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 , and ending

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
Ray Sutton McGehee Foundation
c/o Clarence H. Houston, Jr.

Number and street (or P O box number if mail is not delivered to street address) 1050 Riverside Avenue
Room/suite

City or town, state, and ZIP code
Jacksonville FL 32204

A Employer identification number 59-6143565

B Telephone number (see page 10 of the instructions) 904-354-9000

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 ▶

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 1,036,380

J Accounting method [X] Cash [ ] Accrual
Other (specify)
(Part I, column (d) must be on cash basis)

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 ▶ [X] if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	2,814	2,814		
4	Dividends and interest from securities	22,011	22,011		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 Stmt 1	50,424			
b	Gross sales price for all assets on line 6a 677,056				
7	Capital gain net income (from Part IV, line 2)		1,138		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns & allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) Stmt 2	2,981	2,981		
12	**Total.** Add lines 1 through 11	78,230	28,944	0	
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) Stmt 3	20,659	19,279		1,380
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)				
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att sch) Stmt 4	26	20		6
24	**Total operating and administrative expenses.** Add lines 13 through 23	20,685	19,299	0	1,386
25	Contributions, gifts, grants paid	52,222			52,222
26	**Total expenses and disbursements.** Add lines 24 and 25	72,907	19,299	0	53,608
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	5,323			
b	**Net investment income** (if negative, enter -0-)		9,645		
c	**Adjusted net income** (if negative, enter -0-)			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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	70,195	46,022	46,022
	3	Accounts receivable ▶ 14,254			
		Less allowance for doubtful accounts ▶	18,062	14,254	14,254
	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 (att schedule) ▶ See Wrk 1,280			
		Less allowance for doubtful accounts ▶ 0		1,280	1,280
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) See Stmt 5	942,800	974,824	974,824
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,031,057	1,036,380	1,036,380
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)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ X and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	1,031,057	1,036,380	
	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			
	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)	1,031,057	1,036,380	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,031,057	1,036,380	

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	1,031,057
2	Enter amount from Part I, line 27a	2	5,323
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,036,380
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,036,380

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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	Morgan Stanley			
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	1,138			1,138
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				1,138
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** 1,138

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 X 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	76,666	1,417,738	0.054076
2008	144,097	2,527,269	0.057017
2007	141,654	3,081,441	0.045970
2006	97,957	2,809,873	0.034862
2005	92,492	2,768,644	0.033407

2	Total of line 1, column (d)	2	0.225332
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	0.045066
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,073,060
5	Multiply line 4 by line 3	5	48,359
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	96
7	Add lines 5 and 6	7	48,455
8	Enter qualifying distributions from Part XII, line 4	8	53,608

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 letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	96
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	0
3	Add lines 1 and 2	3	96
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income** Subtract line 4 from line 3 If zero or less, enter -0-	5	96
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	
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** ▶	9	96
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? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ FL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities (continued)

			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 ▶ NONE

14 The books are in care of ▶ Clarence H. Houston, Jr. Telephone no ▶ 904-354-9000
1050 Riverside Ave
Located at ▶ Jacksonville FL ZIP+4 ▶ 32204

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

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
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 X No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	Yes X No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	Yes X No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	Yes X 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 X 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 X 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?	N/A	1c		
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?	X Yes No			
	If "Yes," list the years ▶ 20 05 , 20 , 20 , 20				
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 ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	Yes X 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	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

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 X 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 X No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	Yes X 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 X 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 X 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)?	N/A	5b		
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 X No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		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 X No			
b If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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 6				

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				

Total number of other employees paid over $50,000 ▶ 0

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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		

Total number of others receiving over $50,000 for professional services ▶

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 N/A	
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 N/A	
2	
All other program-related investments See page 24 of the instructions 3	
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	1,014,495
b	Average of monthly cash balances	1b	58,108
c	Fair market value of all other assets (see page 25 of the instructions)	1c	16,798
d	**Total** (add lines 1a, b, and c)	1d	1,089,401
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	1,089,401
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	16,341
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,073,060
6	**Minimum investment return.** Enter 5% of line 5	6	53,653

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	53,653
2a	Tax on investment income for 2010 from Part VI, line 5 2a 96		
b	Income tax for 2010 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	96
3	Distributable amount before adjustments Subtract line 2c from line 1	3	53,557
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	53,557
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	53,557

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	53,608
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	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	53,608
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	96
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	53,512

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

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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				53,557
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			50,156	
b Total for prior years 20____ , 20____ , 20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 53,608				
a Applied to 2009, but not more than line 2a			50,156	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2010 distributable amount				3,452
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				50,105
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)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

DAA

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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))

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

Berrylin M Houston 904-731-0128
6740 Epping Forest Way N Jacksonville FL 32217

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

Written or Oral

c Any submission deadlines

October 1

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

None

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 7				52,222
Total			▶ 3a	52,222
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
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			14	2,814	
4 Dividends and interest from securities			14	22,011	
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			14	2,981	
8 Gain or (loss) from sales of assets other than inventory			26	50,424	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		78,230	0

13 **Total** Add line 12, columns (b), (d), and (e) 13 78,230

(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)
N/A	

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

Signature of officer or trustee — Date: 5-5-2011 — Title: Officer

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if self-employed
Robert R. Johnson			

Firm's name ▶ Johnson and Company, P.A. — PTIN P00366842

Firm's address ▶ 2123 Mango Pl, Jacksonville, FL 32207 — Firm's EIN ▶ 59-1766887 — Phone no 904-632-2160

DAA

Other Notes and Loans Receivable

Forms 990 / 990-PF | 2010

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

Name	Employer Identification Number
Ray Sutton McGehee Foundation c/o Clarence H. Houston, Jr.	59-6143565

Form 990-PF, Part II, Line 7 - Additional Information

	Name of borrower	Relationship to disqualified person
(1)	Due from Cavert Family Foundation	
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

	Original amount borrowed	Date of loan	Maturity date	Repayment terms	Interest rate
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

	Security provided by borrower	Purpose of loan
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

	Consideration furnished by lender	Balance due at beginning of year	Balance due at end of year	Fair market value (990-PF only)
(1)			1,280	1,280
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
Totals			1,280	1,280

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
Invesco Prime Inc Tr	6/04/09	12/17/10	Purchase	$ 25,000	$ 21,180	$	$	$ 3,820
3M Company	12/14/09	6/24/10	Purchase	1,261	1,274			-13
Abbott Lab	6/15/09	5/20/10	Purchase	1,082	1,032			50
Aberdeen Eq Long Sht	6/15/09	6/24/10	Purchase	4,439	4,307			132
Accenture PLC	6/15/09	1/12/10	Purchase	762	575			187
Adobe Systems	6/15/09	1/06/10	Purchase	113	86			27
Adobe Systems	6/15/09	1/07/10	Purchase	593	461			132
Adobe Systems	6/15/09	6/24/10	Purchase	306	288			18
Adobe Systems	7/21/09	6/24/10	Purchase	275	281			-6
Aetna Inc	3/22/10	6/11/10	Purchase	547	657			-110
Aetna Inc	4/23/10	6/11/10	Purchase	58	62			-4
Allegheny Tech	5/06/10	6/24/10	Purchase	938	965			-27
Allegheny Tech	5/07/10	6/24/10	Purchase	148	153			-5
Allergan Inc	11/02/09	6/24/10	Purchase	297	286			11
Allergan Inc	11/04/09	6/24/10	Purchase	297	290			7
Allergan Inc	2/05/10	6/24/10	Purchase	178	172			6
Amazon com	6/15/09	6/24/10	Purchase	1,062	737			325
Amazon com	7/24/09	6/24/10	Purchase	118	86			32

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received				
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
American Express	7/20/09	5/05/10	Purchase $ 838	$ 548	$	$	$ 290
American Express	3/22/10	5/05/10	Purchase 44	41			3
American Tower	4/09/10	6/24/10	Purchase 1,055	1,022			33
American Tower	6/04/10	6/24/10	Purchase 308	294			14
Amgen Inc	6/26/09	6/24/10	Purchase 619	576			43
Amgen Inc	1/27/10	6/24/10	Purchase 338	340			-2
Amgen Inc	2/09/10	6/24/10	Purchase 225	231			-6
Amgen Inc	5/27/10	6/24/10	Purchase 56	51			5
Analog Devices	8/24/09	1/28/10	Purchase 571	592			-21
Apple Inc	6/15/09	6/24/10	Purchase 3,779	1,892			1,887
Apple Inc	2/05/10	6/24/10	Purchase 270	193			77
Baxter Intl	6/15/09	4/13/10	Purchase 813	676			137
Becton Dickinson	6/15/09	4/19/10	Purchase 547	471			76
Best Buy	7/21/09	1/06/10	Purchase 82	72			10
Best Buy	7/21/09	3/03/10	Purchase 475	467			8
Boeing	5/27/10	6/24/10	Purchase 607	582			25
Boeing	6/10/10	6/24/10	Purchase 675	634			41
Broadcom Corp	6/15/09	1/07/10	Purchase 374	308			66

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received: Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
Canadian Nat Res	6/15/09	1/26/10	Purchase $ 198	$ 164	$	$	$ 34
Canadian Nat Res	6/15/09	6/24/10	Purchase 883	711			172
Canadian Nat Res	5/07/10	6/24/10	Purchase 106	69			37
Caterpillar Inc	7/23/09	1/21/10	Purchase 355	248			107
Caterpillar Inc	7/23/09	2/08/10	Purchase 410	330			80
Celgene Corp	5/06/10	6/24/10	Purchase 880	960			-80
Celgene Corp	5/27/10	6/24/10	Purchase 110	106			4
Cisco Sys	6/15/09	6/24/10	Purchase 1,184	995			189
Cisco Sys	7/30/09	6/24/10	Purchase 319	308			11
Cisco Sys	3/19/10	6/24/10	Purchase 273	314			-41
Cisco Sys	5/27/10	6/24/10	Purchase 23	23			
Citrix Systems	10/12/09	6/24/10	Purchase 666	653			13
Citrix Systems	10/23/09	6/24/10	Purchase 177	157			20
Citrix Systems	4/23/10	6/24/10	Purchase 355	386			-31
Citrix Systems	5/07/10	6/24/10	Purchase 44	44			
Coach Inc	1/28/10	4/23/10	Purchase 214	176			38
Coach Inc	1/28/10	6/24/10	Purchase 513	457			56
Coca Cola	1/12/10	6/24/10	Purchase 574	624			-50

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
Coca Cola	1/28/10	6/24/10	Purchase $ 313	$ 326	$	$	$ -13
Coca Cola	2/10/10	6/24/10	Purchase 209	215			-6
Coca Cola	3/05/10	6/24/10	Purchase 626	656			-30
Colgate Palmolive	1/26/10	6/24/10	Purchase 889	879			10
Colgate Palmolive	4/23/10	6/24/10	Purchase 81	83			-2
Conagra Foods	5/20/10	6/24/10	Purchase 925	932			-7
Conagra Foods	5/27/10	6/24/10	Purchase 24	24			
Corning Inc	12/16/09	4/08/10	Purchase 675	653			22
Corning Inc	5/28/10	6/24/10	Purchase 941	920			21
Corning Inc	6/10/10	6/24/10	Purchase 444	443			1
Covidien PLC	1/26/10	6/24/10	Purchase 502	609			-107
Covidien PLC	2/01/10	6/24/10	Purchase 251	301			-50
Covidien PLC	4/29/10	6/24/10	Purchase 293	339			-46
Cummins Inc	6/15/09	1/26/10	Purchase 190	134			56
Cummins Inc	6/15/09	5/07/10	Purchase 262	134			128
Cummins Inc	6/15/09	6/24/10	Purchase 143	67			76
Cummins Inc	7/21/09	6/24/10	Purchase 502	280			222
Cummins Inc	4/29/10	6/24/10	Purchase 359	379			-20

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received				
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
Danaher Corp	6/15/09	6/24/10	Purchase $ 699	$ 554	$	$	$ 145
Denbury Resources	3/11/10	6/24/10	Purchase 319	327			-8
Denbury Resources	3/30/10	6/24/10	Purchase 32	33			-1
Ebay Inc	11/11/09	5/20/10	Purchase 866	971			-105
EMC Corp	6/15/09	1/27/10	Purchase 385	284			101
EMC Corp	6/15/09	6/24/10	Purchase 690	478			212
EMC Corp	10/30/09	6/24/10	Purchase 224	202			22
Emerson Electric	6/15/09	6/24/10	Purchase 360	272			88
Emerson Electric	9/11/09	6/24/10	Purchase 315	279			36
Express Scripts Inc	6/11/10	6/24/10	Purchase 840	893			-53
FHLMC	6/24/10	6/28/10	Purchase 26,720	26,687			33
FNMA	6/24/10	6/28/10	Purchase 12,382	12,325			57
FNMA	6/24/10	6/28/10	Purchase 2,072	2,079			-7
FNMA	6/24/10	11/29/10	Purchase 13,201	13,515			-314
Franklin Mutual Euro	6/15/09	6/24/10	Purchase 28,832	25,299			3,533
Freeport McMoran CP	12/04/09	2/24/10	Purchase 148	159			-11
Freeport McMoran CP	12/04/09	4/23/10	Purchase 239	239			
Freeport McMoran CP	12/04/09	5/07/10	Purchase 732	875			-143

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
Gilead Science	6/15/09	1/04/10	Purchase	$ 521	$ 530	$	$	$ -9
Gilead Science	6/15/09	3/11/10	Purchase	470	442			28
Google Inc	6/15/09	4/23/10	Purchase	548	415			133
Google Inc	6/15/09	5/21/10	Purchase	473	415			58
Google Inc	6/15/09	6/09/10	Purchase	482	415			67
Google Inc	12/31/09	6/24/10	Purchase	478	623			-145
Hartford Inflation Plus	6/15/09	6/24/10	Purchase	32,805	30,275			2,530
Hewlett Packard	6/15/09	5/17/10	Purchase	424	332			92
Hewlett Packard	6/15/09	6/24/10	Purchase	829	664			165
Hewlett Packard	6/26/09	6/24/10	Purchase	359	302			57
Hewlett Packard	12/16/09	6/24/10	Purchase	184	206			-22
Intel Corp	6/15/09	1/21/10	Purchase	354	270			84
Intel Corp	6/15/09	4/28/10	Purchase	600	412			188
Intel Corp	6/15/09	4/28/10	Purchase	346	238			108
Intl Bsns Machines	6/15/09	4/08/10	Purchase	255	215			40
Intl Bsns Machines	6/15/09	4/13/10	Purchase	1,160	967			193
Invesco Pacific Grwth	6/15/09	6/24/10	Purchase	416	360			56
Ishares Barclays	6/15/09	6/24/10	Purchase	30,585	30,335			250

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
Ishares Russell Midcap	6/15/09	6/24/10	Purchase	$ 4,040	$ 3,080	$	$	$ 960
Ishares Small Cap	6/15/09	6/24/10	Purchase	2,940	2,304			636
Johnson & Johnson	7/09/09	6/10/10	Purchase	586	565			21
Johnson & Johnson	7/09/09	6/24/10	Purchase	237	226			11
Johnson & Johnson	10/28/09	6/24/10	Purchase	237	239			-2
Johnson & Johnson	1/28/10	6/24/10	Purchase	296	318			-22
Johnson & Johnson	2/05/10	6/24/10	Purchase	119	126			-7
Johnson & Johnson	4/12/10	6/24/10	Purchase	296	326			-30
Johnson Controls	7/22/09	6/08/10	Purchase	600	567			33
Joy Global Inc	9/18/09	1/25/10	Purchase	607	572			35
JP Morgan Chase	6/15/09	5/07/10	Purchase	362	308			54
JP Morgan Chase	6/15/09	6/24/10	Purchase	605	547			58
JP Morgan Chase	4/15/10	6/24/10	Purchase	189	241			-52
JP Morgan Chase	4/23/10	6/24/10	Purchase	38	45			-7
Kimberly Clark Corp	5/10/10	6/24/10	Purchase	1,242	1,256			-14
Kimberly Clark Corp	5/20/10	6/24/10	Purchase	62	61			1
Kimberly Clark Corp	6/04/10	6/24/10	Purchase	311	302			9
Laboratory CP Amer Hldgs	5/20/10	6/24/10	Purchase	931	915			16

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
Lowe's Companies	6/15/09	1/06/10	Purchase $ 68	$ 59	$	$	$ 9
Lowe's Companies	6/15/09	6/24/10	Purchase 383	351			32
Lowe's Companies	7/21/09	6/24/10	Purchase 234	226			8
McDonald's Corp	6/09/10	6/24/10	Purchase 1,499	1,505			-6
Mead Johnson Nutrition	12/21/09	4/09/10	Purchase 156	125			31
Mead Johnson Nutrition	12/21/09	6/24/10	Purchase 260	209			51
Mead Johnson Nutrition	1/06/10	6/24/10	Purchase 365	311			54
Mead Johnson Nutrition	1/28/10	6/24/10	Purchase 260	226			34
Metlife Inc	4/19/10	6/04/10	Purchase 593	679			-86
Microsoft Corp	6/15/09	6/24/10	Purchase 1,804	1,677			127
Microsoft Corp	6/17/09	6/24/10	Purchase 476	446			30
Microsoft Corp	7/06/09	6/24/10	Purchase 326	300			26
Monsanto Co	3/03/10	6/24/10	Purchase 395	590			-195
Monsanto Co	5/07/10	6/24/10	Purchase 49	59			-10
National Oilwell Varco	6/15/09	1/06/10	Purchase 47	37			10
National Oilwell Varco	6/15/09	1/11/10	Purchase 517	409			108
National Oilwell Varco	6/15/09	1/22/10	Purchase 128	111			17
National Oilwell Varco	6/15/09	1/28/10	Purchase 43	37			6

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
National Oilwell Varco	7/21/09	1/28/10	Purchase $ 383	$ 327	$	$	$ 56
National Oilwell Varco	10/12/09	1/28/10	Purchase 213	230			-17
Occidental Petroleum	6/15/09	1/28/10	Purchase 155	133			22
Occidental Petroleum	6/15/09	2/05/10	Purchase 304	265			39
Occidental Petroleum	6/15/09	5/07/10	Purchase 629	531			98
Oracle Corp	6/15/09	3/19/10	Purchase 375	301			74
Oracle Corp	6/15/09	6/24/10	Purchase 583	522			61
Oracle Corp	4/13/10	6/24/10	Purchase 874	1,019			-145
Oracle Corp	5/27/10	6/24/10	Purchase 45	45			
Parker Hannifin Corp	9/15/09	5/24/10	Purchase 654	583			71
Parker Hannifin Corp	5/05/10	5/24/10	Purchase 59	67			-8
Paychex Inc	5/21/10	6/24/10	Purchase 835	910			-75
Paychex Inc	5/27/10	6/24/10	Purchase 54	57			-3
Pepsico Inc	6/15/09	3/04/10	Purchase 321	266			55
Pepsico Inc	6/15/09	4/23/10	Purchase 194	160			34
Pepsico Inc	6/15/09	6/16/10	Purchase 320	266			54
Pepsico Inc	6/15/09	6/24/10	Purchase 377	319			58
Pepsico Inc	1/29/10	6/24/10	Purchase 251	241			10

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received				
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
Petroleo Bras	6/15/09	1/25/10	Purchase $ 546	$ 545	$	$	$ 1
Pfizer Inc	3/23/10	6/24/10	Purchase 1,132	1,357			-225
Pfizer Inc	5/06/10	6/24/10	Purchase 131	154			-23
Philip Morris	6/15/09	6/10/10	Purchase 719	694			25
Philip Morris	11/02/09	6/10/10	Purchase 270	291			-21
PIMCO Total Return	6/15/09	6/24/10	Purchase 203,971	189,219			14,752
PIMCO Total Return	12/23/09	6/24/10	Purchase 8,502	8,221			281
Potash CP of Saskatchewan	7/20/09	1/29/10	Purchase 101	92			9
Potash CP of Saskatchewan	7/20/09	3/04/10	Purchase 229	183			46
Potash CP of Saskatchewan	7/20/09	3/23/10	Purchase 123	92			31
Potash CP of Saskatchewan	7/23/09	3/23/10	Purchase 370	283			87
Praxair Inc	6/15/09	1/26/10	Purchase 556	507			49
Procter & Gamble	6/15/09	3/04/10	Purchase 445	360			85
Procter & Gamble	6/15/09	6/10/10	Purchase 248	206			42
Procter & Gamble	6/25/09	6/10/10	Purchase 310	259			51
Procter & Gamble	6/25/09	6/24/10	Purchase 61	52			9
Procter & Gamble	7/06/09	6/24/10	Purchase 612	519			93
Procter & Gamble	7/08/09	6/24/10	Purchase 367	314			53

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received				
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
Qualcomm Inc			Purchase				
	1/07/10	5/27/10	$ 709	$ 969	$	$	$ -260
Qualcomm Inc			Purchase				
	4/23/10	5/27/10	35	38			-3
Range Resources			Purchase				
	6/15/09	6/24/10	441	458			-17
Range Resources			Purchase				
	12/17/09	6/24/10	132	149			-17
Range Resources			Purchase				
	5/27/10	6/24/10	44	45			-1
Raytheon Co			Purchase				
	11/27/09	6/24/10	614	620			-6
Raytheon Co			Purchase				
	1/27/10	6/24/10	307	320			-13
Rockwell Collins			Purchase				
	3/05/10	6/24/10	681	720			-39
Rockwell Collins			Purchase				
	4/01/10	6/24/10	57	63			-6
Rockwell Collins			Purchase				
	4/23/10	6/24/10	341	394			-53
Rockwell Collins			Purchase				
	4/28/10	6/24/10	57	65			-8
Rockwell Collins			Purchase				
	5/27/10	6/24/10	57	59			-2
Salesforce.com			Purchase				
	5/20/10	6/24/10	643	551			92
Schlumberger LTD			Purchase				
	1/11/10	6/24/10	401	494			-93
Schlumberger LTD			Purchase				
	1/28/10	6/24/10	115	131			-16
Southwestern Energy			Purchase				
	12/21/09	6/24/10	575	679			-104
St Jude Medical			Purchase				
	6/15/09	3/22/10	564	518			46
St Jude Medical			Purchase				
	6/15/09	6/24/10	258	259			-1

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
St Jude Medical	10/30/09	6/24/10	Purchase	$ 221	$ 205	$	$	$ 16
St Jude Medical	4/13/09	6/24/10	Purchase	295	338			-43
Staples Inc	6/15/09	5/07/10	Purchase	587	561			26
Staples Inc	3/04/10	5/07/10	Purchase	174	183			-9
Starbucks Corp	5/07/10	6/24/10	Purchase	642	611			31
Starbucks Corp	5/13/10	6/24/10	Purchase	348	357			-9
Starbucks Corp	5/27/10	6/24/10	Purchase	27	26			1
Target Corp	10/12/09	4/23/10	Purchase	172	152			20
Target Corp	10/12/09	6/24/10	Purchase	464	456			8
Target Corp	11/18/09	6/24/10	Purchase	155	144			11
Target Corp	1/22/10	6/24/10	Purchase	309	305			4
TEVA Pharmac	6/26/09	6/24/10	Purchase	572	536			36
The Directv Group	9/10/09	1/28/10	Purchase	557	460			97
The Directv Group	9/10/09	6/24/10	Purchase	217	153			64
The Directv Group	9/21/09	6/24/10	Purchase	181	132			49
The Directv Group	10/30/09	6/24/10	Purchase	217	158			59
Time Warner Inc	6/15/09	3/03/10	Purchase	148	118			30
Time Warner Inc	6/15/09	6/24/10	Purchase	686	519			167

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received				
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
Union Pacific Corp	6/15/09	1/29/10	Purchase $ 184	$ 154	$	$	$ 30
Union Pacific Corp	6/15/09	2/24/10	Purchase 199	154			45
Union Pacific Corp	6/15/09	3/02/10	Purchase 405	307			98
Union Pacific Corp	7/21/09	3/02/10	Purchase 270	237			33
United Parcel Svc	6/15/09	6/08/10	Purchase 648	536			112
United Tech Corp	6/15/09	6/08/10	Purchase 321	273			48
United Tech Corp	6/15/09	6/24/10	Purchase 880	709			171
United Tech Corp	7/20/09	6/24/10	Purchase 203	164			39
United Tech Corp	9/10/09	6/24/10	Purchase 68	62			6
United Health Grp	12/16/09	6/24/10	Purchase 597	642			-45
United Health Grp	1/21/10	6/24/10	Purchase 239	273			-34
United Health Grp	4/23/10	6/24/10	Purchase 60	61			-1
United Health Grp	6/16/10	6/24/10	Purchase 269	284			-15
US Tsy Note	6/24/10	6/28/10	Purchase 6,026	6,028			-2
US Tsy Note	6/24/10	11/26/10	Purchase 20,000	20,094			-94
US Tsy Note	6/24/10	11/29/10	Purchase 7,007	6,830			177
US Tsy Note	6/24/10	11/29/10	Purchase 26,396	25,982			414
US Tsy Note	6/28/10	11/29/10	Purchase 5,499	5,424			75

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received				
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
US Tsy Note	6/24/10	6/28/10	Purchase $ 13,023	$ 13,004	$	$	$ 19
V F Corp	4/23/10	6/24/10	Purchase 299	345			-46
Vanguard Growth	6/15/09	6/24/10	Purchase 26,784	22,619			4,165
Vanguard Value	6/15/09	6/24/10	Purchase 76,604	66,231			10,373
Vanguard Value	7/01/09	6/24/10	Purchase 2,650	2,280			370
VISA Inc	6/15/09	6/24/10	Purchase 848	713			135
WalMart	6/15/09	4/29/10	Purchase 697	629			68
WalMart	1/22/10	4/29/10	Purchase 322	319			3
WalMart	1/26/10	4/29/10	Purchase 322	322			
Walgreen Co	2/24/10	6/24/10	Purchase 500	626			-126
Wynn Resorts	9/25/09	2/24/10	Purchase 510	564			-54
Yahoo Inc	8/06/09	1/29/10	Purchase 319	310			9
Yahoo Inc	8/06/09	3/23/10	Purchase 626	575			51
Yahoo Inc	9/17/09	3/23/10	Purchase 112	122			-10
Total			$ 675,918	$ 626,632	$ 0	$ 0	$ 49,286

Federal Statements

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
Misc	$ 2,981	$ 2,981	$
Total	$ 2,981	$ 2,981	$ 0

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Securities Management Fees	$ 15,140	$ 15,140	$	$
Professional Fees	5,519	4,139		1,380
Total	$ 20,659	$ 19,279	$ 0	$ 1,380

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
Bank Fees	26	20		6
Total	$ 26	$ 20	$ 0	$ 6

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MSSB-513-090678	$ 178,154	$ 156,974	Market	$ 156,974
MSSB-513-090735	764,646	817,850	Market	817,850
Total	$ 942,800	$ 974,824		$ 974,824

Federal Statements

Statement 6 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
Berrylin M Houston 6740 Epping Forest Way N Jacksonville FL 32217	Chairman, Tr	20.00	0	0	0
Clarence H. Houston, Jr. 1050 Riverside Avenue Jacksonville FL 32204		1.00	0	0	0
Kathleen H. Ellis 1971 Lakewood Circle South Jacksonville FL 32207		1.00	0	0	0
Frank F. Houston 4031 Cordova Avenue Jacksonville FL 32207		1.00	0	0	0
Joanne C. Cellar 1830 South Epping Forest Way Jacksonville FL 32217		1.00	0	0	0

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
Written or Oral

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
October 1

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
None

Federal Statements

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
American Family Assn			Non-restricted operational support.	100
Angelwood Inc			""	1,000
Bob Tebow Evangelical Ass			""	200
Bolles School			""	2,000
Boselli Fndtn			""	2,450
C.S. Lewis Institute			""	500
Canine Companions for Ind			""	3,000
Caring Bridge			""	100
Christianville Foundation			""	1,000
City Rescue Mission			""	1,000
Coach's Honor			""	1,000
Dignity U Wear Fndtn			""	3,931
FAM Foundation			""	200
First Coast Women's Mins			""	300
Focus on the Family			""	500
Girl Scouts of Gateway			""	2,000
Go To Nations			""	200
Hendricks Avenue Baptist			""	2,130
K Life			""	1,981

Federal Statements

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name Address	Address Relationship	Status	Purpose	Amount
L'Arche Communities			""	50
Men at the Cross			""	2,000
Montreat College			""	500
Operation New Hope			""	2,500
Pace Center for Girls			""	450
Sanctuary at Mt Calvary			""	250
St. Mark Ministry Baptist			""	250
Sulzbacher Center			""	5,000
Turning Point Ministry			""	205
Westside Chapel			""	1,500
Westside Christ. Fam. Ch.			""	2,100
Wolfson Children's Hospit			""	2,875
Woman's BD Wolfson Childr			""	150
Woman's Center			""	100
Women's Board JCH			""	300
World Affairs Council			""	400
Young Life			""	10,000

Federal Statements

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
Total				52,222

Federal Statements

Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
Morgan Stanley	$ 2,142		14	FL	
Loan Interest	672		14	FL	
Total	$ 2,814				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
Morgan Stanley	$ 22,011		14	FL	
Total	$ 22,011				

Other Investment Income

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code
Misc	$ 2,981		14	FL
Total	$ 2,981			