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Return of Private Foundation

OMB No 1545-0052

2010

Department of the Treasury
Internal Revenue Serviceor 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.

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 THE WALKER FAMILY FOUNDATION SUNTRUST BANKS, INC. #1935690, TRUSTEE		A Employer identification number 59-7245253
Number and street (or P O box number if mail is not delivered to street address) P. O. BOX 4248	Room/suite	B Telephone number 478-755-5163
City or town, state, and ZIP code MACON, GA 31208		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 460,964.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		389.	389.		Statement 1
4 Dividends and interest from securities		11,893.	11,893.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		8,309.			
b Gross sales price for all assets on line 6a		113,243.			
7 Capital gain net income (from Part IV, line 2)			8,309.		
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)					
11 Other income					
12 Total. Add lines 1 through 11		20,591.	20,591.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees Stmt 3		1,150.	0.		0.
c Other professional fees Stmt 4		1,685.	0.		0.
17 Interest					
18 Taxes Stmt 5		46.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		2,881.	0.		0.
25 Contributions, gifts, grants paid		0.			0.
26 Total expenses and disbursements. Add lines 24 and 25		2,881.	0.		0.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		17,710.			
b Net investment income (if negative enter -0-)			20,591.		
c Adjusted net income (if negative, enter -0-)				N/A	

BP

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	192.	128.	128.
	2 Savings and temporary cash investments	42,890.	48,320.	48,320.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 7	186,777.	205,042.	241,435.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 8	171,087.	165,076.	171,081.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	400,946.	418,566.	460,964.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	438,437.	438,347.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
Net Assets or Fund Balances	29 Retained earnings, accumulated income, endowment, or other funds	-37,491.	-19,781.	
	30 Total net assets or fund balances	400,946.	418,566.	
	31 Total liabilities and net assets/fund balances	400,946.	418,566.	

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	400,946.
2 Enter amount from Part I, line 27a	2	17,710.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	418,656.
5 Decreases not included in line 2 (itemize) ▶ See Statement 6	5	90.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	418,566.

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 Various - See attached statement	P	Various	Various
b Various - See attached statement	P	Various	Various
c Capital Gains Dividends			
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 30,226.		28,397.	1,829.
b 80,826.		76,537.	4,289.
c 2,191.			2,191.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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	
a			1,829.
b			4,289.
c			2,191.
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	8,309.
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). If (loss), enter -0- in Part I, line 8	}	3	N/A

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 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	10,850.	377,355.	.028753
2008	15,450.	420,225.	.036766
2007	17,200.	455,144.	.037790
2006	17,400.	435,068.	.039994
2005	24,882.	437,302.	.056899

2 Total of line 1, column (d)	2	.200202
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	.040040
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	425,625.
5 Multiply line 4 by line 3	5	17,042.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	206.
7 Add lines 5 and 6	7	17,248.
8 Enter qualifying distributions from Part XII, line 4	8	0.

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.

THE WALKER FAMILY FOUNDATION

Form 990-PF (2010)

SUNTRUST BANKS, INC. #1935690, TRUSTEE

59-7245253

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	412.
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	412.
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	412.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	200.
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	200.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	212.
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>GA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>SUNTRUST BANKS, INC</u> Telephone no. ► <u>478-755-5163</u> Located at ► <u>606 CHERRY STREET, MACON, GA</u> ZIP+4 ► <u>31201</u>			
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 ► <u>15</u> <u>N/A</u>			
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	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	<u>N/A</u>	1b
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
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
If "Yes," list the years ► <u>2009</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)		2b
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)	<u>N/A</u>	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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)? ☐ 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 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 ☒ 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 ☒ 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.

(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
BLAIR HARPER HURLBURT				
1610 LYNDAL BLVD				
MAITLAND, FL 32751	0.00	0.	0.	0.
JOHN C. HURLBURT				
P.O. BOX 3079				
WINTER PARK, FL 32790	0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	390,740.
b	Average of monthly cash balances	1b	41,367.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	432,107.
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	432,107.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,482.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	425,625.
6	Minimum investment return. Enter 5% of line 5	6	21,281.

Part XI Distributable Amount (see 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	21,281.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	412.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	412.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	20,869.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	20,869.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	20,869.

Part XII Qualifying Distributions (see 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	0.
b	Program-related investments - total from Part IX-B	1b	0.
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	0.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	0.

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 instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				20,869.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			14,189.	
b Total for prior years:		0.		
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	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 0.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			14,189.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				20,869.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011 Subtract lines 7 and 8 from line 6a	0.			
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				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) **N/A**

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2 a 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 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).)

None

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

None

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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:

John Carter, 478-755-5113
606 Cherry Street, Macon, GA 31201

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

c Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
None				
Total			3a	0.
b Approved for future payment				
None				
Total			3b	0.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
SUNTRUST BANK-USGI	389.
Total to Form 990-PF, Part I, line 3, Column A	389.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
SUNTRUST-DIVIDENDS	65.	0.	65.
SUNTRUST-DIVIDENDS	1,772.	0.	1,772.
SUNTRUST-DIVIDENDS	1,095.	0.	1,095.
SUNTRUST-DIVIDENDS	8,961.	0.	8,961.
SUNTRUST-DIVIDENDS	2,191.	2,191.	0.
Total to Fm 990-PF, Part I, ln 4	14,084.	2,191.	11,893.

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	1,150.	0.		0.
To Form 990-PF, Pg 1, ln 16b	1,150.	0.		0.

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FIDUCIARY FEES	1,685.	0.		0.
To Form 990-PF, Pg 1, ln 16c	1,685.	0.		0.

Form 990-PF	Taxes	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FOREIGN TAXES	46.	0.		0.
To Form 990-PF, Pg 1, ln 18	46.	0.		0.

Form 990-PF	Other Decreases in Net Assets or Fund Balances	Statement	6
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Description	Amount
Cash vs. Tax Reporting Timing Differences	90.
Total to Form 990-PF, Part III, line 5	90.

Form 990-PF	Corporate Stock	Statement	7
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Description	Book Value	Fair Market Value
COMMON STOCKS	205,042.	241,435.
Total to Form 990-PF, Part II, line 10b	205,042.	241,435.

Form 990-PF	Other Investments	Statement	8
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Description	Valuation Method	Book Value	Fair Market Value
MUTUAL FUNDS	COST	165,076.	171,081.
Total to Form 990-PF, Part II, line 13		165,076.	171,081.

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SUNTRUST BANK
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TRUST YEAR ENDING 12/31/2010

TAX PREPARER 26
TRUST ADMINISTRATOR 1112
INVESTMENT OFFICER 214

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
58 0890 T ROWE PRICE INSTL LARGE-CAP GRWTH-I - 45775L408 - MINOR = 54						
SOLD		01/19/2010	833 00			
ACQ	58 0890	04/17/2007	833 00	881 79	-48 79	LT15
20 5310 JANUS PERKINS SMALL CAP VALUE-I - 47103C183 - MINOR = 54						
SOLD		01/19/2010	441 00			
ACQ	20 5310	10/26/2009	441 00	411 24	29 76	ST
40 9310 MANNING & NAPIER WORLD OPPTY-S-A - 563821545 - MINOR = 54						
SOLD		01/19/2010	343 00			
ACQ	40 9310	10/26/2009	343 00	329 09	13 91	ST
11 6260 OPPENHEIMER DEVELOPING MKTS INSTL-Y - 683974505 - MINOR = 54						
SOLD		01/19/2010	341 00			
ACQ	11 6260	10/26/2009	341 00	315 23	24 77	ST
1091.9150 PIMCO FOREIGN BOND FUND - 693390882 - MINOR = 56						
SOLD		01/19/2010	11093 87			
ACQ	735 8310	03/30/2007	7476 05	7483 40	-7 35	LT15
	11 9920	04/17/2007	121 84	121 00	0 84	LT15
	26 7680	06/22/2007	271 96	265 00	6 96	LT15
	203 6600	11/24/2008	2069 19	1892 00	177 19	LT15
	46 6230	02/02/2009	473 59	428 00	45 59	ST
	29 2420	05/18/2009	297 10	274 00	23 10	ST
	11 8260	07/20/2009	120 15	114 00	6 15	ST
	25 9730	10/26/2009	263 89	267 00	-3 11	ST
41 9060 PIMCO INVT GRADE CORP BD-I - 722005816 - MINOR = 56						
SOLD		01/19/2010	466 00			
ACQ	41 9060	10/26/2009	466 00	466 84	-0 84	ST
30 6820 RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5 - 76628R615 - MINOR = 65						
SOLD		01/19/2010	324 00			
ACQ	30 6820	05/18/2009	324 00	231 96	92 04	ST
56 7920 RIDGEWORTH FD-LARGCAP VAL EQTY#RGD4 - 76628R672 - MINOR = 65						
SOLD		01/19/2010	648 00			
ACQ	56 7920	04/21/2008	648 00	726 26	-78 26	LT15
8 8170 RIDGEWORTH FD-LARGCAP GRTH STK#RGE3 - 76628R748 - MINOR = 65						
SOLD		01/19/2010	82 00			
ACQ	8 8170	10/20/2008	82 00	65 86	16 14	LT15
969 2020 RIDGEWORTH FD-INTERMEDIATE BD #RGCF - 76628T702 - MINOR = 65						
SOLD		01/19/2010	10196 00			
ACQ	715 1720	10/26/2009	7523 61	7495 00	28 61	ST
	254 0300	07/20/2009	2672 39	2646 99	25 40	ST
42 7960 ROWE T PRICE REAL ESTATE FD COM - 779919109 - MINOR = 54						
SOLD		01/19/2010	603 00			
ACQ	42 7960	03/30/2007	603 00	1097 29	-494 29	LT15
29 2310 SENTINEL SMALL CO-I - 81728B825 - MINOR = 54						
SOLD		01/19/2010	190 00			
ACQ	29 2310	10/26/2009	190 00	179 19	10 81	ST
27 4790 FORUM ABSOLUTE STRATEGIES-I - 34984T600 - MINOR = 54						
SOLD		05/24/2010	291 00			
ACQ	27 4790	10/30/2007	291 00	301 17	-10 17	LT15
212 6030 JANUS PERKINS SMALL CAP VALUE-I - 47103C183 - MINOR = 54						
SOLD		05/24/2010	4622 00			
ACQ	212 6030	10/26/2009	4622 00	4258 44	363 56	ST
41 5250 PIMCO INVT GRADE CORP BD-I - 722005816 - MINOR = 56						
SOLD		05/24/2010	463 00			
ACQ	12 9410	10/26/2009	144 29	144 16	0 13	ST
	28 5840	05/18/2009	318 71	288 13	30 58	LT15
27 1770 RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5 - 76628R615 - MINOR = 65						
SOLD		05/24/2010	284 00			
ACQ	27 1770	05/18/2009	284 00	205 46	78 54	LT15
13 1870 RIDGEWORTH FD-LARGCAP VAL EQTY#RGD4 - 76628R672 - MINOR = 65						
SOLD		05/24/2010	144 00			
ACQ	13 1870	04/21/2008	144 00	168 64	-24 64	LT15
75 8790 RIDGEWORTH FD-SHORT TERM BD #RGCF - 76628T611 - MINOR = 65						
SOLD		05/24/2010	755 00			
ACQ	75 8790	01/19/2010	755 00	752 72	2 28	ST
18 5830 RIDGEWORTH FD-SEIX FLT HGH INCM#RGCF - 76628T678 - MINOR = 65						
SOLD		05/24/2010	160 00			
ACQ	18 5830	03/30/2007	160 00	185 46	-25 46	LT15
354 4530 RIDGEWORTH FD-INTERMEDIATE BD #RGCF - 76628T702 - MINOR = 65						
SOLD		05/24/2010	3821 00			
ACQ	49 8090	07/20/2009	536 94	519 01	17 93	ST
	304 6440	05/18/2009	3284 06	3140 88	143 18	LT15
586 3020 ROWE T PRICE REAL ESTATE FD COM - 779919109 - MINOR = 54						
SOLD		05/24/2010	8724 18			
ACQ	76 9470	03/30/2007	1144 97	1972 92	-827 95	LT15
	17 2310	06/22/2007	256 40	407 00	-150 60	LT15
	5 1230	10/30/2007	76 23	119 00	-42 77	LT15
	53 6200	01/08/2008	797 87	929 23	-131 36	LT15
	7 3960	08/18/2008	110 05	140 00	-29 95	LT15
	163 0030	11/24/2008	2425 48	1498 00	927 48	LT15
	11 2900	05/18/2009	168 00	112 00	56 00	LT15
	9 4400	07/20/2009	140 47	91 00	49 47	ST
	242 2520	10/26/2009	3604 71	3033 00	571 71	ST
51 1490 SENTINEL SMALL CO-I - 81728B825 - MINOR = 54						
SOLD		05/24/2010	334 00			
ACQ	51 1490	10/26/2009	334 00	313 54	20 46	ST

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TRUST YEAR ENDING 12/31/2010

TAX PREPARER 26
TRUST ADMINISTRATOR 1112
INVESTMENT OFFICER 214

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
781.5900 EATON VANCE TAX-MGD VAL-I #35572 - 277923629 - MINOR = 54						
SOLD		10/25/2010	12482 00			
ACQ	51.2130	05/24/2010	817 87	760 00	57 87	ST
	730 3770	11/24/2008	11664 13	9312.31	2351 82	LT15
408 6360 T ROWS PRICE INSTL LARGE-CAP GRWTH-I - 457751409 - MINOR = 54						
SOLD		10/25/2010	6293 00			
ACQ	408 6360	04/17/2007	6293 00	6203 10	89 90	LT15
95 8900 PIMCO COMMODITY REALRTN STRATEGY-I - 722005667 - MINOR = 54						
SOLD		10/25/2010	840 00			
ACQ	16 8460	01/19/2010	147 57	141 00	6 57	ST
	79 0440	10/26/2009	692 43	646.58	45 85	ST
1413.8750 RIDGEWORTH FD-LARGCAP VAL EQTY#RGD4 - 76628R672 - MINOR = 65						
SOLD		10/25/2010	16712 00			
ACQ	997 0490	04/21/2008	11785 12	12750 25	-965 13	LT15
	367 1590	08/18/2008	4339 82	4472 00	-132 18	LT15
	49 6570	10/20/2008	587 06	469 35	117 71	LT15
90 5850 RIDGEWORTH FD-LARGCAP GRTH STK#RGE3 - 76628R748 - MINOR = 65						
SOLD		10/25/2010	914 00			
ACQ	33 4100	05/24/2010	337 11	291 00	46 11	ST
	57 1750	10/20/2008	576 89	427 10	149 79	LT15
721 6210 RIDGEWORTH FD-INTL EQTY INDEX #RGD8 - 76628R813 - MINOR = 65						
SOLD		10/25/2010	9633 65			
ACQ	455 1960	12/15/2008	6076 87	4579.27	1497 60	LT15
	118 3130	02/02/2009	1579 48	1066 00	513 48	LT15
	38 6590	01/19/2010	516 10	513 00	3 10	ST
	109 4530	05/24/2010	1461 20	1181 00	280 20	ST
244 0910 RIDGEWORTH FD-SHORT TERM BD #RGCCX - 76628T611 - MINOR = 65						
SOLD		10/25/2010	2458 00			
ACQ	244 0910	01/19/2010	2458 00	2421 38	36.62	ST
1500 7340 RIDGEWORTH FD-INTERMEDIATE BD #RGCF - 76628T702 - MINOR = 65						
SOLD		10/25/2010	16357 99			
ACQ	826.6670	01/08/2008	9010 67	8481 60	529 07	LT15
	180 6800	02/02/2009	1969 41	1861 00	108 41	LT15
	16 0160	05/18/2009	174 57	165 12	9 45	LT15
	477 3710	04/17/2007	5203 34	4749 84	453 50	LT15
27 9390 SENTINEL SMALL CO-I - 81728B825 - MINOR = 54						
SOLD		10/25/2010	202 00			
ACQ	27 9390	10/26/2009	202 00	171 27	30 73	ST
TOTALS			111051 69	104934 07		

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
SUBTOTAL FROM ABOVE	1828 88	0 00	4288 74	0 00	0 00	0 00*
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIVIDENDS	0 00	0 00	2190 66			0 00
	1828 88	0 00	6479 40	0 00	0 00	0 00
STATE						
SUBTOTAL FROM ABOVE	1828 88	0 00	4288 74	0 00	0 00	0 00*
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIVIDENDS	0 00	0 00	2190 66			0 00
	1828 88	0 00	6479 40	0 00	0 00	0 00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0 00	0 00
GEORGIA	N/A	N/A