ENVELOPE POSTMARK DATE MAY 1 2 2011

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No. 1545-0052

2010

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

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

Name of foundation: ROBERT LEE & THOMAS M CHASTAIN

A Employer identification number: 59-6171294

Number and street (or P O. box number if mail is not delivered to street address): 1525 W W.T. HARRIS BLVD. D1114-044

Room/suite:

B Telephone number (see page 10 of the instructions): (336) 747-8202

City or town, state, and ZIP code: CHARLOTTE, NC 28288

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 3,697,860.

J Accounting method: ☒ 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 ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	86,962.	86,962.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	96,825.			
b	Gross sales price for all assets on line 6a 2,174,847.				
7	Capital gain net income (from Part IV, line 2)		96,825.		
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	183,787.	183,787.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc.	28,362.	21,271.		7,090.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 4	3,250.	NONE	NONE	3,250.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) STMT 5	5,026.	1,834.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule)				
24	**Total operating and administrative expenses.** Add lines 13 through 23	36,638.	23,105.	NONE	10,340.
25	Contributions, gifts, grants paid	156,000.			156,000.
26	**Total expenses and disbursements.** Add lines 24 and 25	192,638.	23,105.	NONE	166,340.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-8,851.			
b	**Net investment income** (if negative, enter -0-)		160,682.		
c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	NONE	903.	903.
	2	Savings and temporary cash investments	178,702.	267,327.	267,327.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶ NONE	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S. and state government obligations (attach schedule)	NONE		
	b	Investments - corporate stock (attach schedule) STMT 6	NONE	518,589.	628,069.
	c	Investments - corporate bonds (attach schedule)	NONE		
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶	NONE		
	12	Investments - mortgage loans	NONE		
	13	Investments - other (attach schedule) STMT 8	3,276,726.	2,653,101.	2,801,561.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	NONE		
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,455,428.	3,439,920.	3,697,860.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	3,455,428.	3,439,920.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	NONE		
	30	**Total net assets or fund balances** (see page 17 of the instructions)	3,455,428.	3,439,920.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,455,428.	3,439,920.	

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	3,455,428.
2	Enter amount from Part I, line 27a	2	-8,851.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,446,577.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	6,657.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,439,920.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE PART IV DETAIL			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	96,825.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col (c))
2009	122,000.	3,159,398.	0.03861495133
2008	198,263.	3,762,766.	0.05269075994
2007	230,500.	4,517,813.	0.05102026135
2006	223,000.	4,415,928.	0.05049901176
2005	221,000.	4,327,723.	0.05106611491

2	**Total** of line 1, column (d)	2	0.24389109929
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	0.04877821986
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,475,837.
5	Multiply line 4 by line 3	5	169,545.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,607.
7	Add lines 5 and 6	7	171,152.
8	Enter qualifying distributions from Part XII, line 4	8	166,340.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	3,214.
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	3,214.
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	3,214.
6	Credits/Payments.		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 1,596.		
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	1,596.
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	1,618.
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	

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Part VII-A Statements Regarding Activities

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

14 The books are in care of ▶ WELLS FARGO BANK, N.A. Telephone no. ▶ (336)747-8202

Located at ▶ 4 W 4TH ST, - 6TH FLOOR, WINSTON SALEM, NC ZIP + 4 ▶ 27101-3818

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? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16		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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No If "Yes," list the years ▶ ______ , ______ , ______ , ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 22 of the instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______ , ______ , ______ , ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

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

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

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

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

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

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

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

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

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

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

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

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

If "Yes" to 6b, file Form 8870

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

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

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 11		28,362.	-0-	-0-

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over $50,000 for professional services . . . . ▶ NONE

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,373,485.
b	Average of monthly cash balances	1b	155,284.
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	3,528,769.
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	3,528,769.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	52,932.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,475,837.
6	**Minimum investment return.** Enter 5% of line 5	6	173,792.

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	173,792.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	3,214.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,214.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	170,578.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	170,578.
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	170,578.

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	166,340.
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	166,340.
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	166,340.

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					170,578.
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	2,774.				
d From 2008	11,599.				
e From 2009	NONE				
f **Total** of lines 3a through e		14,373.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 166,340.					
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					166,340.
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		4,238.			4,238.
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		10,135.			
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					
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		10,135.			
10 Analysis of line 9:					
a Excess from 2006	NONE				
b Excess from 2007	NONE				
c Excess from 2008	10,135.				
d Excess from 2009	NONE				
e Excess from 2010	NONE				

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)

	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:

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:

59-6171294

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 18				
Total . . . . ▶ 3a				156,000.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	86,962.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	96,825.	
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)				183,787.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 183,787.

(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.)
	NOT APPLICABLE

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

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

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.

	04/26/2011	Trustee
Signature of officer or trustee WELLS FARGO BANK, N.A.	Date	Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					36,155.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					24,262.	
		50000. WELLS FARGO & CO BD DTD 12/06/200					11/30/2007	01/15/2010
		PROPERTY TYPE: SECURITIES						
50,000.00		50,000.00						
		975. DISCOVER FINANCIAL SERVICES					09/25/2009	02/17/2010
		PROPERTY TYPE: SECURITIES						
13,232.00		15,307.00					-2,075.00	
		95. COVIDIEN PLC					11/19/2008	02/17/2010
		PROPERTY TYPE: SECURITIES						
4,815.00		3,423.00					1,392.00	
		485. WATSON PHARMACEUTICALS INC COM					11/19/2008	03/23/2010
		PROPERTY TYPE: SECURITIES						
19,946.00		11,051.00					8,895.00	
		400. ACCENTURE PLC					01/21/2009	03/23/2010
		PROPERTY TYPE: SECURITIES						
16,932.00		12,953.00					3,979.00	
		13994.911 ARTIO INTERNATIONAL EQ FD 3# 1					03/22/2007	04/01/2010
		PROPERTY TYPE: SECURITIES						
168,779.00		220,000.00					-51,221.00	
		11499.541 EVERGREEN INTL BOND FUND CL I					07/27/2009	04/01/2010
		PROPERTY TYPE: SECURITIES						
129,485.00		125,000.00					4,485.00	
		3993.611 EVERGREEN INTERNATIONAL GROWTH					07/27/2009	04/01/2010
		PROPERTY TYPE: SECURITIES						
29,233.00		25,000.00					4,233.00	
		20054.695 EVERGREEN INTERNATIONAL GROWTH					03/22/2007	04/01/2010
		PROPERTY TYPE: SECURITIES						
146,800.00		220,000.00					-73,200.00	
		12487.512 PIMCO FDS PAC INVT MGMT SER HI					02/28/2005	04/01/2010
		PROPERTY TYPE: SECURITIES						
113,137.00		125,000.00					-11,863.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		450. ARCHER DANIELS MIDLAND CO COM					03/11/2009	04/21/2010
		PROPERTY TYPE: SECURITIES						
12,880.00		12,299.00					581.00	
		150. INTEL CORP COM					11/29/2007	04/21/2010
		PROPERTY TYPE: SECURITIES						
3,536.00		3,967.00					-431.00	
		645. PFIZER INC COM W/RTS ATTACHED EXP 1					11/19/2008	04/21/2010
		PROPERTY TYPE: SECURITIES						
10,586.00		10,323.00					263.00	
		100. GOLDMAN SACHS GRP INC COM					12/10/2009	06/08/2010
		PROPERTY TYPE: SECURITIES						
13,621.00		16,702.00					-3,081.00	
		350. HEWITT ASSOC INC CL A					12/10/2009	06/08/2010
		PROPERTY TYPE: SECURITIES						
12,253.00		15,138.00					-2,885.00	
		100. KELLOGG CO COM					08/16/2006	06/08/2010
		PROPERTY TYPE: SECURITIES						
5,425.00		4,972.00					453.00	
		200. PRAXAIR INC COM					08/16/2006	06/08/2010
		PROPERTY TYPE: SECURITIES						
15,074.00		11,027.00					4,047.00	
		360. STATE STR CORP COM					01/21/2009	06/08/2010
		PROPERTY TYPE: SECURITIES						
13,043.00		10,261.00					2,782.00	
		300. KELLOGG CO COM					08/16/2006	07/07/2010
		PROPERTY TYPE: SECURITIES						
15,492.00		14,916.00					576.00	
		233. BAXTER INTL INC COM W/RIGHTS ATTACH					03/20/2007	08/05/2010
		PROPERTY TYPE: SECURITIES						
10,478.00		12,151.00					-1,673.00	
		40. NIKE INC CL B COM					11/29/2007	08/05/2010
		PROPERTY TYPE: SECURITIES						
2,966.00		2,600.00					366.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		550. VIACOM INC NEW					12/09/2009	08/05/2010
		PROPERTY TYPE: SECURITIES						
18,403.00		16,550.00					1,853.00	
		4173.623 JP MORGAN INTL EQUITY FD - SEL					04/01/2010	08/23/2010
		PROPERTY TYPE: SECURITIES						
50,000.00		56,177.00					-6,177.00	
		10537.409 PIONEER HIGH YIELD FD-Y					04/01/2010	08/23/2010
		PROPERTY TYPE: SECURITIES						
96,207.00		100,000.00					-3,793.00	
		2250.563 TEMPLETON GLOBAL BOND FD-ADV #6					04/01/2010	08/23/2010
		PROPERTY TYPE: SECURITIES						
30,000.00		30,180.00					-180.00	
		1200. AVX CORP NEW COM					03/23/2010	08/31/2010
		PROPERTY TYPE: SECURITIES						
14,855.00		17,160.00					-2,305.00	
		900. CA INC					12/22/2008	08/31/2010
		PROPERTY TYPE: SECURITIES						
16,102.00		16,020.00					82.00	
		534. AGILENT TECHNOLOGIES INC COM					03/20/2007	10/14/2010
		PROPERTY TYPE: SECURITIES						
18,249.00		17,125.00					1,124.00	
		375. COVIDIEN PLC					11/19/2008	10/14/2010
		PROPERTY TYPE: SECURITIES						
15,233.00		13,514.00					1,719.00	
		165. FLOWSERVE CORP COM					09/21/2009	12/13/2010
		PROPERTY TYPE: SECURITIES						
19,268.00		16,112.00					3,156.00	
		500. GENERAL MILLS INC COM W/RTS EXP 02/					11/19/2008	12/13/2010
		PROPERTY TYPE: SECURITIES						
17,920.00		15,632.00					2,288.00	
		75. HEWLETT-PACKARD CO COM					03/20/2007	12/13/2010
		PROPERTY TYPE: SECURITIES						
3,149.00		2,976.00					173.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		25. INTL BUSINESS MACHINES CORP COM					08/16/2006	12/13/2010
		PROPERTY TYPE: SECURITIES						
3,621.00		1,955.00					1,666.00	
		100. JP MORGAN CHASE & CO COM					06/04/2009	12/13/2010
		PROPERTY TYPE: SECURITIES						
4,171.00		3,503.00					668.00	
		75. ROSS STORES INC COM					07/25/2008	12/13/2010
		PROPERTY TYPE: SECURITIES						
4,793.00		2,823.00					1,970.00	
		390. NOBLE CORPORATION					07/25/2008	12/13/2010
		PROPERTY TYPE: SECURITIES						
13,736.00		20,830.00					-7,094.00	
		6077.606 ARTISAN FDS INC INTL FD INVESTO					07/27/2009	12/17/2010
		PROPERTY TYPE: SECURITIES						
130,000.00		108,364.00					21,636.00	
		3096.614 GOLDMAN SACHS GROWTH OPPORTUNI					09/21/2009	12/17/2010
		PROPERTY TYPE: SECURITIES						
75,000.00		59,021.00					15,979.00	
		3179.313 HARBOR FD INTL FD					07/27/2009	12/17/2010
		PROPERTY TYPE: SECURITIES						
188,056.00		150,000.00					38,056.00	
		1068. ISHARES RUSSELL 2000 VALUE INDEX F					09/21/2009	12/17/2010
		PROPERTY TYPE: SECURITIES						
75,247.00		61,816.00					13,431.00	
		974. ISHARES RUSSELL 2000 GROWTH INDEX F					09/21/2009	12/17/2010
		PROPERTY TYPE: SECURITIES						
85,363.00		65,135.00					20,228.00	
		3342.246 PERKINS MID CAP VALUE F/C I #11					09/21/2009	12/17/2010
		PROPERTY TYPE: SECURITIES						
75,000.00		64,171.00					10,829.00	
		2835.538 PIMCO FDS PAC INVT MGMT SER TOT					04/01/2010	12/17/2010
		PROPERTY TYPE: SECURITIES						
29,263.00		30,000.00					-737.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		11214.85 PIMCO FDS PAC INVT MGMT SER TOT PROPERTY TYPE: SECURITIES					07/27/2009	12/17/2010
115,737.00		114,173.00					1,564.00	
		110. AMERICAN EXPRESS CO COM PROPERTY TYPE: SECURITIES					06/08/2010	12/20/2010
4,595.00		4,157.00					438.00	
		150. AMERIPRISE FINANCIAL INC PROPERTY TYPE: SECURITIES					02/17/2010	12/20/2010
8,226.00		5,916.00					2,310.00	
		110. AMGEN INC COM W/RTS ATTACHED EXP 03 PROPERTY TYPE: SECURITIES					12/22/2008	12/20/2010
6,334.00		6,251.00					83.00	
		20. APPLE COMPUTER INC COM PROPERTY TYPE: SECURITIES					08/31/2010	12/20/2010
6,404.00		4,845.00					1,559.00	
		115. BMC SOFTWARE INC COM RTS EXP 05/12/ PROPERTY TYPE: SECURITIES					11/29/2007	12/20/2010
5,505.00		3,809.00					1,696.00	
		150. CARDINAL HLTH INC COM PROPERTY TYPE: SECURITIES					03/23/2010	12/20/2010
5,763.00		5,429.00					334.00	
		80. CENTURYTEL INC COM PROPERTY TYPE: SECURITIES					10/14/2010	12/20/2010
3,648.00		3,201.00					447.00	
		65. CHEVRONTEXACO CORP COM PROPERTY TYPE: SECURITIES					07/25/2008	12/20/2010
5,785.00		5,365.00					420.00	
		50. CIMAREX ENERGY CO PROPERTY TYPE: SECURITIES					08/05/2010	12/20/2010
4,371.00		3,676.00					695.00	
		60. CONOCOPHILLIPS COM PROPERTY TYPE: SECURITIES					03/20/2007	12/20/2010
3,956.00		3,964.00					-8.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		375. CONSTELLATION ENERGY GRP INC COM PROPERTY TYPE: SECURITIES					06/08/2010	12/20/2010
10,693.00		12,997.00					-2,304.00	
		900. GAP INC COM PROPERTY TYPE: SECURITIES					11/19/2008	12/20/2010
19,062.00		9,302.00					9,760.00	
		250. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES					06/08/2010	12/20/2010
4,425.00		3,835.00					590.00	
		110. HEWLETT-PACKARD CO COM PROPERTY TYPE: SECURITIES					03/20/2007	12/20/2010
4,612.00		4,365.00					247.00	
		100. HOME DEPOT INC COM PROPERTY TYPE: SECURITIES					04/02/2009	12/20/2010
3,515.00		2,498.00					1,017.00	
		230. INTEL CORP COM PROPERTY TYPE: SECURITIES					11/29/2007	12/20/2010
4,883.00		6,083.00					-1,200.00	
		35. INTL BUSINESS MACHINES CORP COM PROPERTY TYPE: SECURITIES					08/16/2006	12/20/2010
5,058.00		2,737.00					2,321.00	
		90. JP MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES					06/04/2009	12/20/2010
3,612.00		3,153.00					459.00	
		60. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES					09/30/1998	12/20/2010
3,745.00		2,381.00					1,364.00	
		200. KRAFT FOODS INC-A COM PROPERTY TYPE: SECURITIES					09/21/2009	12/20/2010
6,372.00		5,380.00					992.00	
		225. L-3 COMMUNICATIONS HLDGS INC COM PROPERTY TYPE: SECURITIES					12/09/2009	12/20/2010
15,739.00		17,500.00					-1,761.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		65. MCDONALDS CORP COM PROPERTY TYPE: SECURITIES					03/20/2007	12/20/2010
4,996.00		2,877.00					2,119.00	
		80. MCKESSON HBOC INC COM PROPERTY TYPE: SECURITIES					10/22/2009	12/20/2010
5,518.00		4,881.00					637.00	
		150. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES					08/16/2006	12/20/2010
4,173.00		3,689.00					484.00	
		85. NIKE INC CL B COM PROPERTY TYPE: SECURITIES					11/29/2007	12/20/2010
7,677.00		5,525.00					2,152.00	
		50. OCCIDENTAL PETE CORP COM PROPERTY TYPE: SECURITIES					11/29/2007	12/20/2010
4,768.00		3,561.00					1,207.00	
		80. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES					01/03/2003	12/20/2010
5,198.00		3,478.00					1,720.00	
		75. ROSS STORES INC COM PROPERTY TYPE: SECURITIES					07/25/2008	12/20/2010
4,696.00		2,823.00					1,873.00	
		190. TEXAS INSTRS INC COM PROPERTY TYPE: SECURITIES					09/21/2009	12/20/2010
6,125.00		4,562.00					1,563.00	
		80. 3M CO COM PROPERTY TYPE: SECURITIES					12/10/2009	12/20/2010
6,896.00		6,402.00					494.00	
		45. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES					08/16/2006	12/20/2010
3,554.00		2,760.00					794.00	
		65. WAL MART STORES INC COM PROPERTY TYPE: SECURITIES					07/07/2010	12/20/2010
3,487.00		3,165.00					322.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		45. PARTNERRE LTD COM PROPERTY TYPE: SECURITIES					08/31/2010	12/20/2010
3,513.00		3,341.00					172.00	
		80. ACE LIMITED PROPERTY TYPE: SECURITIES					03/20/2007	12/20/2010
4,835.00		4,507.00					328.00	
		160. TYCO ELECTRONICS LTD F PROPERTY TYPE: SECURITIES					06/08/2010	12/20/2010
5,605.00		4,280.00					1,325.00	

TOTAL GAIN(LOSS)		....					96,825.	
							==========	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AFLAC INC COM	342.	342.
AVX CORP NEW COM	108.	108.
ACADIAN EMERGING MARKETS PTF-1 #1260	1,247.	1,247.
AMERICAN EXPRESS CO COM	144.	144.
AMERIPRISE FINANCIAL INC	243.	243.
ARCHER DANIELS MIDLAND CO COM	68.	68.
ARTISAN FDS INC INTL FD INVESTOR CLASS	1,497.	1,497.
ARTIO GLOBAL HIGH INCOME-I #1525	8,677.	8,677.
BAXTER INTL INC COM W/RIGHTS ATTACHED EX	203.	203.
BRISTOL-MYERS SQUIBB CO COM	698.	698.
CA INC	108.	108.
CARDINAL HLTH INC COM	283.	283.
CENTURYTEL INC COM	1,070.	1,070.
CHEVRONTEXACO CORP COM	667.	667.
CIMAREX ENERGY CO	36.	36.
CONOCOPHILLIPS COM	533.	533.
CONSTELLATION ENERGY GRP INC COM	90.	90.
CREDIT SUISSE COMM RT ST-CO #2156	334.	334.
DISCOVER FINANCIAL SERVICES	20.	20.
EII INTERNATIONAL PROPERTY-I #30	2,557.	2,557.
EATON VANCE GLOBAL MACRO - I #0088	53.	53.
EVERGREEN INTL BOND FUND CL I (FD #460)	1,511.	1,511.
EVERGREEN INST MONEY MARKET FUND CL I (F	8.	8.
EXXON MOBIL CORP COM	324.	324.
FID ADV EMER MKTS INC- CL I #607	989.	989.
FIRST EAGLE OVERSEAS FD-I #902	994.	994.
FLOWSERVE CORP COM	188.	188.
GAP INC COM	347.	347.
GENERAL ELEC CO COM	220.	220.
GENERAL MILLS INC COM W/RTS EXP 02/01/20	525.	525.
GOLDMAN SACHS GRP INC COM	70.	70.
HARBOR FD INTL FD	3,193.	3,193.

STATEMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HEWLETT-PACKARD CO COM	173.	173.
HOME DEPOT INC COM	473.	473.
ING REAL ESTATE FUND CL-I #2190	779.	779.
INTEL CORP COM	528.	528.
INTL BUSINESS MACHINES CORP COM	378.	378.
INTL FLAVORS & FRAGRANCES INC COM	104.	104.
ISHARES RUSSELL 2000 VALUE INDEX FUND	1,789.	1,789.
ISHARES RUSSELL 2000 GROWTH INDEX FUND	757.	757.
JP MORGAN CHASE & CO COM	100.	100.
PERKINS MID CAP VALUE F/C I #1167	796.	796.
JOHNSON & JOHNSON COM	485.	485.
JP MORGAN INTL EQUITY FD - SEL #694	2,178.	2,178.
JPMORGAN HIGH YIELD FUND SS #3580	3,451.	3,451.
KELLOGG CO COM	300.	300.
KRAFT FOODS INC-A COM	679.	679.
L-3 COMMUNICATIONS HLDGS INC COM	360.	360.
MCDONALDS CORP COM	545.	545.
MCKESSON HBOC INC COM	147.	147.
MICROSOFT CORP COM	339.	339.
NIKE INC CL B COM	380.	380.
OCCIDENTAL PETE CORP COM	305.	305.
PIMCO FDS PAC INVT MGMT SER LOW DURATION	146.	146.
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN	19,810.	19,810.
PIMCO FDS PAC INVT MGMT SER HIGH YLD FD	2,349.	2,349.
PIMCO FOREIGN BOND FUND-INST	3,324.	3,324.
PNC FINL SVCS GROUP INC COM W/RIGHTS ATT	53.	53.
PFIZER INC COM W/RTS ATTACHED EXP 10/15/	116.	116.
PIMCO COMMODITY REAL RET STRAT-I#45	1,553.	1,553.
PIONEER HIGH YIELD FD-Y	1,946.	1,946.
PRAXAIR INC COM	180.	180.
PROCTER & GAMBLE CO COM	566.	566.
ROSS STORES INC COM	224.	224.
SEALED AIR CORP NEW COM	275.	275.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
STATE STR CORP COM	7.	7.
TEMPLETON GLOBAL BOND FD-ADV #616	6,067.	6,067.
TEXAS INSTRS INC COM	323.	323.
3M CO COM	483.	483.
TWEEDY BROWNE FD INC GLOBAL VALUE FD	3,098.	3,098.
UNITED TECHNOLOGIES CORP COM	411.	411.
UNITEDHEALTH GRP INC COM	53.	53.
UNUMPROVIDENT CORP COM	193.	193.
VIACOM INC NEW	83.	83.
WAL MART STORES INC COM	91.	91.
WELLS FARGO & CO BD DTD 12/06/2004 4.2%	1,179.	1,179.
COVIDIEN PLC	295.	295.
PARTNERRE LTD COM	110.	110.
ACE LIMITED	438.	438.
NOBLE CORPORATION	346.	346.
TYCO INTERNATIONAL LTD NEW	300.	300.
TYCO ELECTRONICS LTD F	184.	184.
EVERGREEN INST MMKT I CL #495	288.	288.
WF ADV HERITAGE MM FD-INSTL #3106	78.	78.
TOTAL	86,962.	86,962.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	3,250.			3,250.
TOTALS	3,250.	NONE	NONE	3,250.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	29.	29.
FEDERAL TAX PAYMENT - PRIOR YE	1,596.	
FEDERAL ESTIMATES - PRINCIPAL	1,596.	
FOREIGN TAXES ON QUALIFIED FOR	1,625.	1,625.
FOREIGN TAXES ON NONQUALIFIED	180.	180.
TOTALS	5,026.	1,834.

ROBERT LEE & THOMAS M CHASTAIN 59-6171294

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
437076102 HOME DEPOT INC	9,992.	14,024.
580135101 MCDONALDS CORP	7,790.	13,510.
654106103 NIKE INC CL B	9,724.	14,094.
778296103 ROSS STORES INC	7,520.	12,650.
191216100 COCA COLA CO	17,842.	18,087.
50075N104 KRAFT FOODS INC	10,356.	12,131.
742718109 PROCTOR & GAMBLE CO	9,566.	14,153.
931142103 WAL MART STORES	11,442.	12,674.
166764100 CHEVRON CORP	13,303.	15,513.
171798101 CIMAREX ENERGY	12,867.	15,493.
30231G102 EXXON MOBIL CORP	4,457.	15,428.
974599105 OCCIDENTAL PETE CORP	11,750.	16,187.
14040H105 CAPITAL ONE FINANCIA	16,941.	17,024.
46625H100 JPMORGAN CHASE & CO	10,859.	13,150.
693475105 PNC FINANCIAL	17,098.	16,091.
91529Y106 UNUM GROUP	11,831.	13,321.
031162100 AMGEN INC	9,377.	9,059.
110122108 BRISTOL MYERS	10,911.	14,432.
14149Y108 CARDINAL HEALTH	12,667.	13,409.
478160104 JOHNSON & JOHNSON	6,747.	10,515.
58155Q103 MCKESSON CORP	11,876.	13,724.
58405U102 MEDCO HEALTH	16,586.	19,913.
91324P102 UNITEDHEALTH GROUP	15,113.	15,347.
235851102 DANAHER CORP	18,015.	18,396.
369604103 GENERAL ELECTRIC	11,505.	13,718.
438516106 HONEYWELL INTERN	7,949.	7,974.
913017109 UNITED TECHNOLGIES	12,082.	15,508.
88579Y101 3M COM	12,005.	12,945.
001055102 AFLAC INC	13,505.	16,929.

ROBERT LEE & THOMAS M CHASTAIN 59-6171294

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
025816109 AMERICAN EXPRESS CO	10,959.	12,447.
03076C106 AMERIPRISE FINL INC	11,831.	17,265.
20825C104 CONOCOPHILLIPS	12,419.	12,803.
037833100 APPLE INC	10,901.	14,515.
055921100 BMC SOFTWARE INC	10,600.	15,085.
17275R102 CISCO SYSTEMS INC	12,061.	10,317.
428236103 HEWLETT PACKARD	9,801.	10,399.
458140100 INTEL CORP	15,076.	11,987.
459200101 IBM	7,117.	13,355.
594918104 MICROSOFT CORP	11,484.	13,034.
68389X105 ORACLE CORP	14,120.	15,650.
882508104 TEXAS INSTRUMENTS	11,285.	15,275.
459506101 INTERNAL FLAVORS & F	18,407.	19,457.
81211K100 SEALED AIR CORP	11,159.	13,998.
156700106 CENTURYLINK INC	9,693.	17,083.
TOTALS	518,589.	628,069.

ROBERT LEE & THOMAS M CHASTAIN 59-6171294

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
04315J860 ARTIO GLOBAL HIGH	C	90,000.	100,120.
4812C0803 JP MORGAN HIGH	C	100,000.	103,034.
693390304 PIMCO LOW DURATION	C	145,000.	145,701.
693390551 PIMCO TOTAL RETURN	C	648,827.	660,949.
315920702 FIDELITY ADVISORS	C	70,000.	68,383.
693390882 PIMCO FOREIGN BOND	C	125,000.	127,780.
880208400 TEMPLETON GLOBAL	C	119,820.	121,160.
H0023R105 ACE LIMITED	C	14,759.	16,310.
G6852T105 PARTNERRE LTD	C	11,509.	12,454.
H8912P106 TYCO ELECTRONICS	C	11,101.	14,691.
H89128104 TYCO INTERNATIONAL	C	11,854.	14,504.
38142Y401 GOLDMAN SACHS GROWTH	C	80,979.	103,454.
464287648 ISHARES RUSSELL 2000	C	49,888.	65,215.
464287630 ISHARES RUSSELL 2000	C	53,076.	65,190.
4812A0532 JPMORGAN INTERN. EQU	C	113,823.	117,713.
47103C241 PERKINS MID CAP	C	75,829.	89,138.
00758M162 ACADIAN EMERGING MKT	C	100,000.	102,538.
04314H204 ARTISAN INTERNATIONA	C	41,636.	50,673.
32008F200 FIRST EAGLE OVERSEAS	C	50,000.	56,685.
88018X102 TEMPLETON CHINA	C	55,000.	56,509.
901165100 TWEEDY BROWNE FD	C	215,000.	229,244.
277923728 EATON VANCE GLOBAL	C	40,000.	40,039.
589509108 MERGER FD SH	C	50,000.	49,159.
22544R305 CREDIT SUISSE COMMOD	C	70,000.	72,969.
26852M105 ELL INTERNATIONAL	C	120,000.	121,408.
44981V706 ING REAL ESTATE	C	120,000.	124,525.
722005667 PIMCO COMMODITY REAL	C	70,000.	72,016.
TOTALS		2,653,101.	2,801,561.

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

DESCRIPTION	AMOUNT
ADJ FOR CHANGE OF RECORD KEEPING FROM BOOK TO COST VALU	6,657.
TOTAL	6,657.

STATEMENT 9

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

OFFICER NAME:
WELLS FARGO BANK, NA
ADDRESS:
1525 W WT Harris Blvd D1114-044
Charlotte, NC 28288-1161
TITLE:
Trustee
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40
COMPENSATION .... 28,362.

TOTAL COMPENSATION: 28,362.
==============

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

RECIPIENT NAME:
House of Hope Martin County
ADDRESS:
908 SW 1ST ST
Ft. Lauderdale, FL 33312
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Indiantown Community Outreach, Inc.
ADDRESS:
15516 SW OSCEOLA ST, STE B
Indiantown, FL 34956
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
C.R.O.S.S. Ministries
ADDRESS:
2202 HIGHWAY 100
Hermann, MT 65041
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

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

RECIPIENT NAME:
Salvation Army
ADDRESS:
416 W. COLONIAL
Orlando, FL 32804
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 11,000.

RECIPIENT NAME:
Opportunity, Inc.
ADDRESS:
1713 QUAIL LAKE DR.
West Palm Beaach, FL 33409
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
YMCA of the Treasure Coast
ADDRESS:
2085 S CONGRESS AVE
West Palm Beach, FL 33406
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

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

RECIPIENT NAME:
Easter Seals of Florida
ADDRESS:
2010 MIZELL AVE.
Winter Park, FL 32792
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 8,000.

RECIPIENT NAME:
Town of Palm Beach United
Way, Inc
ADDRESS:
44 COCOANUT ROW,
Palm Beach, FL 33480-4069
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
Rehab Center for Children &
Adults
ADDRESS:
300 ROYAL PALM WAY
Palm Beach, FL 33480
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT

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

RECIPIENT NAME:
Florida Atlantic University
ADDRESS:
777 GLADES ROAD ADMIN 295
Boca Raton, FL 33431
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
Center for Family Services
Palm Beach County
ADDRESS:
4101 PARKER AVENUE
West Palm Beach, FL 33405
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 11,000.

RECIPIENT NAME:
Planned Parenthood of
Palm Beaches
ADDRESS:
2300 W FLORIDA MANGO RD. WEST
Palm Beach, FL 33409
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

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

==

RECIPIENT NAME:
Feeding South Florida
ADDRESS:
5850 NW 32ND AVE.
Miami, FL 33142
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Adopt a Family of Palm Beach
ADDRESS:
1712 SECOND AVE N.
Lake Worth, FL 33460
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 8,000.

RECIPIENT NAME:
Palm Beach Habilitation Center
ADDRESS:
4522 S CONGRESS AVE.
Lake Worth, FL 33461
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

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

RECIPIENT NAME:
Homeless Coalition of Palm Beach County
ADDRESS:
2100 PALM BEACH LAKES BLVD.
Palm Beach, FL 33409
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 19,000.

RECIPIENT NAME:
Palm Beach County Literacy Coalition
ADDRESS:
551 SE 8TH ST, SUITE 505
Delray Beach, FL 33483
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
School of the Arts Foundation
ADDRESS:
PO BOX 552
West Palm Beach, FL 33402
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

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

RECIPIENT NAME:
Palm Beach DramaWorks
ADDRESS:
322 BANYAN BLVD
West Palm Beach, FL 33401
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 8,000.

TOTAL GRANTS PAID: 156,000.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No. 1545-0092

2010

Name of estate or trust: ROBERT LEE & THOMAS M CHASTAIN

Employer identification number: 59-6171294

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			36,155.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-4,774.
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	31,381.

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			24,262.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	41,182.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	65,444.

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

Schedule D (Form 1041) 2010

JSA
0F1210 2 000

Part III **Summary of Parts I and II** **Caution:** *Read the instructions* ***before*** *completing this part.*		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			31,381.
14 **Net long-term gain or (loss):**				
a Total for year	14a			65,444.
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			96,825.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Schedule D (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: ROBERT LEE & THOMAS M CHASTAIN

Employer identification number: 59-6171294

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 975. DISCOVER FINANCIAL SERVICES	09/25/2009	02/17/2010	13,232.00	15,307.00	-2,075.00
11499.541 EVERGREEN INTL BOND FUND CL I (FD #460)	07/27/2009	04/01/2010	129,485.00	125,000.00	4,485.00
3993.611 EVERGREEN INTERNATIONAL GROWTH FUND C	07/27/2009	04/01/2010	29,233.00	25,000.00	4,233.00
100. GOLDMAN SACHS GRP INC COM	12/10/2009	06/08/2010	13,621.00	16,702.00	-3,081.00
350. HEWITT ASSOC INC CL A	12/10/2009	06/08/2010	12,253.00	15,138.00	-2,885.00
550. VIACOM INC NEW	12/09/2009	08/05/2010	18,403.00	16,550.00	1,853.00
4173.623 JP MORGAN INTL EQUITY FD - SEL #694	04/01/2010	08/23/2010	50,000.00	56,177.00	-6,177.00
10537.409 PIONEER HIGH YIELD FD-Y	04/01/2010	08/23/2010	96,207.00	100,000.00	-3,793.00
2250.563 TEMPLETON GLOBAL BOND FD-ADV #616	04/01/2010	08/23/2010	30,000.00	30,180.00	-180.00
1200. AVX CORP NEW COM	03/23/2010	08/31/2010	14,855.00	17,160.00	-2,305.00
2835.538 PIMCO FDS PAC INVT MGMT SER TOTAL RETURN	04/01/2010	12/17/2010	29,263.00	30,000.00	-737.00
110. AMERICAN EXPRESS CO COM	06/08/2010	12/20/2010	4,595.00	4,157.00	438.00
150. AMERIPRISE FINANCIAL INC	02/17/2010	12/20/2010	8,226.00	5,916.00	2,310.00
20. APPLE COMPUTER INC COM	08/31/2010	12/20/2010	6,404.00	4,845.00	1,559.00
150. CARDINAL HLTH INC COM	03/23/2010	12/20/2010	5,763.00	5,429.00	334.00
80. CENTURYTEL INC COM	10/14/2010	12/20/2010	3,648.00	3,201.00	447.00
50. CIMAREX ENERGY CO	08/05/2010	12/20/2010	4,371.00	3,676.00	695.00
375. CONSTELLATION ENERGY GRP INC COM	06/08/2010	12/20/2010	10,693.00	12,997.00	-2,304.00
250. GENERAL ELEC CO COM	06/08/2010	12/20/2010	4,425.00	3,835.00	590.00
65. WAL MART STORES INC COM	07/07/2010	12/20/2010	3,487.00	3,165.00	322.00
45. PARTNERRE LTD COM	08/31/2010	12/20/2010	3,513.00	3,341.00	172.00
160. TYCO ELECTRONICS LTD F	06/08/2010	12/20/2010	5,605.00	4,280.00	1,325.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -4,774.00

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

Schedule D-1 (Form 1041) 2010

JSA
0F1221 3 000

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side: ROBERT LEE & THOMAS M CHASTAIN

Employer identification number: 59-6171294

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	50000. WELLS FARGO & CO BD DTD 12/06/2004 4.2%	11/30/2007	01/15/2010	50,000.00	50,000.00	
	95. COVIDIEN PLC	11/19/2008	02/17/2010	4,815.00	3,423.00	1,392.00
	485. WATSON PHARMACEUTICALS INC COM	11/19/2008	03/23/2010	19,946.00	11,051.00	8,895.00
	400. ACCENTURE PLC	01/21/2009	03/23/2010	16,932.00	12,953.00	3,979.00
	13994.911 ARTIO INTERNATIONAL EQ FD 3# 1529	03/22/2007	04/01/2010	168,779.00	220,000.00	-51,221.00
	20054.695 EVERGREEN INTERNATIONAL GROWTH FUND C	03/22/2007	04/01/2010	146,800.00	220,000.00	-73,200.00
	12487.512 PIMCO FDS PAC INVT MGMT SER HIGH YLD FD I	02/28/2005	04/01/2010	113,137.00	125,000.00	-11,863.00
	450. ARCHER DANIELS MIDLAND CO COM	03/11/2009	04/21/2010	12,880.00	12,299.00	581.00
	150. INTEL CORP COM	11/29/2007	04/21/2010	3,536.00	3,967.00	-431.00
	645. PFIZER INC COM W/RTS ATTACHED EXP 10/15/2007	11/19/2008	04/21/2010	10,586.00	10,323.00	263.00
	100. KELLOGG CO COM	08/16/2006	06/08/2010	5,425.00	4,972.00	453.00
	200. PRAXAIR INC COM	08/16/2006	06/08/2010	15,074.00	11,027.00	4,047.00
	360. STATE STR CORP COM	01/21/2009	06/08/2010	13,043.00	10,261.00	2,782.00
	300. KELLOGG CO COM	08/16/2006	07/07/2010	15,492.00	14,916.00	576.00
	233. BAXTER INTL INC COM W/RIGHTS ATTACHED EXP 3/23/	03/20/2007	08/05/2010	10,478.00	12,151.00	-1,673.00
	40. NIKE INC CL B COM	11/29/2007	08/05/2010	2,966.00	2,600.00	366.00
	900. CA INC	12/22/2008	08/31/2010	16,102.00	16,020.00	82.00
	534. AGILENT TECHNOLOGIES INC COM	03/20/2007	10/14/2010	18,249.00	17,125.00	1,124.00
	375. COVIDIEN PLC	11/19/2008	10/14/2010	15,233.00	13,514.00	1,719.00
	165. FLOWSERVE CORP COM	09/21/2009	12/13/2010	19,268.00	16,112.00	3,156.00
	500. GENERAL MILLS INC COM W/RTS EXP 02/01/2006	11/19/2008	12/13/2010	17,920.00	15,632.00	2,288.00
	75. HEWLETT-PACKARD CO COM	03/20/2007	12/13/2010	3,149.00	2,976.00	173.00
	25. INTL BUSINESS MACHINES CORP COM	08/16/2006	12/13/2010	3,621.00	1,955.00	1,666.00
	100. JP MORGAN CHASE & CO COM	06/04/2009	12/13/2010	4,171.00	3,503.00	668.00
	75. ROSS STORES INC COM	07/25/2008	12/13/2010	4,793.00	2,823.00	1,970.00

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

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side	**Employer identification number**
ROBERT LEE & THOMAS M CHASTAIN	59-6171294

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 390. NOBLE CORPORATION	07/25/2008	12/13/2010	13,736.00	20,830.00	-7,094.00
6077.606 ARTISAN FDS INC INTL FD INVESTOR CLASS	07/27/2009	12/17/2010	130,000.00	108,364.00	21,636.00
3096.614 GOLDMAN SACHS GROWTH OPPORTUNITIES INSTIT	09/21/2009	12/17/2010	75,000.00	59,021.00	15,979.00
3179.313 HARBOR FD INTL FD	07/27/2009	12/17/2010	188,056.00	150,000.00	38,056.00
1068. ISHARES RUSSELL 2000 VALUE INDEX FUND	09/21/2009	12/17/2010	75,247.00	61,816.00	13,431.00
974. ISHARES RUSSELL 2000 GROWTH INDEX FUND	09/21/2009	12/17/2010	85,363.00	65,135.00	20,228.00
3342.246 PERKINS MID CAP VALUE F/C I #1167	09/21/2009	12/17/2010	75,000.00	64,171.00	10,829.00
11214.85 PIMCO FDS PAC INVT MGMT SER TOTAL RETURN	07/27/2009	12/17/2010	115,737.00	114,173.00	1,564.00
110. AMGEN INC COM W/RTS ATTACHED EXP 03/21/2007	12/22/2008	12/20/2010	6,334.00	6,251.00	83.00
115. BMC SOFTWARE INC COM RTS EXP 05/12/2005	11/29/2007	12/20/2010	5,505.00	3,809.00	1,696.00
65. CHEVRONTEXACO CORP COM	07/25/2008	12/20/2010	5,785.00	5,365.00	420.00
60. CONOCOPHILLIPS COM	03/20/2007	12/20/2010	3,956.00	3,964.00	-8.00
900. GAP INC COM	11/19/2008	12/20/2010	19,062.00	9,302.00	9,760.00
110. HEWLETT-PACKARD CO COM	03/20/2007	12/20/2010	4,612.00	4,365.00	247.00
100. HOME DEPOT INC COM	04/02/2009	12/20/2010	3,515.00	2,498.00	1,017.00
230. INTEL CORP COM	11/29/2007	12/20/2010	4,883.00	6,083.00	-1,200.00
35. INTL BUSINESS MACHINES CORP COM	08/16/2006	12/20/2010	5,058.00	2,737.00	2,321.00
90. JP MORGAN CHASE & CO COM	06/04/2009	12/20/2010	3,612.00	3,153.00	459.00
60. JOHNSON & JOHNSON COM	09/30/1998	12/20/2010	3,745.00	2,381.00	1,364.00
200. KRAFT FOODS INC-A COM	09/21/2009	12/20/2010	6,372.00	5,380.00	992.00
225. L-3 COMMUNICATIONS HLDGS INC COM	12/09/2009	12/20/2010	15,739.00	17,500.00	-1,761.00
65. MCDONALDS CORP COM	03/20/2007	12/20/2010	4,996.00	2,877.00	2,119.00
80. MCKESSON HBOC INC COM	10/22/2009	12/20/2010	5,518.00	4,881.00	637.00
150. MICROSOFT CORP COM	08/16/2006	12/20/2010	4,173.00	3,689.00	484.00
85. NIKE INC CL B COM	11/29/2007	12/20/2010	7,677.00	5,525.00	2,152.00

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

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side
ROBERT LEE & THOMAS M CHASTAIN

Employer identification number
59-6171294

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 50. OCCIDENTAL PETE CORP COM	11/29/2007	12/20/2010	4,768.00	3,561.00	1,207.00
80. PROCTER & GAMBLE CO COM	01/03/2003	12/20/2010	5,198.00	3,478.00	1,720.00
75. ROSS STORES INC COM	07/25/2008	12/20/2010	4,696.00	2,823.00	1,873.00
190. TEXAS INSTRS INC COM	09/21/2009	12/20/2010	6,125.00	4,562.00	1,563.00
80. 3M CO COM	12/10/2009	12/20/2010	6,896.00	6,402.00	494.00
45. UNITED TECHNOLOGIES CORP COM	08/16/2006	12/20/2010	3,554.00	2,760.00	794.00
80. ACE LIMITED	03/20/2007	12/20/2010	4,835.00	4,507.00	328.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 41,182.00

FEDERAL CAPITAL GAIN DIVIDENDS

SHORT-TERM CAPITAL GAIN DIVIDENDS

ARTIO GLOBAL HIGH INCOME-I #1525	6.00	
ARTIO GLOBAL HIGH INCOME-I #1525	1,623.00	
FID ADV EMER MKTS INC- CL I #607	10.00	
FID ADV EMER MKTS INC- CL I #607	303.00	
JPMORGAN HIGH YIELD FUND SS #3580	181.00	
MERGER FD SH BEN INT	336.00	
MERGER FD SH BEN INT	567.00	
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD I	31,411.00	
PIMCO FOREIGN BOND FUND-INST	1,718.00	
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS		36,155.00

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

	1,740.00	
ARTIO GLOBAL HIGH INCOME-I #1525	1,103.00	
FIRST EAGLE OVERSEAS FD-I #902	518.00	
GOLDMAN SACHS GROWTH OPPORTUNITIES INSTITUTI	1,598.00	
JPMORGAN HIGH YIELD FUND SS #3580	170.00	
LUCENT TECHNOLOGIES INC COM	23.00	
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD I	17,680.00	
PIMCO FOREIGN BOND FUND-INST	852.00	
TENET HEALTHCARE CORP COM W/RIGHTS ATTACHED E	48.00	
TWEEDY BROWNE FD INC GLOBAL VALUE FD	529.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		24,262.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		24,262.00