BELLSOUTH ON RCPT OF FINAL PMT CUSIP: 997000PJ7 | 0.00 0.000 0.00 % | 0.00 0.00 | 0.00 | 0 | 0.00 % 0.00 % |
| 1 | CLASS ACTION PENDING FANNIE MAE ON RCPT OF FINAL PMT CUSIP: 997000SS4 | 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 % |



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PORTFOLIO DETAIL
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| 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 |
|----------------------------|--|---|-------------------------------|---|-------------------------------|---|
| 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 % |
| TOTAL MISCELLANEOUS ASSETS | | | | | | |
| | | 0.00 | 1.00 | 1.00- | 0 | 0.00 % |
| | PRINCIPAL PORTFOLIO TOTAL | 98,447,889.96 | 91,903,904.01 | 6,543,985.95 | 881,892 | 1.31 % |
| INCOME PORTFOLIO | | | | | | |
| | INCOME CASH | 30,978,634.37- 45.92-% | 30,978,634.37- | | | |
| TOTAL ASSETS | | | | | | |
| | | 67,469,255.59 | 60,925,269.66 | 6,543,985.95 | 881,892 | 1.31 % |