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: MARY G.K. FOX FOUNDATION 5006007

A Employer identification number: 62-6160483

Number and street (or P O box number if mail is not delivered to street address): 800 S. GAY STREET

Room/suite:

B Telephone number (see page 10 of the instructions): (865) 971-2023

City or town, state, and ZIP code: KNOXVILLE, TN 37995-1230

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)* ▶ $ 2,686,977.

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

MAY 13 2011
ENVELOPE POSTMARK DATE

SCANNED MAY 25 2011

RECEIVED
MAY 17 2011
OGDEN, UT
IRS-OSC

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	132,330.	132,330.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	96,596.			
b	Gross sales price for all assets on line 6a 1,469,911.				
7	Capital gain net income (from Part IV, line 2)		96,596.		
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	228,926.	228,926.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	23,337.	11,669.		11,669.
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)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) STMT 1	994.			
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) STMT 2	1,534.			
24	**Total operating and administrative expenses.** Add lines 13 through 23	25,865.	11,669.	NONE	11,669.
25	Contributions, gifts, grants paid	141,500.			141,500.
26	**Total expenses and disbursements** Add lines 24 and 25	167,365.	11,669.	NONE	153,169.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	61,561.			
b	**Net investment income** (if negative, enter -0-)		217,257.		
c	**Adjusted net income** (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions. JSA Form **990-PF** (2010)

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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		923.	923.
	2	Savings and temporary cash investments	130,834.	10,019.	10,019.
	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			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) STMT 3	549,375.	755,250.	778,102.
	b	Investments - corporate stock (attach schedule) STMT 4	1,324,737.	1,298,159.	1,740,254.
	c	Investments - corporate bonds (attach schedule) STMT 7	151,793.	151,793.	157,679.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	2,156,739.	2,216,144.	2,686,977.
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	2,156,739.	2,216,144.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	2,156,739.	2,216,144.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,156,739.	2,216,144.	

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	2,156,739.
2	Enter amount from Part I, line 27a	2	61,561.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,218,300.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	2,156.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,216,144.

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	96,596.
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	372,881.	2,353,137.	0.15846123706
2008	167,780.	2,450,180.	0.06847660172
2007	1,167,183.	3,161,125.	0.36923025822
2006	197,041.	3,475,347.	0.05669678452
2005	235,208.	3,357,028.	0.07006435454

2 **Total** of line 1, column (d)	2	0.72292923606
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	0.14458584721
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,594,608.
5 Multiply line 4 by line 3	5	375,144.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,173.
7 Add lines 5 and 6	7	377,317.
8 Enter qualifying distributions from Part XII, line 4	8	153,169.

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	4,345.
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	4,345.
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	4,345.
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1.		
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.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	28.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶			9	4,372.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			10	
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ ______________ (2) On foundation managers ▶ $ ______________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
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 9			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ FIRST TENNESSEE Telephone no ▶ (865)971-2280

Located at ▶ TRUST DIVISION, KNOXVILLE, TN ZIP + 4 ▶ 37995-1230

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

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		1b		
	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

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? 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 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 10		23,337.	-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
1NONE	
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
1NONE	
2	
All other program-related investments See page 24 of the instructions 3NONE	
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	2,563,232.
b	Average of monthly cash balances			1b	70,888.
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	2,634,120.
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	2,634,120.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)			4	39,512.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	2,594,608.
6	**Minimum investment return.** Enter 5% of line 5			6	129,730.

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	129,730.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	4,345.		
b	Income tax for 2010. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,345.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	125,385.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	125,385.
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	125,385.

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	153,169.
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	153,169.
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	153,169.

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				125,385.
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 75,884.				
b From 2006 29,709.				
c From 2007 1,015,619.				
d From 2008 47,715.				
e From 2009 257,484.				
f **Total** of lines 3a through e	1,426,411.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 153,169.				
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				125,385.
e Remaining amount distributed out of corpus	27,784.			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,454,195.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009 Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	75,884.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	1,378,311.			
10 Analysis of line 9				
a Excess from 2006 29,709.				
b Excess from 2007 1,015,619.				
c Excess from 2008 47,715.				
d Excess from 2009 257,484.				
e Excess from 2010 27,784.				

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			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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).)

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 11

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 16				
Total ▶ 3a				141,500.
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	132,330.	
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	96,596.	
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)				228,926.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 228,926.

(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

First Tennessee Bank NA, by

, VP & Trust Officer 05/13/2011 ▶ VICE PRESIDENT

▶ Signature of officer or trustee FIRST TENNESSEE BANK 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 (2010)

JSA

0E1493 1 000

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					5,966.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					2,773.	
		5008.108 ASTON MONTAG & CALDWELL GRW-I PROPERTY TYPE: SECURITIES					03/24/2009	04/12/2010
117,891.00		83,185.00					34,706.00	
		34. THE ALLSTATE CORPORATION PROPERTY TYPE: SECURITIES					04/12/2010	08/12/2010
957.00		1,125.00					-168.00	
		9741.121 AMERICAN BEACON L/C VALU-IS PROPERTY TYPE: SECURITIES					11/17/2008	04/12/2010
184,302.00		197,270.00					-12,968.00	
		20. APACHE CORP PROPERTY TYPE: SECURITIES					04/12/2010	08/12/2010
1,860.00		2,145.00					-285.00	
		180. BB&T CORPORATION PROPERTY TYPE: SECURITIES					04/12/2010	06/17/2010
5,389.00		6,141.00					-752.00	
		39. BMC SOFTWARE INC PROPERTY TYPE: SECURITIES					04/12/2010	08/12/2010
1,360.00		1,533.00					-173.00	
		67. BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES					06/17/2010	08/12/2010
877.00		1,074.00					-197.00	
		34. CVS CORP PROPERTY TYPE: SECURITIES					04/12/2010	08/12/2010
988.00		1,259.00					-271.00	
		59. CISCO SYSTEMS PROPERTY TYPE: SECURITIES					04/12/2010	08/12/2010
1,257.00		1,569.00					-312.00	
		15. COLGATE PALMOLIVE CO WITH RIGHTS EXP PROPERTY TYPE: SECURITIES					04/12/2010	08/12/2010
1,154.00		1,272.00					-118.00	

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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)	
		34. CONOCOPHILLIPS					04/12/2010	08/12/2010
		PROPERTY TYPE: SECURITIES						
1,887.00		1,904.00					-17.00	
		83. CONSTELLATION BRANDS INC					04/12/2010	08/12/2010
		PROPERTY TYPE: SECURITIES						
1,394.00		1,417.00					-23.00	
		20. COSTCO WHOLESALE CORP					04/12/2010	08/12/2010
		PROPERTY TYPE: SECURITIES						
1,113.00		1,207.00					-94.00	
		29. DARDEN RESTUARANTS INC-W/I					04/12/2010	08/12/2010
		PROPERTY TYPE: SECURITIES						
1,169.00		1,363.00					-194.00	
		1375. EUROPACIFIC GROWTH FUND					11/18/2008	04/12/2010
		PROPERTY TYPE: SECURITIES						
54,354.00		39,753.00					14,601.00	
		349.334 EUROPACIFIC GROWTH FUND					06/14/2002	08/12/2010
		PROPERTY TYPE: SECURITIES						
12,747.00		9,034.00					3,713.00	
		150000. FHLB 3.750% 9/0					08/18/2009	09/08/2010
		PROPERTY TYPE: SECURITIES						
150,000.00		150,000.00						
		44. FEDERATED INVESTORS INC-CL B					04/12/2010	08/12/2010
		PROPERTY TYPE: SECURITIES						
906.00		1,160.00					-254.00	
		29. FISERV INC					04/12/2010	08/12/2010
		PROPERTY TYPE: SECURITIES						
1,429.00		1,501.00					-72.00	
		23. FLUOR CORP (NEW)					04/12/2010	08/12/2010
		PROPERTY TYPE: SECURITIES						
1,069.00		1,176.00					-107.00	
		15. FREEPORTMCMORAN COPPERAND GOLD INC					04/12/2010	08/12/2010
		PROPERTY TYPE: SECURITIES						
1,066.00		1,265.00					-199.00	

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)	
		.014 FRONTIER COMMUNICATIONS CORP					04/12/2010	07/27/2010
		PROPERTY TYPE: SECURITIES						
		16. FRONTIER COMMUNICATIONS CORP					04/12/2010	08/12/2010
		PROPERTY TYPE: SECURITIES						
121.00		126.00					-5.00	
		68. FRONTIER COMMUNICATIONS CORP					04/12/2010	09/13/2010
		PROPERTY TYPE: SECURITIES						
522.00		528.00					-6.00	
		15. GENERAL DYNAMICS CORP					04/12/2010	08/12/2010
		PROPERTY TYPE: SECURITIES						
910.00		1,161.00					-251.00	
		24. GILEAD SCIENCES INC					04/12/2010	08/12/2010
		PROPERTY TYPE: SECURITIES						
827.00		1,103.00					-276.00	
		5. GOLDMAN SACHS GROUP INC					04/12/2010	08/12/2010
		PROPERTY TYPE: SECURITIES						
750.00		891.00					-141.00	
		3498.53 GROWTH FUND OF AMERICA INC					11/17/2008	04/12/2010
		PROPERTY TYPE: SECURITIES						
101,772.00		96,831.00					4,941.00	
		825. HARBOR INTERNATIONAL FUND					11/18/2008	04/13/2010
		PROPERTY TYPE: SECURITIES						
46,670.00		29,011.00					17,659.00	
		305.183 HARBOR INTERNATIONAL FUND					07/11/2003	08/12/2010
		PROPERTY TYPE: SECURITIES						
15,882.00		9,223.00					6,659.00	
		29. HARRIS CORP DEL					04/12/2010	08/12/2010
		PROPERTY TYPE: SECURITIES						
1,272.00		1,436.00					-164.00	
		29. HEWLETT PACKARD CO					04/12/2010	08/12/2010
		PROPERTY TYPE: SECURITIES						
1,164.00		1,563.00					-399.00	

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)	
		121. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES					04/12/2010	10/05/2010
4,938.00		6,520.00					-1,582.00	
		20. ITT INDUSTRIES INC PROPERTY TYPE: SECURITIES					04/12/2010	08/12/2010
882.00		1,094.00					-212.00	
		10. IBM PROPERTY TYPE: SECURITIES					04/12/2010	08/12/2010
1,281.00		1,284.00					-3.00	
		1474. CEF ISHARES S&P MIDCAP 400/VALUE PROPERTY TYPE: SECURITIES					11/17/2008	04/12/2010
108,670.00		69,764.00					38,906.00	
		24. JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					04/12/2010	08/12/2010
905.00		1,108.00					-203.00	
		1120.596 JANUS PERKINS MID CAP VAL I PROPERTY TYPE: SECURITIES					04/12/2010	08/12/2010
21,885.00		24,026.00					-2,141.00	
		24. KOHL'S DEPT STORE PROPERTY TYPE: SECURITIES					04/12/2010	08/12/2010
1,104.00		1,348.00					-244.00	
		244. LSI LOGIC CORP PROPERTY TYPE: SECURITIES					04/12/2010	08/12/2010
1,020.00		1,537.00					-517.00	
		10. L3 COMMUNICATIONS HLDGS INCCOM PROPERTY TYPE: SECURITIES					04/12/2010	08/12/2010
704.00		943.00					-239.00	
		15. LABORATORY CRP OF AMER HLDGS 50540R4 PROPERTY TYPE: SECURITIES					04/12/2010	08/12/2010
1,131.00		1,149.00					-18.00	
		54. LOWE'S COMPANIES INC WITH RIGHTS EXP PROPERTY TYPE: SECURITIES					04/12/2010	08/12/2010
1,060.00		1,384.00					-324.00	

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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)	
		20. MCKESSON HBOC INC					04/12/2010	08/12/2010
		PROPERTY TYPE: SECURITIES						
1,217.00		1,309.00					-92.00	
		20. MEDCO HEALTH SOLUTIONS INC					04/12/2010	08/12/2010
		PROPERTY TYPE: SECURITIES						
939.00		1,280.00					-341.00	
		24. MEDTRONICS					04/12/2010	08/12/2010
		PROPERTY TYPE: SECURITIES						
863.00		1,088.00					-225.00	
		24. METLIFE INC					04/12/2010	08/12/2010
		PROPERTY TYPE: SECURITIES						
960.00		1,092.00					-132.00	
		49. MICROSOFT CORP					04/12/2010	08/12/2010
		PROPERTY TYPE: SECURITIES						
1,197.00		1,489.00					-292.00	
		3846.357 MUNDER M/C CORE GROWTH FD Y					11/17/2008	04/12/2010
		PROPERTY TYPE: SECURITIES						
96,082.00		99,141.00					-3,059.00	
		29. MURPHY OIL CORP					04/12/2010	08/12/2010
		PROPERTY TYPE: SECURITIES						
1,552.00		1,780.00					-228.00	
		44. NATIONAL-OILWELL INC					04/12/2010	08/12/2010
		PROPERTY TYPE: SECURITIES						
1,731.00		1,888.00					-157.00	
		24. NUCOR CORP					04/12/2010	08/12/2010
		PROPERTY TYPE: SECURITIES						
927.00		1,132.00					-205.00	
		59. ORACLE CORPORATION					04/12/2010	08/12/2010
		PROPERTY TYPE: SECURITIES						
1,350.00		1,551.00					-201.00	
		29. O REILLY AUTOMOTIVE INC					04/12/2010	08/12/2010
		PROPERTY TYPE: SECURITIES						
1,364.00		1,216.00					148.00	

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)	
		965.251 PIMCO LOW DURATION FUND INST CL					11/18/2008	12/29/2010
		PROPERTY TYPE: SECURITIES						
10,000.00		9,083.00					917.00	
		800. PIMCO TOTAL RETURN II-INSTL					11/17/2008	04/12/2010
		PROPERTY TYPE: SECURITIES						
8,480.00		7,952.00					528.00	
		44. PPL CORPORATION					04/12/2010	08/12/2010
		PROPERTY TYPE: SECURITIES						
1,151.00		1,242.00					-91.00	
		20. PROCTER AND GAMBLE					04/12/2010	08/12/2010
		PROPERTY TYPE: SECURITIES						
1,202.00		1,256.00					-54.00	
		39. PUBLIC SERVICE ENTERPRISE GROUP INC					04/12/2010	08/12/2010
		PROPERTY TYPE: SECURITIES						
1,235.00		1,210.00					25.00	
		533. SPDR S&P INTL SMALL CAP					04/12/2010	08/12/2010
		PROPERTY TYPE: SECURITIES						
13,442.00		14,780.00					-1,338.00	
		20. STERICYCLE INC					04/12/2010	08/12/2010
		PROPERTY TYPE: SECURITIES						
1,279.00		1,111.00					168.00	
		24. TARGET CORP					04/12/2010	08/12/2010
		PROPERTY TYPE: SECURITIES						
1,238.00		1,346.00					-108.00	
		24. THERMO FISHER SCIENTIFIC INC					04/12/2010	08/12/2010
		PROPERTY TYPE: SECURITIES						
1,070.00		1,251.00					-181.00	
		24. TRAVELERS COMPANIES INC					04/12/2010	08/12/2010
		PROPERTY TYPE: SECURITIES						
1,191.00		1,250.00					-59.00	
		15. UNION PACIFIC					04/12/2010	08/12/2010
		PROPERTY TYPE: SECURITIES						
1,103.00		1,130.00					-27.00	

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)	
		44. UNUMPROVIDENT CORP PROPERTY TYPE: SECURITIES					04/12/2010	08/12/2010
910.00		1,125.00					-215.00	
		5966.946 VANGUARD INTRM TRM BD IDX-SI PROPERTY TYPE: SECURITIES					11/18/2008	04/13/2010
64,801.00		58,595.00					6,206.00	
		928.505 VANGUARD S/T INVEST GR-ADM PROPERTY TYPE: SECURITIES					11/18/2008	12/29/2010
10,000.00		9,025.00					975.00	
		501.543 VANGUARD EMRG MK STK INDX-IV PROPERTY TYPE: SECURITIES					04/13/2010	08/12/2010
12,947.00		13,741.00					-794.00	
		1708.619 VANGUARD 500 INDEX FUND-SIGNAL PROPERTY TYPE: SECURITIES					11/18/2008	04/13/2010
155,792.00		173,267.00					-17,475.00	
		200. VANGUARD REIT ETF PROPERTY TYPE: SECURITIES					04/12/2010	08/12/2010
9,952.00		10,144.00					-192.00	
		2075. VANGUARD SMALL CAP VALUE STK INSTL PROPERTY TYPE: SECURITIES					04/26/2006	04/13/2010
31,353.00		33,553.00					-2,200.00	
		1025.113 VANGUARD SMALL CAP VALUE STK IN PROPERTY TYPE: SECURITIES					04/26/2006	08/12/2010
13,624.00		16,576.00					-2,952.00	
		7903.899 VANGUARD S/C GROWTH INDX INS PROPERTY TYPE: SECURITIES					11/18/2008	04/13/2010
151,123.00		139,867.00					11,256.00	
		68. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES					04/12/2010	08/12/2010
2,054.00		1,913.00					141.00	
		24. WAL-MART STORES PROPERTY TYPE: SECURITIES					04/12/2010	08/12/2010
1,202.00		1,319.00					-117.00	

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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)	
		29. WATSON PHARMACEUTICALS INC PROPERTY TYPE: SECURITIES					04/12/2010	08/12/2010
1,202.00		1,230.00					-28.00	

TOTAL GAIN(LOSS)		....					96,596.	
							==========	

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FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
FEDERAL TAX PAYMENT - PRIOR YE	530.
FOREIGN TAXES ON QUALIFIED FOR	387.
FOREIGN TAXES ON NONQUALIFIED	77.
TOTALS	994.

STATEMENT 1

FORM 990PF, PART I - OTHER EXPENSES
====================================

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
OTHER ALLOCABLE EXPENSE-PRINCI		1,534.
	TOTALS	1,534.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FHLB NOTE		
FHLB NOTE	199,500.	221,766.
FFCB NOTE	199,875.	205,600.
FFCB NOTE	75,000.	74,945.
FNMA NOTE	75,000.	73,253.
ROCKFORD, IL 5.0%	205,875.	202,538.
TOTALS	755,250.	778,102.

MARY G.K. FOX FOUNDATION 5006007 62-6160483

FORM 990PF, PART II - CORPORATE STOCK
====================================

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AMERICAN EUROPACIFIC	37,168.	59,302.
BRITISH AMERICAN TOBACCO	41,510.	358,688.
ASTON MONTAG & CALDWELL GRW		
HARBOR INTERNATIONAL FUND	37,945.	76,028.
AMERICAN FUNDS GROWTH FUND		
T ROWE HIGH YIELD FUND	39,225.	40,052.
VANGUARD INFLATION PROTECTION	73,575.	75,790.
AMERICAN BEACON L/C VALU-IS		
MUNDER M/C CORE GROWTH		
VANGUARD SMALL CAP VALUE	59,610.	67,651.
VANGUARD 500 INDEX		
PIMCO LOW DURATION	146,696.	146,305.
PIMCO TOTAL RETURN	50,643.	52,783.
VANGUARD INTERM TERM BOND	44,150.	44,943.
VANGUARD SHORT TERM INVEST	132,075.	133,234.
CEF ISHARES S&P MIDCAP		
VANGUARD S/C GROWTH		
GOLDMAN SACHS	24,525.	25,217.
HARBOR BOND FUND	34,325.	33,414.
ALLSTATE CORPORATION	4,666.	4,495.
APACHE CORPORATION	8,581.	9,538.
BANK OF AMERICA	4,440.	3,695.
BMC SOFTWARE	6,328.	7,590.
CISCO SYSTEMS	6,411.	4,875.
COLGATE PALMOLIVE	5,090.	4,822.
CONOCO PHILLIPS	7,897.	9,602.
CONSTELLATION BRANDS INC	5,841.	7,575.
COSTCO WHOLESALE CORP	4,830.	5,777.
CVS CAREMARK	5,221.	4,903.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DARDEN RESTAURANTS	5,687.	5,619.
FEDERATED INVESTORS INC	4,770.	4,737.
FISERV INC	6,263.	7,086.
FLOUR CORP NEW	4,910.	6,361.
FREEPORTMCMORAN COPPERAND	5,060.	7,205.
GENERAL DYNAMICS CORP	4,645.	4,258.
GILEAD SCIENCES	4,641.	3,660.
GOLDMAN SACHS GROUP	3,565.	3,363.
GOOGLE INC	4,846.	5,346.
HARRIS CORP	5,990.	5,481.
IBM	5,137.	5,870.
ITT INDUSTRIES	4,378.	4,169.
JP MORGAN CHASE	4,663.	4,284.
KOHLS	5,673.	5,488.
LABORATORY CORP OF AMERICA	4,594.	5,275.
LOWES COMPANIES	5,666.	5,543.
LSI CORP	6,336.	6,026.
L3 COMMUNICATIONS HOLDINGS	3,770.	2,820.
MCKESSON CORPORATION	5,234.	5,630.
MEDCO HEALTH SOLUTIONS	5,120.	4,902.
MEDTRONIC	4,577.	3,746.
METLIFE	4,597.	4,488.
MICROSOFT	6,108.	5,610.
MURPHY OIL	7,425.	9,021.
NATIONAL OILWELL	7,768.	12,172.
NUCOR	4,763.	4,426.
O REILLY AUTOMOTIVE	5,073.	7,375.
ORACLE CORPORATION	6,335.	7,543.
PPL CORPORATION	5,109.	4,764.

MARY G.K. FOX FOUNDATION 5006007 62-6160483

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PROCTOR AND GAMBLE	5,025.	5,146.
PUBLIC SERVICE ENTERPRISE	4,995.	5,121.
STERICYCLE	4,445.	6,474.
TARGET CORPORATION	5,665.	6,073.
THERMO FISHER SCIENTIFIC	5,265.	5,591.
TRAVELERS COMPANIES	5,261.	5,627.
UNION PAC CORPORATION	4,518.	5,560.
UNUMPROVIDENT	4,629.	4,384.
VERIZON COMMUNICATIONS	7,933.	10,090.
WALMART STORES	5,550.	5,447.
WATSON PHARMACEUTICALS	5,133.	6,250.
JANUS PERKINS MID CAP	98,849.	104,059.
PIMCO COMMODITY REALRETURN	48,275.	55,997.
SPDR S&P INTL SMALL CAP	60,783.	67,601.
VANGUARD EMERGING MK STK INDEX	56,534.	62,607.
VANGUARD REIT ETF	41,844.	45,680.
TOTALS	1,298,159.	1,740,254.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BERKSHIRE HATHAWAY	50,075.	52,650.
BANK OF AMERICAN CORP	101,718.	105,029.
TOTALS	151,793.	157,679.

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

DESCRIPTION		AMOUNT
TIMING/ROUNDING VARIANCES		2,156.
	TOTAL	2,156.

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

OFFICER NAME:
FIRST TENNESSEE BANK NA
ADDRESS:
800 S. GAY STREET
KNOXVILLE, TN 37995-1230
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 25
COMPENSATION .... 23,337.

OFFICER NAME:
CARLA BEWLEY
ADDRESS:
1890 GREYSTONE ROAD
GREENEVILLE, TN 37743
TITLE:
BOARD MEMB
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

OFFICER NAME:
TERRY BELLAMY
ADDRESS:
151 SOUTHWIND CIRCLE
GREENEVILLE, TN 37743
TITLE:
BOARD MEMB
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

OFFICER NAME:
JOHN MCINTURFF
ADDRESS:
1825 MOORE AVENUE
GREENEVILLE, TN 37745
TITLE:
BOARD MEMB
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

TOTAL COMPENSATION: 23,337.

FORM 990PF, PART XV - LINES 2a - 2d
==================================

RECIPIENT NAME:
  DAVID LANTZ
ADDRESS:
  FIRST TENNESSEE BANK
  KNOXVILLE, TN 37995-1230
RECIPIENT'S PHONE NUMBER: 865-971-2742
FORM, INFORMATION AND MATERIALS:
  WRITTEN
SUBMISSION DEADLINES:
  NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
  GREENEVILLE/GREENE COUNTY TENNESSEE
  CHARITABLE ORGANIZATIONS ONLY

STATEMENT 11

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

RECIPIENT NAME:
CEDAR CREEK PRESBYTERIAN
CHURCH
ADDRESS:
14 CEDAR CREEK SCHOOL ROAD
GREENEVILLE, TN 37743
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT FOR LOCAL MISSION TEAMS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 1,500.

RECIPIENT NAME:
GREENEVILLE HIGH SCHOOL
FOOTBALL BOOSTER CLUB
ADDRESS:
210 TUSCULUM BLVD
GREENEVILLE, TN 37744
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FACILITIES CONSTRUCTION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
FELLOWSHIP OF CHRISTIAN
ATHLETES
ADDRESS:
210 MOUNTAIN VIEW CIRCLE
ELIZABETHTON, TN 37643
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIPS TO FCA EVENTS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 2,500.

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

RECIPIENT NAME:
MAIN STREET GREENEVILLE
ADDRESS:
310 SOUTH MAIN STREET
GREENEVILLE, TN 37743
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
REVITIALIZATION AND PRESERVATION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
BOY SCOUTS OF AMERICA
SEQUOYAH COUNCIL
ADDRESS:
129 BOONE RIDGE DRIVE
JOHNSON CITY, TN 37615
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUMMER PROGRAMMING AND LEADER MATERIALS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
TUSCULUM COLLEGE
ADDRESS:
P.O. BOX 5040
GREENEVILLE, TN 37743
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP FUNDS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 20,000.

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

RECIPIENT NAME:
FRIENDS OF GREENEVILLE
GREENE CO LIBRARY
ADDRESS:
210 NORTH MAIN STREET
GREENEVILLE, TN 37745
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHILDREN AND TEEN READING PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
COMCARE INC.
ADDRESS:
100 PENNSYLVANIA AVENUE
GREENEVILLE, TN 37743
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FUNDING OF LIBRARY SPACE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
GREENEVILLE-GREENE COUNTY
COMMUNITY MINISTRIES
ADDRESS:
107 N. CUTLER STREET
GREENEVILLE, TN 37743
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EMERGENCY HOUSING ASSISTANCE AND FOOD PURCHAS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 15,000.

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

RECIPIENT NAME:
NATHANAIAL GREENE MUSEUM
ADDRESS:
101 WEST MCKEE STREET
GREENEVILLE, TN 37743
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RENOVATION OF PROPERTY FOR PUBLIC USE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
RURAL RESOURCES
ADDRESS:
2870 HOLLEY CREEK ROAD
GREENEVILLE, TN 37745
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
REPAIRS TO PUBLIC BUILDING AFTER FIRE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
BOYS AND GIRLS CLUB
ADDRESS:
740 W. CHURCH STREET
GREENEVILLE, TN 37743
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
BUILDING RENOVATION AND ADDITION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 30,000.

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

RECIPIENT NAME:
NISWONGER PERFORMING ARTS CENTER
ADDRESS:
212 TUSCULUM BLVD
GREENEVILLE, TN 37745
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL OPPORTUNITIES FOR STUDENTS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
GREENE COUNTY IMAGINATION
LIBRARY
ADDRESS:
P.O. BOX 2922
GREENEVILLE, TN 37744
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
BOOKS FOR CHILDREN
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 2,500.

TOTAL GRANTS PAID: 141,500.
==============

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: MARY G.K. FOX FOUNDATION 5006007

Employer identification number: 62-6160483

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			5,966.

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-14,556.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-8,590.

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			2,773.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	102,413.
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	105,186.

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

Part III Summary of Parts I and II

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

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-8,590.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			105,186.
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			96,596.

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

Part IV Capital Loss Limitation

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

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

SCHEDULE D-1
(Form 1041)
Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust	Employer identification number
MARY G.K. FOX FOUNDATION 5006007	62-6160483

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 34. THE ALLSTATE CORPORATION	04/12/2010	08/12/2010	957.00	1,125.00	-168.00
20. APACHE CORP	04/12/2010	08/12/2010	1,860.00	2,145.00	-285.00
180. BB&T CORPORATION	04/12/2010	06/17/2010	5,389.00	6,141.00	-752.00
39. BMC SOFTWARE INC	04/12/2010	08/12/2010	1,360.00	1,533.00	-173.00
67. BANK OF AMERICA CORP	06/17/2010	08/12/2010	877.00	1,074.00	-197.00
34. CVS CORP	04/12/2010	08/12/2010	988.00	1,259.00	-271.00
59. CISCO SYSTEMS	04/12/2010	08/12/2010	1,257.00	1,569.00	-312.00
15. COLGATE PALMOLIVE CO WITH RIGHTS EXP 10/24/98	04/12/2010	08/12/2010	1,154.00	1,272.00	-118.00
34. CONOCOPHILLIPS	04/12/2010	08/12/2010	1,887.00	1,904.00	-17.00
83. CONSTELLATION BRANDS INC	04/12/2010	08/12/2010	1,394.00	1,417.00	-23.00
20. COSTCO WHOLESALE CORP	04/12/2010	08/12/2010	1,113.00	1,207.00	-94.00
29. DARDEN RESTUARANTS INC-W/I	04/12/2010	08/12/2010	1,169.00	1,363.00	-194.00
44. FEDERATED INVESTORS INC-CL B	04/12/2010	08/12/2010	906.00	1,160.00	-254.00
29. FISERV INC	04/12/2010	08/12/2010	1,429.00	1,501.00	-72.00
23. FLUOR CORP (NEW)	04/12/2010	08/12/2010	1,069.00	1,176.00	-107.00
15. FREEPORTMCMORAN COPPERAND GOLD INC	04/12/2010	08/12/2010	1,066.00	1,265.00	-199.00
16. FRONTIER COMMUNICATIONS CORP	04/12/2010	08/12/2010	121.00	126.00	-5.00
68. FRONTIER COMMUNICATIONS CORP	04/12/2010	09/13/2010	522.00	528.00	-6.00
15. GENERAL DYNAMICS CORP	04/12/2010	08/12/2010	910.00	1,161.00	-251.00
24. GILEAD SCIENCES INC	04/12/2010	08/12/2010	827.00	1,103.00	-276.00
5. GOLDMAN SACHS GROUP INC	04/12/2010	08/12/2010	750.00	891.00	-141.00
29. HARRIS CORP DEL	04/12/2010	08/12/2010	1,272.00	1,436.00	-164.00
29. HEWLETT PACKARD CO	04/12/2010	08/12/2010	1,164.00	1,563.00	-399.00
121. HEWLETT PACKARD CO	04/12/2010	10/05/2010	4,938.00	6,520.00	-1,582.00

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

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

Schedule D-1 (Form 1041) 2010

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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
MARY G.K. FOX FOUNDATION 5006007

Employer identification number
62-6160483

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 20. ITT INDUSTRIES INC	04/12/2010	08/12/2010	882.00	1,094.00	-212.00
10. IBM	04/12/2010	08/12/2010	1,281.00	1,284.00	-3.00
24. JP MORGAN CHASE & CO	04/12/2010	08/12/2010	905.00	1,108.00	-203.00
1120.596 JANUS PERKINS MID CAP VAL I	04/12/2010	08/12/2010	21,885.00	24,026.00	-2,141.00
24. KOHL'S DEPT STORE	04/12/2010	08/12/2010	1,104.00	1,348.00	-244.00
244. LSI LOGIC CORP	04/12/2010	08/12/2010	1,020.00	1,537.00	-517.00
10. L3 COMMUNICATIONS HLDGS INCCOM	04/12/2010	08/12/2010	704.00	943.00	-239.00
15. LABORATORY CRP OF AMER HLDGS 50540R409	04/12/2010	08/12/2010	1,131.00	1,149.00	-18.00
54. LOWE'S COMPANIES INC WITH RIGHTS EXP 9/9/98	04/12/2010	08/12/2010	1,060.00	1,384.00	-324.00
20. MCKESSON HBOC INC	04/12/2010	08/12/2010	1,217.00	1,309.00	-92.00
20. MEDCO HEALTH SOLUTIONS INC	04/12/2010	08/12/2010	939.00	1,280.00	-341.00
24. MEDTRONICS	04/12/2010	08/12/2010	863.00	1,088.00	-225.00
24. METLIFE INC	04/12/2010	08/12/2010	960.00	1,092.00	-132.00
49. MICROSOFT CORP	04/12/2010	08/12/2010	1,197.00	1,489.00	-292.00
29. MURPHY OIL CORP	04/12/2010	08/12/2010	1,552.00	1,780.00	-228.00
44. NATIONAL-OILWELL INC	04/12/2010	08/12/2010	1,731.00	1,888.00	-157.00
24. NUCOR CORP	04/12/2010	08/12/2010	927.00	1,132.00	-205.00
59. ORACLE CORPORATION	04/12/2010	08/12/2010	1,350.00	1,551.00	-201.00
29. O REILLY AUTOMOTIVE INC	04/12/2010	08/12/2010	1,364.00	1,216.00	148.00
44. PPL CORPORATION	04/12/2010	08/12/2010	1,151.00	1,242.00	-91.00
20. PROCTER AND GAMBLE	04/12/2010	08/12/2010	1,202.00	1,256.00	-54.00
39. PUBLIC SERVICE ENTERPRISE GROUP INC	04/12/2010	08/12/2010	1,235.00	1,210.00	25.00
533. SPDR S&P INTL SMALL CAP	04/12/2010	08/12/2010	13,442.00	14,780.00	-1,338.00
20. STERICYCLE INC	04/12/2010	08/12/2010	1,279.00	1,111.00	168.00

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

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
MARY G.K. FOX FOUNDATION 5006007

Employer identification number
62-6160483

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 24. TARGET CORP	04/12/2010	08/12/2010	1,238.00	1,346.00	-108.00
24. THERMO FISHER SCIENTIFIC INC	04/12/2010	08/12/2010	1,070.00	1,251.00	-181.00
24. TRAVELERS COMPANIES INC	04/12/2010	08/12/2010	1,191.00	1,250.00	-59.00
15. UNION PACIFIC	04/12/2010	08/12/2010	1,103.00	1,130.00	-27.00
44. UNUMPROVIDENT CORP	04/12/2010	08/12/2010	910.00	1,125.00	-215.00
501.543 VANGUARD EMRG MK STK INDX-IV	04/13/2010	08/12/2010	12,947.00	13,741.00	-794.00
200. VANGUARD REIT ETF	04/12/2010	08/12/2010	9,952.00	10,144.00	-192.00
68. VERIZON COMMUNICATIONS	04/12/2010	08/12/2010	2,054.00	1,913.00	141.00
24. WAL-MART STORES	04/12/2010	08/12/2010	1,202.00	1,319.00	-117.00
29. WATSON PHARMACEUTICALS INC	04/12/2010	08/12/2010	1,202.00	1,230.00	-28.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -14,556.00

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	Employer identification number
MARY G.K. FOX FOUNDATION 5006007	62-6160483

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 5008.108 ASTON MONTAG & CALDWELL GRW-I	03/24/2009	04/12/2010	117,891.00	83,185.00	34,706.00
9741.121 AMERICAN BEACON L/C VALU-IS	11/17/2008	04/12/2010	184,302.00	197,270.00	-12,968.00
1375. EUROPACIFIC GROWTH FUND	11/18/2008	04/12/2010	54,354.00	39,753.00	14,601.00
349.334 EUROPACIFIC GROWTH FUND	06/14/2002	08/12/2010	12,747.00	9,034.00	3,713.00
150000. FHLB 3.750% 9/03/15	08/18/2009	09/08/2010	150,000.00	150,000.00	
3498.53 GROWTH FUND OF AMERICA INC	11/17/2008	04/12/2010	101,772.00	96,831.00	4,941.00
825. HARBOR INTERNATIONAL FUND	11/18/2008	04/13/2010	46,670.00	29,011.00	17,659.00
305.183 HARBOR INTERNATIONAL FUND	07/11/2003	08/12/2010	15,882.00	9,223.00	6,659.00
1474. CEF ISHARES S&P MIDCAP 400/VALUE	11/17/2008	04/12/2010	108,670.00	69,764.00	38,906.00
3846.357 MUNDER M/C CORE GROWTH FD Y	11/17/2008	04/12/2010	96,082.00	99,141.00	-3,059.00
965.251 PIMCO LOW DURATION FUND INST CL	11/18/2008	12/29/2010	10,000.00	9,083.00	917.00
800. PIMCO TOTAL RETURN II-INSTL	11/17/2008	04/12/2010	8,480.00	7,952.00	528.00
5966.946 VANGUARD INTRM TRM BD IDX-SI	11/18/2008	04/13/2010	64,801.00	58,595.00	6,206.00
928.505 VANGUARD S/T INVEST GR-ADM	11/18/2008	12/29/2010	10,000.00	9,025.00	975.00
1708.619 VANGUARD 500 INDEX FUND-SIGNAL	11/18/2008	04/13/2010	155,792.00	173,267.00	-17,475.00
2075. VANGUARD SMALL CAP VALUE STK INSTL	04/26/2006	04/13/2010	31,353.00	33,553.00	-2,200.00
1025.113 VANGUARD SMALL CAP VALUE STK INSTL	04/26/2006	08/12/2010	13,624.00	16,576.00	-2,952.00
7903.899 VANGUARD S/C GROWTH INDX INS	11/18/2008	04/13/2010	151,123.00	139,867.00	11,256.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b 102,413.00

FEDERAL CAPITAL GAIN DIVIDENDS

SHORT-TERM CAPITAL GAIN DIVIDENDS

HARBOR BOND FUND	1,108.00	
PIMCO LOW DURATION FUND INST CL	2,390.00	
PIMCO TOTAL RETURN II-INSTL	2,056.00	
T ROWE PRICE HIGH YEILD BOND FUND	1.00	
T ROWE PRICE HIGH YEILD BOND FUND	58.00	
VANGUARD INTER-TERM TREAS FD-ADM	353.00	
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS		5,966.00

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

HARBOR BOND FUND	570.00	
PIMCO LOW DURATION FUND INST CL	477.00	
PIMCO TOTAL RETURN II-INSTL	1,157.00	
VANGUARD INTER-TERM TREAS FD-ADM	496.00	
VANGUARD S/T INVEST GR-ADM	74.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		2,773.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		2,773.00

STATEMENT 1