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

**2010**

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

For calendar year **2010**, or tax year beginning **2010**, and ending **2010**, 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 **SHACKELFORD CHARITABLE TRUST 59-7906340** A Employer identification number **62-6363101**

Number and street (or P O box number if mail is not delivered to street address) **P.O. BOX 1908** Room/suite  B Telephone number (see page 10 of the instructions) **(901) 415-6403**

City or town, state, and ZIP code **ORLANDO, FL 32802-1908**

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 8,594,134.** J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_ (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	189,140.	192,207.		STMT 1
	5a Gross rents	2,080.	2,080.		
	b Net rental income or (loss)	593			
	6a Net gain or (loss) from sale of assets not on line 10	121,584.			
	b Gross sales price for all assets on line 6a	4,351,327.			
	7 Capital gain net income (from Part IV, line 2)		121,582.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a 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)	312,804.	315,869.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	88,595.	44,298.		44,297.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,500.	NONE	NONE	1,500.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	2,751.	566.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,505.	1,505.		
	24 Total operating and administrative expenses. Add lines 13 through 23	94,351.	46,369.	NONE	45,797.
	25 Contributions, gifts, grants paid	538,535.			538,535.
26 Total expenses and disbursements Add lines 24 and 25	632,886.	46,369.	NONE	584,332.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-320,082.				
b Net investment income (if negative, enter -0-)		269,500.			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	369,941.	195,594.	195,594.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) STMT 5	7,005,354.	6,858,015.	8,398,540.	
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe )				
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I)	7,375,295.	7,053,609.	8,594,134.	
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	<b>Total liabilities</b> (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	7,375,295.	6,945,824.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds		107,785.		
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions)	7,375,295.	7,053,609.		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)	7,375,295.	7,053,609.		

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 7,375,295.
2	Enter amount from Part I, line 27a	2 -320,082.
3	Other increases not included in line 2 (itemize)	3
4	Add lines 1, 2, and 3	4 7,055,213.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 6	5 1,604.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6 7,053,609.

**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) FMV 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)			2	121,582.	
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.					

**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	620,700.	7,832,445.	0.07924728485
2008	661,553.	9,201,747.	0.07189428268
2007	658,144.	10,648,217.	0.06180790643
2006	629,760.	9,989,532.	0.06304199236
2005	618,446.	9,747,362.	0.06344752560
2 Total of line 1, column (d)			2 0.33943899192
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 0.06788779838
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 8,213,766.
5 Multiply line 4 by line 3			5 557,614.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,695.
7 Add lines 5 and 6			7 560,309.
8 Enter qualifying distributions from Part XII, line 4 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			8 584,332.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 9,000, with 9,000 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, unrelated business income, and state reporting. Includes a sub-table for state reporting with columns 'Yes' and 'No'.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) . . . . . 11 X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13 X
Website address N/A
14 The books are in care of SUNTRUST BANK Telephone no (888) 942-3272
Located at PO BOX 1908, ORLANDO, FL ZIP + 4 32805-1908
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15
16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . 16 Yes No 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.

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X
(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 X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? . . . . . 1b X
Organizations relying on a current notice regarding disaster assistance check here . . . . .
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? . . . . . 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? . . . . . Yes No X
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 X
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 N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? . . . . . 4b X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?  Yes  No  
 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?  Yes  No  
 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?  Yes  No

**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 8		88,595.	-0-	-0-

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

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

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

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

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

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

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

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

Expenses

1 NONE	
-----	
2	
-----	
3	
-----	
4	
-----	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
-----	
2	
-----	
All other program-related investments See page 24 of the instructions	
3 NONE	
-----	
Total. Add lines 1 through 3 . . . . .	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	8,128,281.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	210,568.
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	8,338,849.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	8,338,849.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	125,083.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	8,213,766.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	410,688.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	410,688.
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	2,695.
<b>b</b>	Income tax for 2010. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	2,695.
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	407,993.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	407,993.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	407,993.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	584,332.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	584,332.
<b>5</b>	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)	<b>5</b>	2,695.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	581,637.

**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 . . . . .				407,993.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only . . . . .			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2010				
a From 2005 . . . . .	135,411.			
b From 2006 . . . . .	154,296.			
c From 2007 . . . . .	168,486.			
d From 2008 . . . . .	205,616.			
e From 2009 . . . . .	232,072.			
f Total of lines 3a through e . . . . .	895,881.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 584,332.				
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 . . . . .				407,993.
e Remaining amount distributed out of corpus . . . . .	176,339.			
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	1,072,220.			
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) . . . . .	135,411.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . .	936,809.			
10 Analysis of line 9				
a Excess from 2006 . . . . .	154,296.			
b Excess from 2007 . . . . .	168,486.			
c Excess from 2008 . . . . .	205,616.			
d Excess from 2009 . . . . .	232,072.			
e Excess from 2010 . . . . .	176,339.			

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

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 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 9

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	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)				
<p>a <i>Paid during the year</i></p> <p>SEE STATEMENT 10</p>				
<b>Total</b> . . . . .				▶ 3a 538,535.
<p>b <i>Approved for future payment</i></p>				
<b>Total</b> . . . . .				▶ 3b





**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

SHACKELFORD CHARITABLE TRUST 59-7906340

Employer identification number

62-6363101

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .					1b 40,864.
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 <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back . . . . . ▶					5 40,864.

**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			39,494.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .					6b 38,904.
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 2,320.
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 <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back . . . . . ▶					12 80,718.

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

Schedule D (Form 1041) 2010

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr )	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		40,864.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year . . . . .	<b>14a</b>		80,718.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh) . . . . .	<b>14b</b>		
c	28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . . ▶	<b>15</b>		121,582.

**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

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

**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.

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

**Continuation Sheet for Schedule D  
(Form 1041)**

**2010**

Department of the Treasury  
Internal Revenue Service

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

Name of estate or trust **SHACKELFORD CHARITABLE TRUST 59-7906340** Employer identification number **62-6363101**

**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 285. AMGEN INC	03/30/2009	01/15/2010	15,903.00	14,268.00	1,635.00
2279. BANK OF AMERICA CORP COM	10/28/2009	01/15/2010	37,079.00	35,637.00	1,442.00
488. COACH INC COM	09/28/2009	01/15/2010	18,203.00	15,906.00	2,297.00
230. DEVON ENERGY CORP COM	02/27/2009	01/15/2010	16,659.00	10,186.00	6,473.00
381. FLUOR CORP COM	11/20/2009	01/15/2010	18,738.00	16,829.00	1,909.00
24. HUNT J B TRANS SVCS INC COM	12/23/2009	01/15/2010	811.00	798.00	13.00
292. KOHL'S CORP COM STK	02/27/2009	01/15/2010	15,108.00	10,276.00	4,832.00
710. MORGAN STANLEY DEAN WITTER DISCOVER & CO	09/01/2009	01/15/2010	21,326.00	19,654.00	1,672.00
465. NUCOR CORP COM	08/17/2009	01/15/2010	21,990.00	21,761.00	229.00
207. OCCIDENTAL PETE CORP COM	09/29/2009	01/15/2010	16,239.00	16,230.00	9.00
51. PARKER HANNIFIN CORP COM	12/23/2009	01/15/2010	2,963.00	2,792.00	171.00
376. QUALCOMM CORP COM STK	06/22/2009	01/15/2010	18,210.00	16,721.00	1,489.00
800. SCHWAB CHARLES CORP NEW COM	01/28/2009	01/15/2010	15,112.00	12,630.00	2,482.00
190. VISA INC CL A COM	05/26/2009	01/15/2010	16,471.00	12,603.00	3,868.00
1417.272 ALLIANZ NFJ SMALL-CAP VALUE-I	07/20/2009	01/20/2010	35,333.00	27,810.00	7,523.00
68. AMGEN INC	03/30/2009	01/20/2010	3,842.00	3,404.00	438.00
43. COACH INC COM	09/28/2009	01/20/2010	1,507.00	1,402.00	105.00
47. DEVON ENERGY CORP COM	02/27/2009	01/20/2010	3,352.00	2,082.00	1,270.00
17. HUNT J B TRANS SVCS INC COM	12/23/2009	01/20/2010	564.00	565.00	-1.00
76. KOHL'S CORP COM STK	02/27/2009	01/20/2010	3,928.00	2,675.00	1,253.00
87. MORGAN STANLEY DEAN WITTER DISCOVER & CO	05/11/2009	01/20/2010	2,668.00	2,309.00	359.00
69. NUCOR CORP COM	08/17/2009	01/20/2010	3,279.00	3,078.00	201.00
81. OMNICOM GROUP COM	12/24/2009	01/20/2010	3,052.00	3,205.00	-153.00
45. PARKER HANNIFIN CORP COM	12/23/2009	01/20/2010	2,686.00	2,464.00	222.00

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

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

Schedule D-1 (Form 1041) 2010

**Continuation Sheet for Schedule D**  
**(Form 1041)**

**2010**

Department of the Treasury  
Internal Revenue Service

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

Name of estate or trust <b>SHACKELFORD CHARITABLE TRUST 59-7906340</b>	Employer identification number <b>62-6363101</b>
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**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)
<b>1a 171. SCHWAB CHARLES CORP NEW COM</b>	01/28/2009	01/20/2010	3,208.00	2,700.00	508.00
32. VISA INC CL A COM	05/26/2009	01/20/2010	2,776.00	2,123.00	653.00
488. TARGET CORP COM	09/28/2009	02/09/2010	24,020.00	23,303.00	717.00
14. UNION PACIFIC CORP COM	06/22/2009	03/01/2010	941.00	694.00	247.00
9681.77 ABERDEEN EQUITY LONG SHORT-I	01/20/2010	05/24/2010	104,757.00	108,145.00	-3,388.00
5517.731 JANUS PERKINS SMALL CAP VALUE-I	01/20/2010	05/24/2010	119,955.00	117,693.00	2,262.00
9067.953 RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	01/20/2010	05/24/2010	94,760.00	95,486.00	-726.00
529.97 T ROWE PRICE REAL ESTATE FD	01/20/2010	05/24/2010	7,886.00	6,132.00	1,754.00
18021.944 SENTINEL SMALL CO-I	01/20/2010	05/24/2010	117,683.00	115,701.00	1,982.00
100000. BP CAP MKTS PLC 3.625% 5/08/14	01/20/2010	06/03/2010	93,568.00	104,220.00	-10,652.00
859. HALLIBURTON CO COM	09/29/2009	06/08/2010	19,370.00	23,507.00	-4,137.00
450. MICROSOFT CORP COM	05/24/2010	06/08/2010	11,157.00	12,074.00	-917.00
45.5259 FRONTIER COMMUNICATIONS CORP COM	05/24/2010	07/08/2010	332.00	331.00	1.00
.0816 FRONTIER COMMUNICATI ONS CORP COM	05/24/2010	07/15/2010	1.00	1.00	
165. EXELON CORPORATION COM	05/24/2010	08/17/2010	6,856.00	6,486.00	370.00
279. MONSANTO CO NEW COM	05/24/2010	08/17/2010	16,475.00	18,527.00	-2,052.00
266. TRANSOCEAN LTD CHF15 SHS	09/29/2009	09/28/2010	16,771.00	22,824.00	-6,053.00
950. ADOBE SYS INC COM	06/08/2010	10/08/2010	25,641.00	29,374.00	-3,733.00
85. AMAZON COM INC COM	05/24/2010	10/14/2010	13,231.00	10,355.00	2,876.00
310. HEWLETT PACKARD COM	05/24/2010	10/14/2010	13,000.00	14,437.00	-1,437.00
275.239 ABERDEEN EQUITY LONG SHORT-I	01/20/2010	10/25/2010	3,171.00	3,074.00	97.00
2197.06 PIMCO COMMODITY REALRTN STRATEGY-I	01/20/2010	10/25/2010	19,246.00	18,126.00	1,120.00
359.364 RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	01/20/2010	10/25/2010	4,068.00	3,784.00	284.00
3190.582 RIDGEWORTH FD-INTL EQTY INDEX #RGD8	05/24/2010	10/25/2010	42,594.00	34,915.00	7,679.00

**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.

**Continuation Sheet for Schedule D  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

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

**2010**

Name of estate or trust: **SHACKELFORD CHARITABLE TRUST 59-7906340**  
Employer identification number: **62-6363101**

**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 934.799 SENTINEL SMALL CO-I	01/20/2010	10/25/2010	6,759.00	6,001.00	758.00
231. PARKER HANNIFIN CORP COM	10/25/2010	11/03/2010	17,880.00	14,486.00	3,394.00
25. AMGEN INC	10/25/2010	12/13/2010	1,351.00	1,362.00	-11.00
21. APACHE CORP COM	10/25/2010	12/13/2010	2,463.00	2,146.00	317.00
14. APPLE COMPUTER COM	10/25/2010	12/13/2010	4,516.00	4,328.00	188.00
62. AUTODESK INC COM	10/25/2010	12/13/2010	2,397.00	2,020.00	377.00
160. BB&T CORPORATION COM	08/17/2010	12/13/2010	4,291.00	3,825.00	466.00
449. BANK OF AMERICA CORP COM	05/24/2010	12/13/2010	5,626.00	7,152.00	-1,526.00
38. BAXTER INTL INC COM	01/19/2010	12/13/2010	1,917.00	2,326.00	-409.00
3. CAMERON INTL CORP COM	10/25/2010	12/13/2010	151.00	130.00	21.00
178. CAPITAL ONE FINL CORP COM	01/20/2010	12/13/2010	7,503.00	7,570.00	-67.00
50. CARNIVAL CORP UNIT COM	10/25/2010	12/13/2010	2,172.00	1,980.00	192.00
54. CHEVRONTEXACO CORP COM	10/25/2010	12/13/2010	4,793.00	4,331.00	462.00
57. COACH INC COM	10/25/2010	12/13/2010	3,281.00	2,454.00	827.00
94. E M C CORP MASS COM	10/25/2010	12/13/2010	2,127.00	1,928.00	199.00
42. EMERSON ELEC CO COM	10/25/2010	12/13/2010	2,435.00	2,148.00	287.00
48. EXPRESS SCRIPTS INC CL-A	05/24/2010	12/13/2010	2,608.00	2,402.00	206.00
45. EXXON MOBIL CORP	10/25/2010	12/13/2010	3,259.00	2,946.00	313.00
50. FLUOR CORP COM	10/25/2010	12/13/2010	3,106.00	2,491.00	615.00
22. FLOWSERVE CORP COM	10/25/2010	12/13/2010	2,573.00	2,472.00	101.00
42. FREEPORT-MCMORAN COPPER & GOLD I CL B COM	10/25/2010	12/13/2010	4,882.00	4,088.00	794.00
7. GOOGLE INC CL A COM	05/24/2010	12/13/2010	4,179.00	3,367.00	812.00
124. HARTFORD FINANCIAL SVCS GROUP IN COM	04/29/2010	12/13/2010	3,181.00	3,668.00	-487.00
119. HOME DEPOT INC COM	05/24/2010	12/13/2010	4,114.00	3,929.00	185.00

**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.

**Continuation Sheet for Schedule D  
(Form 1041)**

**2010**

Department of the Treasury  
Internal Revenue Service

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

Name of estate or trust: **SHACKELFORD CHARITABLE TRUST 59-7906340**  
Employer identification number: **62-6363101**

**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 69. HUNT J B TRANS SVCS INC COM	10/25/2010	12/13/2010	2,752.00	2,463.00	289.00
99. INTEL CORP COM	05/24/2010	12/13/2010	2,126.00	2,068.00	58.00
22. INTUIT INC COM	10/14/2010	12/13/2010	1,066.00	1,037.00	29.00
41. JOHNSON & JOHNSON COM	10/25/2010	12/13/2010	2,534.00	2,606.00	-72.00
7. KOHL'S CORP COM STK	10/25/2010	12/13/2010	373.00	372.00	1.00
131. MORGAN STANLEY DEAN WITTER DISCOVER & CO	05/24/2010	12/13/2010	3,526.00	3,546.00	-20.00
25. OCCIDENTAL PETE CORP COM	10/25/2010	12/13/2010	2,344.00	2,017.00	327.00
13. OMNICOM GROUP COM	10/25/2010	12/13/2010	605.00	566.00	39.00
130. ORACLE CORPORATION COM	10/25/2010	12/13/2010	3,957.00	3,055.00	902.00
32. PNC FINL CORP COM	05/24/2010	12/13/2010	1,922.00	1,991.00	-69.00
5. PHILIP MORRIS INTL COM	10/25/2010	12/13/2010	292.00	294.00	-2.00
22. PRAXAIR INC COM	10/25/2010	12/13/2010	2,060.00	2,046.00	14.00
32. PROCTER & GAMBLE CO COM	11/03/2010	12/13/2010	2,024.00	2,051.00	-27.00
104. TEVA PHARMACEUTICAL INDS LTD COM	01/19/2010	12/13/2010	5,556.00	6,088.00	-532.00
18. TRAVELERS COS INC/THE COM	10/25/2010	12/13/2010	998.00	997.00	1.00
5. UNION PACIFIC CORP COM	10/25/2010	12/13/2010	462.00	435.00	27.00
36. UNITED PARCEL SVC INC CL B	10/25/2010	12/13/2010	2,623.00	2,292.00	331.00
26. UNITED TECHNOLOGIES CORP COM	10/25/2010	12/13/2010	2,036.00	1,908.00	128.00
36. VISA INC CL A COM	10/25/2010	12/13/2010	2,920.00	2,829.00	91.00
20. WALMART STORES INC COM	10/25/2010	12/13/2010	1,085.00	1,084.00	1.00
82. WILLIAMS COMPANIES INC DELAWARE	03/01/2010	12/13/2010	1,996.00	1,806.00	190.00
8.606 ABERDEEN EQUITY LONG SHORT-I	01/20/2010	12/14/2010	100.00	96.00	4.00
346.796 JANUS PERKINS SMALL CAP VALUE-I	10/25/2010	12/14/2010	8,500.00	7,431.00	1,069.00
71.388 OPPENHEIMER DEVELOPING MKTS INSTL-Y	10/25/2010	12/14/2010	2,500.00	2,459.00	41.00

**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



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

SHACKELFORD CHARITABLE TRUST 59-7906340

62-6363101

**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 1020. ABB LTD SPONS ADR	07/08/2008	01/15/2010	20,389.00	27,564.00	-7,175.00
454. AT & T INC COM	12/30/2004	01/15/2010	11,659.00	9,630.00	2,029.00
528. ABBOTT LABS COM	02/20/2008	01/15/2010	29,197.00	28,853.00	344.00
287. APACHE CORP COM	04/27/2007	01/15/2010	30,704.00	21,261.00	9,443.00
158. APPLE COMPUTER COM	01/08/2008	01/15/2010	32,743.00	28,009.00	4,734.00
671. BANK OF NEW YORK MELLON CORP COM	02/07/2008	01/15/2010	19,533.00	30,826.00	-11,293.00
243. BAXTER INTL INC COM	11/06/2008	01/15/2010	14,833.00	14,200.00	633.00
453. BERKLEY W R CORP COM	10/16/2007	01/15/2010	11,303.00	14,289.00	-2,986.00
729. CVS CORP COM	04/27/2007	01/15/2010	24,637.00	26,696.00	-2,059.00
535. CHEVRONTEXACO CORP COM	10/06/2000	01/15/2010	41,986.00	17,976.00	24,010.00
1554. CISCO SYSTEMS COM STK	05/11/2007	01/15/2010	37,979.00	41,372.00	-3,393.00
781. WALT DISNEY CO	08/06/2003	01/15/2010	23,836.00	16,562.00	7,274.00
1149. E M C CORP MASS COM	05/15/2008	01/15/2010	20,613.00	20,248.00	365.00
427. EMERSON ELEC CO COM	12/15/2005	01/15/2010	18,925.00	16,236.00	2,689.00
463. EXELON CORPORATION COM	04/27/2007	01/15/2010	22,409.00	35,017.00	-12,608.00
366. EXPRESS SCRIPTS INC CL-A	10/17/2007	01/15/2010	32,804.00	21,270.00	11,534.00
588. EXXON MOBIL CORP	05/23/2001	01/15/2010	40,530.00	25,831.00	14,699.00
150000. FED HOME LN BK 4.875% 1/15/15	04/16/2008	01/15/2010	150,000.00	152,586.00	-2,586.00
255. FREEPORT-MCMORAN COPPER & GOLD I CL B COM	10/10/2008	01/15/2010	21,598.00	8,881.00	12,717.00
1516. GENERAL ELEC CO COM	04/27/2007	01/15/2010	24,786.00	55,621.00	-30,835.00
290. GILEAD SCIENCES INC COM	11/17/2008	01/15/2010	13,038.00	13,481.00	-443.00
119. GOLDMAN SACHS GROUP INC COM	06/26/2008	01/15/2010	19,686.00	24,869.00	-5,183.00
55. GOOGLE INC CL A COM	07/21/2008	01/15/2010	32,149.00	25,688.00	6,461.00
757. HALLIBURTON CO COM	07/10/2008	01/15/2010	25,442.00	35,587.00	-10,145.00
247. HARRIS CORP DEL COM COM	04/27/2007	01/15/2010	11,774.00	12,954.00	-1,180.00

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

Schedule D-1 (Form 1041) 2010

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Employer identification number

SHACKELFORD CHARITABLE TRUST 59-7906340

62-6363101

**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 922. HEWLETT PACKARD COM	05/11/2007	01/15/2010	48,266.00	41,618.00	6,648.00
789. HOME DEPOT INC COM	09/30/2008	01/15/2010	22,557.00	19,726.00	2,831.00
1305. INTEL CORP COM	01/15/2008	01/15/2010	27,392.00	28,991.00	-1,599.00
262. INTERNATIONAL BUSINESS MACHS COR COM	05/16/2003	01/15/2010	34,511.00	23,423.00	11,088.00
1059. J P MORGAN CHASE & CO	09/12/2007	01/15/2010	46,532.00	44,670.00	1,862.00
563. JOHNSON & JOHNSON COM	01/28/2008	01/15/2010	36,189.00	29,736.00	6,453.00
392. MCDONALDS CORP COM	05/11/2007	01/15/2010	24,375.00	19,832.00	4,543.00
691. MERCK & CO INC NEW COM	08/14/2007	01/15/2010	27,246.00	34,798.00	-7,552.00
1201. MICROSOFT CORP COM	01/11/2006	01/15/2010	36,918.00	32,190.00	4,728.00
218. MONSANTO CO NEW COM	07/10/2008	01/15/2010	17,872.00	25,911.00	-8,039.00
114. OCCIDENTAL PETE CORP COM	09/10/2008	01/15/2010	8,943.00	7,928.00	1,015.00
985. ORACLE CORPORATION COM	07/26/2007	01/15/2010	24,694.00	19,661.00	5,033.00
459. PEPSICO INC COM	04/27/2007	01/15/2010	28,458.00	30,551.00	-2,093.00
209. PRAXAIR INC COM	10/10/2008	01/15/2010	16,902.00	12,394.00	4,508.00
362. PROCTER & GAMBLE CO COM	12/12/2000	01/15/2010	22,133.00	12,266.00	9,867.00
74. QUALCOMM CORP COM STK	11/10/2008	01/15/2010	3,584.00	2,607.00	977.00
267. SCHLUMBERGER LTD COM	01/15/2008	01/15/2010	18,877.00	25,256.00	-6,379.00
504. TARGET CORP COM	07/27/2007	01/15/2010	25,144.00	31,321.00	-6,177.00
548. TEXAS INSTRS INC COM	05/11/2007	01/15/2010	13,355.00	20,089.00	-6,734.00
308. THERMO ELECTRON CORP	07/24/2008	01/15/2010	14,612.00	18,202.00	-3,590.00
349. TRAVELERS COS INC/THE COM	09/27/2006	01/15/2010	16,909.00	16,260.00	649.00
363. UNION PACIFIC CORP COM	09/16/2008	01/15/2010	23,679.00	27,406.00	-3,727.00
300. UNITED PARCEL SVC INC CL B	10/29/2008	01/15/2010	18,583.00	14,751.00	3,832.00
412. UNITED TECHNOLOGIES CORP COM	08/21/2002	01/15/2010	29,566.00	12,694.00	16,872.00
477. VERIZON COMMUNICATIONS COM	05/11/2007	01/15/2010	14,596.00	19,595.00	-4,999.00

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

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Employer identification number

SHACKELFORD CHARITABLE TRUST 59-7906340

62-6363101

**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 359. WALMART STORES INC COM	05/11/2007	01/15/2010	19,278.00	17,085.00	2,193.00
855. WELLS FARGO & CO NEW COM	03/26/2008	01/15/2010	24,034.00	26,150.00	-2,116.00
669. INVESCO LTD BERMUDA COM	05/23/2008	01/15/2010	15,104.00	18,159.00	-3,055.00
215. TRANSOCEAN LTD CHF15 SHS	09/18/2008	01/15/2010	19,544.00	24,827.00	-5,283.00
760. BERKLEY W R CORP COM	10/16/2007	01/19/2010	18,833.00	23,948.00	-5,115.00
444. INTERNATIONAL BUSINESS MACHS COR COM	06/03/2004	01/19/2010	58,981.00	39,223.00	19,758.00
62. ABB LTD SPONS ADR	07/08/2008	01/20/2010	1,176.00	1,675.00	-499.00
191. AT & T INC COM	12/30/2004	01/20/2010	4,918.00	4,052.00	866.00
72. ABBOTT LABS COM	10/26/2007	01/20/2010	4,031.00	3,902.00	129.00
5930.126 ALLIANZ NFJ SMALL-CAP VALUE-I	11/24/2008	01/20/2010	147,838.00	175,360.00	-27,522.00
37. APACHE CORP COM	04/27/2007	01/20/2010	3,933.00	2,741.00	1,192.00
37. APPLE COMPUTER COM	11/09/2007	01/20/2010	7,797.00	6,332.00	1,465.00
89. BANK OF NEW YORK MELLON CORP COM	02/07/2008	01/20/2010	2,696.00	4,089.00	-1,393.00
62. CVS CORP COM	04/27/2007	01/20/2010	2,092.00	2,270.00	-178.00
75. CHEVRONTEXACO CORP COM	10/06/2000	01/20/2010	5,852.00	2,520.00	3,332.00
182. CISCO SYSTEMS COM STK	05/11/2007	01/20/2010	4,423.00	4,845.00	-422.00
174. WALT DISNEY CO	08/06/2003	01/20/2010	5,377.00	3,690.00	1,687.00
133. E M C CORP MASS COM	05/15/2008	01/20/2010	2,367.00	2,344.00	23.00
30. EMERSON ELEC CO COM	12/15/2005	01/20/2010	1,318.00	1,141.00	177.00
65. EXELON CORPORATION COM	04/27/2007	01/20/2010	3,125.00	4,916.00	-1,791.00
35. EXPRESS SCRIPTS INC CL-A	10/17/2007	01/20/2010	3,093.00	2,034.00	1,059.00
72. EXXON MOBIL CORP	05/23/2001	01/20/2010	4,924.00	3,163.00	1,761.00
26. FREEPORT-MCMORAN COPPER & GOLD I CL B COM	10/10/2008	01/20/2010	2,140.00	905.00	1,235.00
22. GILEAD SCIENCES INC COM	11/17/2008	01/20/2010	1,004.00	1,023.00	-19.00
22. GOLDMAN SACHS GROUP INC COM	06/26/2008	01/20/2010	3,640.00	3,943.00	-303.00

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

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Employer identification number

SHACKELFORD CHARITABLE TRUST 59-7906340

62-6363101

**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 16. GOOGLE INC CL A COM	05/11/2007	01/20/2010	9,249.00	7,435.00	1,814.00
3. HALLIBURTON CO COM	07/10/2008	01/20/2010	100.00	141.00	-41.00
29. HARRIS CORP DEL COM COM	04/27/2007	01/20/2010	1,396.00	1,521.00	-125.00
143. HEWLETT PACKARD COM	05/11/2007	01/20/2010	7,407.00	6,455.00	952.00
156. HOME DEPOT INC COM	09/30/2008	01/20/2010	4,442.00	3,900.00	542.00
91. INTEL CORP COM	09/27/2006	01/20/2010	1,910.00	1,856.00	54.00
23. J P MORGAN CHASE & CO	01/11/2006	01/20/2010	990.00	938.00	52.00
81. JOHNSON & JOHNSON COM	04/12/2001	01/20/2010	5,254.00	3,693.00	1,561.00
66. MCDONALDS CORP COM	05/11/2007	01/20/2010	4,155.00	3,339.00	816.00
24. MERCK & CO INC NEW COM	08/14/2007	01/20/2010	972.00	1,209.00	-237.00
176. MICROSOFT CORP COM	03/21/2001	01/20/2010	5,368.00	4,576.00	792.00
26. MONSANTO CO NEW COM	07/10/2008	01/20/2010	2,120.00	3,090.00	-970.00
63. OCCIDENTAL PETE CORP COM	09/10/2008	01/20/2010	4,886.00	4,381.00	505.00
108. ORACLE CORPORATION COM	07/26/2007	01/20/2010	2,661.00	2,156.00	505.00
49. PEPSICO INC COM	04/27/2007	01/20/2010	3,016.00	3,261.00	-245.00
89. PHILIP MORRIS INTL COM	01/15/2008	01/20/2010	4,370.00	4,853.00	-483.00
27. PRAXAIR INC COM	10/10/2008	01/20/2010	2,180.00	1,601.00	579.00
51. PROCTER & GAMBLE CO COM	12/12/2000	01/20/2010	3,081.00	1,728.00	1,353.00
55. QUALCOMM CORP COM STK	11/10/2008	01/20/2010	2,662.00	1,938.00	724.00
9. SCHLUMBERGER LTD COM	01/15/2008	01/20/2010	620.00	808.00	-188.00
60. TARGET CORP COM	07/27/2007	01/20/2010	3,056.00	3,729.00	-673.00
142. TEXAS INSTRS INC COM	05/11/2007	01/20/2010	3,482.00	5,206.00	-1,724.00
36. THERMO ELECTRON CORP	07/24/2008	01/20/2010	1,764.00	2,128.00	-364.00
62. TRAVELERS COS INC/THE COM	09/27/2006	01/20/2010	3,014.00	2,806.00	208.00
37. UNION PACIFIC CORP COM	09/16/2008	01/20/2010	2,308.00	2,675.00	-367.00

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

Schedule D-1 (Form 1041) 2010

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SHACKELFORD CHARITABLE TRUST 59-7906340

62-6363101

**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 7. UNITED PARCEL SVC INC CL B	10/29/2008	01/20/2010	427.00	344.00	83.00
41. UNITED TECHNOLOGIES CORP COM	08/21/2002	01/20/2010	2,921.00	1,263.00	1,658.00
147. VERIZON COMMUNICATIONS COM	05/11/2007	01/20/2010	4,532.00	6,039.00	-1,507.00
48. WALMART STORES INC COM	05/11/2007	01/20/2010	2,561.00	2,284.00	277.00
9. WELLS FARGO & CO NEW COM	03/26/2008	01/20/2010	253.00	275.00	-22.00
111. INVESCO LTD BERMUDA COM	05/23/2008	01/20/2010	2,471.00	3,013.00	-542.00
11. TRANSOCEAN LTD CHF15 SHS	09/18/2008	01/20/2010	1,004.00	1,270.00	-266.00
253. TARGET CORP COM	07/27/2007	02/09/2010	12,453.00	15,723.00	-3,270.00
413. GILEAD SCIENCES INC COM	11/17/2008	03/01/2010	19,597.00	19,200.00	397.00
1333. SCHWAB CHARLES CORP NEW COM	01/28/2009	03/01/2010	24,304.00	21,045.00	3,259.00
197. UNION PACIFIC CORP COM	09/16/2008	03/01/2010	13,242.00	14,240.00	-998.00
388. DEVON ENERGY CORP COM	02/27/2009	03/11/2010	27,966.00	17,184.00	10,782.00
386. HARRIS CORP DEL COM COM	05/11/2007	04/29/2010	20,176.00	20,081.00	95.00
666. QUALCOMM CORP COM STK	11/10/2008	04/29/2010	25,977.00	23,463.00	2,514.00
169. EXXON MOBIL CORP	05/23/2001	05/04/2010	11,197.00	7,424.00	3,773.00
618. MCDONALDS CORP COM	05/11/2007	05/07/2010	42,390.00	31,265.00	11,125.00
849. AT & T INC COM	12/30/2004	05/20/2010	21,216.00	18,009.00	3,207.00
985.001 FORUM ABSOLUTE STRATEGIES-I	10/29/2007	05/24/2010	10,431.00	10,805.00	-374.00
4681.615 RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	10/29/2007	05/24/2010	48,923.00	64,886.00	-15,963.00
2798.121 RIDGEWORTH FD-INTL 130/30 #RGD1	04/21/2008	05/24/2010	16,089.00	25,497.00	-9,408.00
6713.922 T ROWE PRICE REAL ESTATE FD	11/24/2008	05/24/2010	99,903.00	110,275.00	-10,372.00
179. HALLIBURTON CO COM	07/10/2008	06/08/2010	4,036.00	8,415.00	-4,379.00
1892. MICROSOFT CORP COM	03/21/2001	06/08/2010	46,909.00	49,192.00	-2,283.00
205.4741 FRONTIER COMMUNICATIONS CORP COM	05/11/2007	07/08/2010	1,497.00	2,221.00	-724.00
100000. FED HOME LN BK 5.550% 7/20/12	04/15/2008	07/20/2010	100,000.00	105,867.00	-5,867.00

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

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**SHACKELFORD CHARITABLE TRUST 59-7906340**

Employer identification number  
**62-6363101**

**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 724. EXELON CORPORATION COM	04/27/2007	08/17/2010	30,081.00	54,756.00	-24,675.00
164. MONSANTO CO NEW COM	07/10/2008	08/17/2010	9,684.00	19,493.00	-9,809.00
100000. FED HOME LN BK 4.270% 9/17/13	04/22/2009	09/17/2010	100,000.00	104,000.00	-4,000.00
41. TRANSOCEAN LTD CHF15 SHS	09/18/2008	09/28/2010	2,585.00	4,734.00	-2,149.00
75. HEWLETT PACKARD COM	05/11/2007	10/14/2010	3,145.00	3,385.00	-240.00
22821.299 RIDGEWORTH FD-INTL EQTY INDEX #RGD8	02/02/2009	10/25/2010	304,664.00	228,617.00	76,047.00
1804.875 RIDGEWORTH FD-INTL 130/30 #RGD1	04/21/2008	10/25/2010	12,941.00	16,447.00	-3,506.00
5. SCHLUMBERGER LTD COM	01/15/2008	10/25/2010	345.00	449.00	-104.00
100000. FED FARM CR BK 5.150% 10/29/14	04/15/2008	10/29/2010	100,000.00	104,216.00	-4,216.00
279. PARKER HANNIFIN CORP COM	10/28/2009	11/03/2010	21,596.00	14,964.00	6,632.00
146. ABB LTD SPONS ADR	07/08/2008	12/13/2010	3,079.00	3,945.00	-866.00
58. ABBOTT LABS COM	10/26/2007	12/13/2010	2,750.00	3,143.00	-393.00
85. BANK OF NEW YORK MELLON CORP COM	02/07/2008	12/13/2010	2,489.00	3,905.00	-1,416.00
94. CVS CORP COM	07/24/2007	12/13/2010	3,176.00	3,428.00	-252.00
128. CISCO SYSTEMS COM STK	05/11/2007	12/13/2010	2,509.00	3,408.00	-899.00
209. GENERAL ELEC CO COM	04/27/2007	12/13/2010	3,678.00	7,586.00	-3,908.00
18. GOLDMAN SACHS GROUP INC COM	06/26/2008	12/13/2010	3,068.00	3,226.00	-158.00
139. J P MORGAN CHASE & CO	01/11/2006	12/13/2010	5,796.00	5,671.00	125.00
58. MERCK & CO INC NEW COM	08/14/2007	12/13/2010	2,098.00	2,921.00	-823.00
89. NUCOR CORP COM	08/17/2009	12/13/2010	3,803.00	3,970.00	-167.00
15. PARKER HANNIFIN CORP COM	10/28/2009	12/13/2010	1,297.00	805.00	492.00
37. PEPSICO INC COM	04/27/2007	12/13/2010	2,429.00	2,463.00	-34.00
32. PHILIP MORRIS INTL COM	01/15/2008	12/13/2010	1,871.00	1,745.00	126.00
4812.32 RIDGEWORTH FD-INTERMEDIATE BD #RGCF	10/29/2007	12/13/2010	50,000.00	48,460.00	1,540.00
4516.712 RIDGEWORTH FD-INVNT GRADE BD #RGCG	10/29/2007	12/13/2010	50,000.00	47,967.00	2,033.00

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



**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 LONG-TERM CAPITAL GAIN DIVIDENDS					39,494.	
20,389.00		1020. ABB LTD SPONS ADR PROPERTY TYPE: SECURITIES 27,564.00					07/08/2008	01/15/2010
							-7,175.00	
11,659.00		454. AT & T INC COM PROPERTY TYPE: SECURITIES 9,630.00					12/30/2004	01/15/2010
							2,029.00	
29,197.00		528. ABBOTT LABS COM PROPERTY TYPE: SECURITIES 28,853.00					02/20/2008	01/15/2010
							344.00	
15,903.00		285. AMGEN INC PROPERTY TYPE: SECURITIES 14,268.00					03/30/2009	01/15/2010
							1,635.00	
30,704.00		287. APACHE CORP COM PROPERTY TYPE: SECURITIES 21,261.00					04/27/2007	01/15/2010
							9,443.00	
32,743.00		158. APPLE COMPUTER COM PROPERTY TYPE: SECURITIES 28,009.00					01/08/2008	01/15/2010
							4,734.00	
37,079.00		2279. BANK OF AMERICA CORP COM PROPERTY TYPE: SECURITIES 35,637.00					10/28/2009	01/15/2010
							1,442.00	
19,533.00		671. BANK OF NEW YORK MELLON CORP COM PROPERTY TYPE: SECURITIES 30,826.00					02/07/2008	01/15/2010
							-11,293.00	
14,833.00		243. BAXTER INTL INC COM PROPERTY TYPE: SECURITIES 14,200.00					11/06/2008	01/15/2010
							633.00	
11,303.00		453. BERKLEY W R CORP COM PROPERTY TYPE: SECURITIES 14,289.00					10/16/2007	01/15/2010
							-2,986.00	

**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)	
24,637.00		729. CVS CORP COM PROPERTY TYPE: SECURITIES 26,696.00					04/27/2007	01/15/2010
							-2,059.00	
41,986.00		535. CHEVRONTEXACO CORP COM PROPERTY TYPE: SECURITIES 17,976.00					10/06/2000	01/15/2010
							24,010.00	
37,979.00		1554. CISCO SYSTEMS COM STK PROPERTY TYPE: SECURITIES 41,372.00					05/11/2007	01/15/2010
							-3,393.00	
18,203.00		488. COACH INC COM PROPERTY TYPE: SECURITIES 15,906.00					09/28/2009	01/15/2010
							2,297.00	
16,659.00		230. DEVON ENERGY CORP COM PROPERTY TYPE: SECURITIES 10,186.00					02/27/2009	01/15/2010
							6,473.00	
23,836.00		781. WALT DISNEY CO PROPERTY TYPE: SECURITIES 16,562.00					08/06/2003	01/15/2010
							7,274.00	
20,613.00		1149. E M C CORP MASS COM PROPERTY TYPE: SECURITIES 20,248.00					05/15/2008	01/15/2010
							365.00	
18,925.00		427. EMERSON ELEC CO COM PROPERTY TYPE: SECURITIES 16,236.00					12/15/2005	01/15/2010
							2,689.00	
22,409.00		463. EXELON CORPORATION COM PROPERTY TYPE: SECURITIES 35,017.00					04/27/2007	01/15/2010
							-12,608.00	
32,804.00		366. EXPRESS SCRIPTS INC CL-A PROPERTY TYPE: SECURITIES 21,270.00					10/17/2007	01/15/2010
							11,534.00	
40,530.00		588. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 25,831.00					05/23/2001	01/15/2010
							14,699.00	

**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)	
150,000.00		150000. FED HOME LN BK PROPERTY TYPE: SECURITIES 152,586.00		4.875%	1/1		04/16/2008	01/15/2010
							-2,586.00	
18,738.00		381. FLUOR CORP COM PROPERTY TYPE: SECURITIES 16,829.00					11/20/2009	01/15/2010
							1,909.00	
21,598.00		255. FREEPORT-MCMORAN COPPER & GOLD I PROPERTY TYPE: SECURITIES 8,881.00					10/10/2008	01/15/2010
							12,717.00	
24,786.00		1516. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES 55,621.00					04/27/2007	01/15/2010
							-30,835.00	
13,038.00		290. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES 13,481.00					11/17/2008	01/15/2010
							-443.00	
19,686.00		119. GOLDMAN SACHS GROUP INC COM PROPERTY TYPE: SECURITIES 24,869.00					06/26/2008	01/15/2010
							-5,183.00	
32,149.00		55. GOOGLE INC CL A COM PROPERTY TYPE: SECURITIES 25,688.00					07/21/2008	01/15/2010
							6,461.00	
25,442.00		757. HALLIBURTON CO COM PROPERTY TYPE: SECURITIES 35,587.00					07/10/2008	01/15/2010
							-10,145.00	
11,774.00		247. HARRIS CORP DEL COM COM PROPERTY TYPE: SECURITIES 12,954.00					04/27/2007	01/15/2010
							-1,180.00	
48,266.00		922. HEWLETT PACKARD COM PROPERTY TYPE: SECURITIES 41,618.00					05/11/2007	01/15/2010
							6,648.00	
22,557.00		789. HOME DEPOT INC COM PROPERTY TYPE: SECURITIES 19,726.00					09/30/2008	01/15/2010
							2,831.00	

**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)	
811.00		24. HUNT J B TRANS SVCS INC COM PROPERTY TYPE: SECURITIES 798.00					12/23/2009	01/15/2010
						13.00		
27,392.00		1305. INTEL CORP COM PROPERTY TYPE: SECURITIES 28,991.00					01/15/2008	01/15/2010
						-1,599.00		
34,511.00		262. INTERNATIONAL BUSINESS MACHS COR PROPERTY TYPE: SECURITIES 23,423.00					05/16/2003	01/15/2010
						11,088.00		
46,532.00		1059. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 44,670.00					09/12/2007	01/15/2010
						1,862.00		
36,189.00		563. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES 29,736.00					01/28/2008	01/15/2010
						6,453.00		
15,108.00		292. KOHL'S CORP COM STK PROPERTY TYPE: SECURITIES 10,276.00					02/27/2009	01/15/2010
						4,832.00		
24,375.00		392. MCDONALDS CORP COM PROPERTY TYPE: SECURITIES 19,832.00					05/11/2007	01/15/2010
						4,543.00		
27,246.00		691. MERCK & CO INC NEW COM PROPERTY TYPE: SECURITIES 34,798.00					08/14/2007	01/15/2010
						-7,552.00		
36,918.00		1201. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 32,190.00					01/11/2006	01/15/2010
						4,728.00		
17,872.00		218. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES 25,911.00					07/10/2008	01/15/2010
						-8,039.00		
21,326.00		710. MORGAN STANLEY DEAN WITTER DISCOV PROPERTY TYPE: SECURITIES 19,654.00					09/01/2009	01/15/2010
						1,672.00		

**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)	
21,990.00		465. NUCOR CORP COM PROPERTY TYPE: SECURITIES 21,761.00					08/17/2009	01/15/2010
						229.00		
16,239.00		207. OCCIDENTAL PETE CORP COM PROPERTY TYPE: SECURITIES 16,230.00					09/29/2009	01/15/2010
						9.00		
8,943.00		114. OCCIDENTAL PETE CORP COM PROPERTY TYPE: SECURITIES 7,928.00					09/10/2008	01/15/2010
						1,015.00		
24,694.00		985. ORACLE CORPORATION COM PROPERTY TYPE: SECURITIES 19,661.00					07/26/2007	01/15/2010
						5,033.00		
2,963.00		51. PARKER HANNIFIN CORP COM PROPERTY TYPE: SECURITIES 2,792.00					12/23/2009	01/15/2010
						171.00		
28,458.00		459. PEPSICO INC COM PROPERTY TYPE: SECURITIES 30,551.00					04/27/2007	01/15/2010
						-2,093.00		
16,902.00		209. PRAXAIR INC COM PROPERTY TYPE: SECURITIES 12,394.00					10/10/2008	01/15/2010
						4,508.00		
22,133.00		362. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 12,266.00					12/12/2000	01/15/2010
						9,867.00		
18,210.00		376. QUALCOMM CORP COM STK PROPERTY TYPE: SECURITIES 16,721.00					06/22/2009	01/15/2010
						1,489.00		
3,584.00		74. QUALCOMM CORP COM STK PROPERTY TYPE: SECURITIES 2,607.00					11/10/2008	01/15/2010
						977.00		
18,877.00		267. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES 25,256.00					01/15/2008	01/15/2010
						-6,379.00		

**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)	
15,112.00		800. SCHWAB CHARLES CORP NEW COM PROPERTY TYPE: SECURITIES 12,630.00					01/28/2009	01/15/2010
							2,482.00	
25,144.00		504. TARGET CORP COM PROPERTY TYPE: SECURITIES 31,321.00					07/27/2007	01/15/2010
							-6,177.00	
13,355.00		548. TEXAS INSTRS INC COM PROPERTY TYPE: SECURITIES 20,089.00					05/11/2007	01/15/2010
							-6,734.00	
14,612.00		308. THERMO ELECTRON CORP PROPERTY TYPE: SECURITIES 18,202.00					07/24/2008	01/15/2010
							-3,590.00	
16,909.00		349. TRAVELERS COS INC/THE COM PROPERTY TYPE: SECURITIES 16,260.00					09/27/2006	01/15/2010
							649.00	
23,679.00		363. UNION PACIFIC CORP COM PROPERTY TYPE: SECURITIES 27,406.00					09/16/2008	01/15/2010
							-3,727.00	
18,583.00		300. UNITED PARCEL SVC INC CL B PROPERTY TYPE: SECURITIES 14,751.00					10/29/2008	01/15/2010
							3,832.00	
29,566.00		412. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES 12,694.00					08/21/2002	01/15/2010
							16,872.00	
14,596.00		477. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES 19,595.00					05/11/2007	01/15/2010
							-4,999.00	
16,471.00		190. VISA INC CL A COM PROPERTY TYPE: SECURITIES 12,603.00					05/26/2009	01/15/2010
							3,868.00	
19,278.00		359. WALMART STORES INC COM PROPERTY TYPE: SECURITIES 17,085.00					05/11/2007	01/15/2010
							2,193.00	

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
24,034.00		855. WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES 26,150.00				03/26/2008 -2,116.00	01/15/2010
15,104.00		669. INVESCO LTD BERMUDA COM PROPERTY TYPE: SECURITIES 18,159.00				05/23/2008 -3,055.00	01/15/2010
19,544.00		215. TRANSOCEAN LTD CHF15 SHS PROPERTY TYPE: SECURITIES 24,827.00				09/18/2008 -5,283.00	01/15/2010
18,833.00		760. BERKLEY W R CORP COM PROPERTY TYPE: SECURITIES 23,948.00				10/16/2007 -5,115.00	01/19/2010
58,981.00		444. INTERNATIONAL BUSINESS MACHS COR PROPERTY TYPE: SECURITIES 39,223.00				06/03/2004 19,758.00	01/19/2010
1,176.00		62. ABB LTD SPONS ADR PROPERTY TYPE: SECURITIES 1,675.00				07/08/2008 -499.00	01/20/2010
4,918.00		191. AT & T INC COM PROPERTY TYPE: SECURITIES 4,052.00				12/30/2004 866.00	01/20/2010
4,031.00		72. ABBOTT LABS COM PROPERTY TYPE: SECURITIES 3,902.00				10/26/2007 129.00	01/20/2010
35,333.00		1417.272 ALLIANZ NFJ SMALL-CAP VALUE-I PROPERTY TYPE: SECURITIES 27,810.00				07/20/2009 7,523.00	01/20/2010
147,838.00		5930.126 ALLIANZ NFJ SMALL-CAP VALUE-I PROPERTY TYPE: SECURITIES 175,360.00				11/24/2008 -27,522.00	01/20/2010
3,842.00		68. AMGEN INC PROPERTY TYPE: SECURITIES 3,404.00				03/30/2009 438.00	01/20/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,933.00		37. APACHE CORP COM PROPERTY TYPE: SECURITIES 2,741.00					04/27/2007	01/20/2010
							1,192.00	
7,797.00		37. APPLE COMPUTER COM PROPERTY TYPE: SECURITIES 6,332.00					11/09/2007	01/20/2010
							1,465.00	
2,696.00		89. BANK OF NEW YORK MELLON CORP COM PROPERTY TYPE: SECURITIES 4,089.00					02/07/2008	01/20/2010
							-1,393.00	
2,092.00		62. CVS CORP COM PROPERTY TYPE: SECURITIES 2,270.00					04/27/2007	01/20/2010
							-178.00	
5,852.00		75. CHEVRONTXACO CORP COM PROPERTY TYPE: SECURITIES 2,520.00					10/06/2000	01/20/2010
							3,332.00	
4,423.00		182. CISCO SYSTEMS COM STK PROPERTY TYPE: SECURITIES 4,845.00					05/11/2007	01/20/2010
							-422.00	
1,507.00		43. COACH INC COM PROPERTY TYPE: SECURITIES 1,402.00					09/28/2009	01/20/2010
							105.00	
3,352.00		47. DEVON ENERGY CORP COM PROPERTY TYPE: SECURITIES 2,082.00					02/27/2009	01/20/2010
							1,270.00	
5,377.00		174. WALT DISNEY CO PROPERTY TYPE: SECURITIES 3,690.00					08/06/2003	01/20/2010
							1,687.00	
2,367.00		133. E M C CORP MASS COM PROPERTY TYPE: SECURITIES 2,344.00					05/15/2008	01/20/2010
							23.00	
1,318.00		30. EMERSON ELEC CO COM PROPERTY TYPE: SECURITIES 1,141.00					12/15/2005	01/20/2010
							177.00	

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

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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)	
3,125.00		65. EXELON CORPORATION COM PROPERTY TYPE: SECURITIES 4,916.00					04/27/2007	01/20/2010
							-1,791.00	
3,093.00		35. EXPRESS SCRIPTS INC CL-A PROPERTY TYPE: SECURITIES 2,034.00					10/17/2007	01/20/2010
							1,059.00	
4,924.00		72. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 3,163.00					05/23/2001	01/20/2010
							1,761.00	
2,140.00		26. FREEPORT-MCMORAN COPPER & GOLD I C PROPERTY TYPE: SECURITIES 905.00					10/10/2008	01/20/2010
							1,235.00	
1,004.00		22. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES 1,023.00					11/17/2008	01/20/2010
							-19.00	
3,640.00		22. GOLDMAN SACHS GROUP INC COM PROPERTY TYPE: SECURITIES 3,943.00					06/26/2008	01/20/2010
							-303.00	
9,249.00		16. GOOGLE INC CL A COM PROPERTY TYPE: SECURITIES 7,435.00					05/11/2007	01/20/2010
							1,814.00	
100.00		3. HALLIBURTON CO COM PROPERTY TYPE: SECURITIES 141.00					07/10/2008	01/20/2010
							-41.00	
1,396.00		29. HARRIS CORP DEL COM COM PROPERTY TYPE: SECURITIES 1,521.00					04/27/2007	01/20/2010
							-125.00	
7,407.00		143. HEWLETT PACKARD COM PROPERTY TYPE: SECURITIES 6,455.00					05/11/2007	01/20/2010
							952.00	
4,442.00		156. HOME DEPOT INC COM PROPERTY TYPE: SECURITIES 3,900.00					09/30/2008	01/20/2010
							542.00	

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

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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)	
564.00		17. HUNT J B TRANS SVCS INC COM PROPERTY TYPE: SECURITIES 565.00					12/23/2009	01/20/2010 -1.00
1,910.00		91. INTEL CORP COM PROPERTY TYPE: SECURITIES 1,856.00					09/27/2006	01/20/2010 54.00
990.00		23. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 938.00					01/11/2006	01/20/2010 52.00
5,254.00		81. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES 3,693.00					04/12/2001	01/20/2010 1,561.00
3,928.00		76. KOHL'S CORP COM STK PROPERTY TYPE: SECURITIES 2,675.00					02/27/2009	01/20/2010 1,253.00
4,155.00		66. MCDONALDS CORP COM PROPERTY TYPE: SECURITIES 3,339.00					05/11/2007	01/20/2010 816.00
972.00		24. MERCK & CO INC NEW COM PROPERTY TYPE: SECURITIES 1,209.00					08/14/2007	01/20/2010 -237.00
5,368.00		176. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 4,576.00					03/21/2001	01/20/2010 792.00
2,120.00		26. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES 3,090.00					07/10/2008	01/20/2010 -970.00
2,668.00		87. MORGAN STANLEY DEAN WITTER DISCOVE PROPERTY TYPE: SECURITIES 2,309.00					05/11/2009	01/20/2010 359.00
3,279.00		69. NUCOR CORP COM PROPERTY TYPE: SECURITIES 3,078.00					08/17/2009	01/20/2010 201.00

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

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
4,886.00		63. OCCIDENTAL PETE CORP COM PROPERTY TYPE: SECURITIES 4,381.00					09/10/2008	01/20/2010
3,052.00		81. OMNICO GROUP COM PROPERTY TYPE: SECURITIES 3,205.00					12/24/2009	01/20/2010
2,661.00		108. ORACLE CORPORATION COM PROPERTY TYPE: SECURITIES 2,156.00					07/26/2007	01/20/2010
2,686.00		45. PARKER HANNIFIN CORP COM PROPERTY TYPE: SECURITIES 2,464.00					12/23/2009	01/20/2010
3,016.00		49. PEPSICO INC COM PROPERTY TYPE: SECURITIES 3,261.00					04/27/2007	01/20/2010
4,370.00		89. PHILIP MORRIS INTL COM PROPERTY TYPE: SECURITIES 4,853.00					01/15/2008	01/20/2010
2,180.00		27. PRAXAIR INC COM PROPERTY TYPE: SECURITIES 1,601.00					10/10/2008	01/20/2010
3,081.00		51. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 1,728.00					12/12/2000	01/20/2010
2,662.00		55. QUALCOMM CORP COM STK PROPERTY TYPE: SECURITIES 1,938.00					11/10/2008	01/20/2010
620.00		9. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES 808.00					01/15/2008	01/20/2010
3,208.00		171. SCHWAB CHARLES CORP NEW COM PROPERTY TYPE: SECURITIES 2,700.00					01/28/2009	01/20/2010

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

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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)	
3,056.00		60. TARGET CORP COM PROPERTY TYPE: SECURITIES 3,729.00					07/27/2007	01/20/2010 -673.00
3,482.00		142. TEXAS INSTRS INC COM PROPERTY TYPE: SECURITIES 5,206.00					05/11/2007	01/20/2010 -1,724.00
1,764.00		36. THERMO ELECTRON CORP PROPERTY TYPE: SECURITIES 2,128.00					07/24/2008	01/20/2010 -364.00
3,014.00		62. TRAVELERS COS INC/THE COM PROPERTY TYPE: SECURITIES 2,806.00					09/27/2006	01/20/2010 208.00
2,308.00		37. UNION PACIFIC CORP COM PROPERTY TYPE: SECURITIES 2,675.00					09/16/2008	01/20/2010 -367.00
427.00		7. UNITED PARCEL SVC INC CL B PROPERTY TYPE: SECURITIES 344.00					10/29/2008	01/20/2010 83.00
2,921.00		41. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES 1,263.00					08/21/2002	01/20/2010 1,658.00
4,532.00		147. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES 6,039.00					05/11/2007	01/20/2010 -1,507.00
2,776.00		32. VISA INC CL A COM PROPERTY TYPE: SECURITIES 2,123.00					05/26/2009	01/20/2010 653.00
2,561.00		48. WALMART STORES INC COM PROPERTY TYPE: SECURITIES 2,284.00					05/11/2007	01/20/2010 277.00
253.00		9. WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES 275.00					03/26/2008	01/20/2010 -22.00

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

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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)	
2,471.00		111. INVESCO LTD BERMUDA COM PROPERTY TYPE: SECURITIES 3,013.00				05/23/2008	01/20/2010	
						-542.00		
1,004.00		11. TRANSOCEAN LTD CHF15 SHS PROPERTY TYPE: SECURITIES 1,270.00				09/18/2008	01/20/2010	
						-266.00		
24,020.00		488. TARGET CORP COM PROPERTY TYPE: SECURITIES 23,303.00				09/28/2009	02/09/2010	
						717.00		
12,453.00		253. TARGET CORP COM PROPERTY TYPE: SECURITIES 15,723.00				07/27/2007	02/09/2010	
						-3,270.00		
19,597.00		413. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES 19,200.00				11/17/2008	03/01/2010	
						397.00		
24,304.00		1333. SCHWAB CHARLES CORP NEW COM PROPERTY TYPE: SECURITIES 21,045.00				01/28/2009	03/01/2010	
						3,259.00		
941.00		14. UNION PACIFIC CORP COM PROPERTY TYPE: SECURITIES 694.00				06/22/2009	03/01/2010	
						247.00		
13,242.00		197. UNION PACIFIC CORP COM PROPERTY TYPE: SECURITIES 14,240.00				09/16/2008	03/01/2010	
						-998.00		
27,966.00		388. DEVON ENERGY CORP COM PROPERTY TYPE: SECURITIES 17,184.00				02/27/2009	03/11/2010	
						10,782.00		
20,176.00		386. HARRIS CORP DEL COM COM PROPERTY TYPE: SECURITIES 20,081.00				05/11/2007	04/29/2010	
						95.00		
25,977.00		666. QUALCOMM CORP COM STK PROPERTY TYPE: SECURITIES 23,463.00				11/10/2008	04/29/2010	
						2,514.00		

**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)	
11,197.00		169. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 7,424.00					05/23/2001	05/04/2010
42,390.00		618. MCDONALDS CORP COM PROPERTY TYPE: SECURITIES 31,265.00					05/11/2007	05/07/2010
21,216.00		849. AT & T INC COM PROPERTY TYPE: SECURITIES 18,009.00					12/30/2004	05/20/2010
104,757.00		9681.77 ABERDEEN EQUITY LONG SHORT-I PROPERTY TYPE: SECURITIES 108,145.00					01/20/2010	05/24/2010
10,431.00		985.001 FORUM ABSOLUTE STRATEGIES-I PROPERTY TYPE: SECURITIES 10,805.00					10/29/2007	05/24/2010
119,955.00		5517.731 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES 117,693.00					01/20/2010	05/24/2010
94,760.00		9067.953 RIDGEWORTH FD-MIDCAP VAL EQTY # PROPERTY TYPE: SECURITIES 95,486.00					01/20/2010	05/24/2010
48,923.00		4681.615 RIDGEWORTH FD-MIDCAP VAL EQTY # PROPERTY TYPE: SECURITIES 64,886.00					10/29/2007	05/24/2010
16,089.00		2798.121 RIDGEWORTH FD-INTL 130/30 #RGD1 PROPERTY TYPE: SECURITIES 25,497.00					04/21/2008	05/24/2010
7,886.00		529.97 T ROWE PRICE REAL ESTATE FD PROPERTY TYPE: SECURITIES 6,132.00					01/20/2010	05/24/2010
99,903.00		6713.922 T ROWE PRICE REAL ESTATE FD PROPERTY TYPE: SECURITIES 110,275.00					11/24/2008	05/24/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
117,683.00		18021.944 SENTINEL SMALL CO-I PROPERTY TYPE: SECURITIES 115,701.00					01/20/2010	05/24/2010
						1,982.00		
93,568.00		100000. BP CAP MKTS PLC PROPERTY TYPE: SECURITIES 104,220.00		3.625%	5/0		01/20/2010	06/03/2010
						-10,652.00		
19,370.00		859. HALLIBURTON CO COM PROPERTY TYPE: SECURITIES 23,507.00					09/29/2009	06/08/2010
						-4,137.00		
4,036.00		179. HALLIBURTON CO COM PROPERTY TYPE: SECURITIES 8,415.00					07/10/2008	06/08/2010
						-4,379.00		
11,157.00		450. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 12,074.00					05/24/2010	06/08/2010
						-917.00		
46,909.00		1892. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 49,192.00					03/21/2001	06/08/2010
						-2,283.00		
332.00		45.5259 FRONTIER COMMUNICATIONS CORP COM PROPERTY TYPE: SECURITIES 331.00					05/24/2010	07/08/2010
						1.00		
1,497.00		205.4741 FRONTIER COMMUNICATIONS CORP CO PROPERTY TYPE: SECURITIES 2,221.00					05/11/2007	07/08/2010
						-724.00		
1.00		.0816 FRONTIER COMMUNICATIONS CORP COM PROPERTY TYPE: SECURITIES 1.00					05/24/2010	07/15/2010
100,000.00		100000. FED HOME LN BK PROPERTY TYPE: SECURITIES 105,867.00		5.550%	7/2		04/15/2008	07/20/2010
						-5,867.00		
6,856.00		165. EXELON CORPORATION COM PROPERTY TYPE: SECURITIES 6,486.00					05/24/2010	08/17/2010
						370.00		

**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)	
30,081.00		724. EXELON CORPORATION COM PROPERTY TYPE: SECURITIES 54,756.00					04/27/2007	08/17/2010
							-24,675.00	
16,475.00		279. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES 18,527.00					05/24/2010	08/17/2010
							-2,052.00	
9,684.00		164. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES 19,493.00					07/10/2008	08/17/2010
							-9,809.00	
100,000.00		100000. FED HOME LN BK PROPERTY TYPE: SECURITIES 104,000.00		4.270%	9/1		04/22/2009	09/17/2010
							-4,000.00	
16,771.00		266. TRANSOCEAN LTD CHF15 SHS PROPERTY TYPE: SECURITIES 22,824.00					09/29/2009	09/28/2010
							-6,053.00	
2,585.00		41. TRANSOCEAN LTD CHF15 SHS PROPERTY TYPE: SECURITIES 4,734.00					09/18/2008	09/28/2010
							-2,149.00	
25,641.00		950. ADOBE SYS INC COM PROPERTY TYPE: SECURITIES 29,374.00					06/08/2010	10/08/2010
							-3,733.00	
13,231.00		85. AMAZON COM INC COM PROPERTY TYPE: SECURITIES 10,355.00					05/24/2010	10/14/2010
							2,876.00	
13,000.00		310. HEWLETT PACKARD COM PROPERTY TYPE: SECURITIES 14,437.00					05/24/2010	10/14/2010
							-1,437.00	
3,145.00		75. HEWLETT PACKARD COM PROPERTY TYPE: SECURITIES 3,385.00					05/11/2007	10/14/2010
							-240.00	
3,171.00		275.239 ABERDEEN EQUITY LONG SHORT-I PROPERTY TYPE: SECURITIES 3,074.00					01/20/2010	10/25/2010
							97.00	

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
19,246.00		2197.06				01/20/2010	10/25/2010
		PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES				1,120.00	
4,068.00		359.364				01/20/2010	10/25/2010
		RIDGEWORTH FD-MIDCAP VAL EQTY #R PROPERTY TYPE: SECURITIES				284.00	
42,594.00		3190.582				05/24/2010	10/25/2010
		RIDGEWORTH FD-INTL EQTY INDEX # PROPERTY TYPE: SECURITIES				7,679.00	
304,664.00		22821.299				02/02/2009	10/25/2010
		RIDGEWORTH FD-INTL EQTY INDEX PROPERTY TYPE: SECURITIES				76,047.00	
12,941.00		1804.875				04/21/2008	10/25/2010
		RIDGEWORTH FD-INTL 130/30 #RGD1 PROPERTY TYPE: SECURITIES				-3,506.00	
345.00		5.				01/15/2008	10/25/2010
		SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES				-104.00	
6,759.00		934.799				01/20/2010	10/25/2010
		SENTINEL SMALL CO-I PROPERTY TYPE: SECURITIES				758.00	
100,000.00		100000.		5.150%	10/2	04/15/2008	10/29/2010
		FED FARM CR BK PROPERTY TYPE: SECURITIES				-4,216.00	
17,880.00		231.				10/25/2010	11/03/2010
		PARKER HANNIFIN CORP COM PROPERTY TYPE: SECURITIES				3,394.00	
21,596.00		279.				10/28/2009	11/03/2010
		PARKER HANNIFIN CORP COM PROPERTY TYPE: SECURITIES				6,632.00	
3,079.00		146.				07/08/2008	12/13/2010
		ABB LTD SPONS ADR PROPERTY TYPE: SECURITIES				-866.00	

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
2,750.00		58. ABBOTT LABS COM PROPERTY TYPE: SECURITIES 3,143.00				10/26/2007 -393.00	12/13/2010
1,351.00		25. AMGEN INC PROPERTY TYPE: SECURITIES 1,362.00				10/25/2010 -11.00	12/13/2010
2,463.00		21. APACHE CORP COM PROPERTY TYPE: SECURITIES 2,146.00				10/25/2010 317.00	12/13/2010
4,516.00		14. APPLE COMPUTER COM PROPERTY TYPE: SECURITIES 4,328.00				10/25/2010 188.00	12/13/2010
2,397.00		62. AUTODESK INC COM PROPERTY TYPE: SECURITIES 2,020.00				10/25/2010 377.00	12/13/2010
4,291.00		160. BB&T CORPORATION COM PROPERTY TYPE: SECURITIES 3,825.00				08/17/2010 466.00	12/13/2010
5,626.00		449. BANK OF AMERICA CORP COM PROPERTY TYPE: SECURITIES 7,152.00				05/24/2010 -1,526.00	12/13/2010
2,489.00		85. BANK OF NEW YORK MELLON CORP COM PROPERTY TYPE: SECURITIES 3,905.00				02/07/2008 -1,416.00	12/13/2010
1,917.00		38. BAXTER INTL INC COM PROPERTY TYPE: SECURITIES 2,326.00				01/19/2010 -409.00	12/13/2010
3,176.00		94. CVS CORP COM PROPERTY TYPE: SECURITIES 3,428.00				07/24/2007 -252.00	12/13/2010
151.00		3. CAMERON INTL CORP COM PROPERTY TYPE: SECURITIES 130.00				10/25/2010 21.00	12/13/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
7,503.00		178. CAPITAL ONE FINL CORP COM PROPERTY TYPE: SECURITIES 7,570.00					01/20/2010 -67.00	12/13/2010
2,172.00		50. CARNIVAL CORP UNIT COM PROPERTY TYPE: SECURITIES 1,980.00					10/25/2010 192.00	12/13/2010
4,793.00		54. CHEVRONTEXACO CORP COM PROPERTY TYPE: SECURITIES 4,331.00					10/25/2010 462.00	12/13/2010
2,509.00		128. CISCO SYSTEMS COM STK PROPERTY TYPE: SECURITIES 3,408.00					05/11/2007 -899.00	12/13/2010
3,281.00		57. COACH INC COM PROPERTY TYPE: SECURITIES 2,454.00					10/25/2010 827.00	12/13/2010
2,127.00		94. E M C CORP MASS COM PROPERTY TYPE: SECURITIES 1,928.00					10/25/2010 199.00	12/13/2010
2,435.00		42. EMERSON ELEC CO COM PROPERTY TYPE: SECURITIES 2,148.00					10/25/2010 287.00	12/13/2010
2,608.00		48. EXPRESS SCRIPTS INC CL-A PROPERTY TYPE: SECURITIES 2,402.00					05/24/2010 206.00	12/13/2010
3,259.00		45. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 2,946.00					10/25/2010 313.00	12/13/2010
3,106.00		50. FLUOR CORP COM PROPERTY TYPE: SECURITIES 2,491.00					10/25/2010 615.00	12/13/2010
2,573.00		22. FLOWSERVE CORP COM PROPERTY TYPE: SECURITIES 2,472.00					10/25/2010 101.00	12/13/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
4,882.00		42. FREEPORT-MCMORAN COPPER & GOLD I PROPERTY TYPE: SECURITIES 4,088.00				C	10/25/2010	12/13/2010 794.00
3,678.00		209. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES 7,586.00					04/27/2007	12/13/2010 -3,908.00
3,068.00		18. GOLDMAN SACHS GROUP INC COM PROPERTY TYPE: SECURITIES 3,226.00					06/26/2008	12/13/2010 -158.00
4,179.00		7. GOOGLE INC CL A COM PROPERTY TYPE: SECURITIES 3,367.00					05/24/2010	12/13/2010 812.00
3,181.00		124. HARTFORD FINANCIAL SVCS GROUP IN PROPERTY TYPE: SECURITIES 3,668.00					04/29/2010	12/13/2010 -487.00
4,114.00		119. HOME DEPOT INC COM PROPERTY TYPE: SECURITIES 3,929.00					05/24/2010	12/13/2010 185.00
2,752.00		69. HUNT J B TRANS SVCS INC COM PROPERTY TYPE: SECURITIES 2,463.00					10/25/2010	12/13/2010 289.00
2,126.00		99. INTEL CORP COM PROPERTY TYPE: SECURITIES 2,068.00					05/24/2010	12/13/2010 58.00
1,066.00		22. INTUIT INC COM PROPERTY TYPE: SECURITIES 1,037.00					10/14/2010	12/13/2010 29.00
5,796.00		139. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 5,671.00					01/11/2006	12/13/2010 125.00
2,534.00		41. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES 2,606.00					10/25/2010	12/13/2010 -72.00

**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)	
373.00		7. KOHL'S CORP COM STK PROPERTY TYPE: SECURITIES 372.00				10/25/2010	12/13/2010	1.00
2,098.00		58. MERCK & CO INC NEW COM PROPERTY TYPE: SECURITIES 2,921.00				08/14/2007	12/13/2010	-823.00
3,526.00		131. MORGAN STANLEY DEAN WITTER DISCOV PROPERTY TYPE: SECURITIES 3,546.00				05/24/2010	12/13/2010	-20.00
3,803.00		89. NUCOR CORP COM PROPERTY TYPE: SECURITIES 3,970.00				08/17/2009	12/13/2010	-167.00
2,344.00		25. OCCIDENTAL PETE CORP COM PROPERTY TYPE: SECURITIES 2,017.00				10/25/2010	12/13/2010	327.00
605.00		13. OMNICOM GROUP COM PROPERTY TYPE: SECURITIES 566.00				10/25/2010	12/13/2010	39.00
3,957.00		130. ORACLE CORPORATION COM PROPERTY TYPE: SECURITIES 3,055.00				10/25/2010	12/13/2010	902.00
1,922.00		32. PNC FINL CORP COM PROPERTY TYPE: SECURITIES 1,991.00				05/24/2010	12/13/2010	-69.00
1,297.00		15. PARKER HANNIFIN CORP COM PROPERTY TYPE: SECURITIES 805.00				10/28/2009	12/13/2010	492.00
2,429.00		37. PEPSICO INC COM PROPERTY TYPE: SECURITIES 2,463.00				04/27/2007	12/13/2010	-34.00
292.00		5. PHILIP MORRIS INTL COM PROPERTY TYPE: SECURITIES 294.00				10/25/2010	12/13/2010	-2.00

**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)	
1,871.00		32. PHILIP MORRIS INTL COM PROPERTY TYPE: SECURITIES 1,745.00					01/15/2008	12/13/2010
							126.00	
2,060.00		22. PRAXAIR INC COM PROPERTY TYPE: SECURITIES 2,046.00					10/25/2010	12/13/2010
							14.00	
2,024.00		32. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 2,051.00					11/03/2010	12/13/2010
							-27.00	
50,000.00		4812.32 RIDGEWORTH FD-INTERMEDIATE BD #R PROPERTY TYPE: SECURITIES 48,460.00					10/29/2007	12/13/2010
							1,540.00	
50,000.00		4516.712 RIDGEWORTH FD-INVNT GRADE BD #RG PROPERTY TYPE: SECURITIES 47,967.00					10/29/2007	12/13/2010
							2,033.00	
5,556.00		104. TEVA PHARMACEUTICAL INDS LTD COM PROPERTY TYPE: SECURITIES 6,088.00					01/19/2010	12/13/2010
							-532.00	
392.00		12. TEXAS INSTRS INC COM PROPERTY TYPE: SECURITIES 440.00					05/11/2007	12/13/2010
							-48.00	
1,494.00		27. THERMO ELECTRON CORP PROPERTY TYPE: SECURITIES 1,596.00					07/24/2008	12/13/2010
							-102.00	
998.00		18. TRAVELERS COS INC/THE COM PROPERTY TYPE: SECURITIES 997.00					10/25/2010	12/13/2010
							1.00	
462.00		5. UNION PACIFIC CORP COM PROPERTY TYPE: SECURITIES 435.00					10/25/2010	12/13/2010
							27.00	
2,623.00		36. UNITED PARCEL SVC INC CL B PROPERTY TYPE: SECURITIES 2,292.00					10/25/2010	12/13/2010
							331.00	

**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)	
2,036.00		26. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES 1,908.00					10/25/2010	12/13/2010 128.00
2,965.00		87. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES 3,348.00					05/11/2007	12/13/2010 -383.00
2,920.00		36. VISA INC CL A COM PROPERTY TYPE: SECURITIES 2,829.00					10/25/2010	12/13/2010 91.00
1,085.00		20. WALMART STORES INC COM PROPERTY TYPE: SECURITIES 1,084.00					10/25/2010	12/13/2010 1.00
3,887.00		129. WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES 3,945.00					03/26/2008	12/13/2010 -58.00
1,996.00		82. WILLIAMS COMPANIES INC DELAWARE PROPERTY TYPE: SECURITIES 1,806.00					03/01/2010	12/13/2010 190.00
1,681.00		73. INVESCO LTD BERMUDA COM PROPERTY TYPE: SECURITIES 1,981.00					05/23/2008	12/13/2010 -300.00
100.00		8.606 ABERDEEN EQUITY LONG SHORT-I PROPERTY TYPE: SECURITIES 96.00					01/20/2010	12/14/2010 4.00
8,500.00		346.796 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES 7,431.00					10/25/2010	12/14/2010 1,069.00
2,500.00		71.388 OPPENHEIMER DEVELOPING MKTS INSTL PROPERTY TYPE: SECURITIES 2,459.00					10/25/2010	12/14/2010 41.00
2,945.00		328.299 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES 2,708.00					01/20/2010	12/14/2010 237.00

**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)	
15,000.00		1288.66			RIDGEWORTH FD-MIDCAP VAL EQTY #R PROPERTY TYPE: SECURITIES 13,570.00		01/20/2010	12/14/2010
		34.663			RIDGEWORTH FD-INTL 130/30 #RGD1 PROPERTY TYPE: SECURITIES 316.00		04/21/2008	12/14/2010
252.00		830.141			SENTINEL SMALL CO-I PROPERTY TYPE: SECURITIES 5,330.00		01/20/2010	12/14/2010
6,500.00								
TOTAL GAIN (LOSS) .....							----- 121,582. =====	



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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST	189,140.	192,207.
TOTAL	189,140.	192,207.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREP FEES	1,500.			1,500.
TOTALS	1,500.	NONE	NONE	1,500.

FORM 990PF, PART I - TAXES  
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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	47.	566.
EXCISE TAX ESTIMATES	2,704.	
TOTALS	2,751.	566.

FORM 990PF, PART I - OTHER EXPENSES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
RENT AND ROYALTY EXPENSES	1,487.	
ADR FOREIGN FEES	18.	18.
PROPERTY TAXES		1,311.
RENTAL INSURANCE		176.
TOTALS	1,505.	1,505.

FORM 990PF, PART II - OTHER INVESTMENTS

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COST/  
FMV

C OR F

-----

ENDING  
FMV

-----

ENDING  
BOOK VALUE

-----

BEGINNING  
BOOK VALUE

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SEE ATTACHED STATEMENTS C 7,005,354. 6,858,015. 8,398,540.

TOTALS 7,005,354. 6,858,015. 8,398,540.

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

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DESCRIPTION -----	AMOUNT -----
TAX COST ADJ - T ROWE PRICE	1,604.
	-----
TOTAL	1,604.
	=====

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

TN

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

OFFICER NAME:

SUNTRUST BANK

ADDRESS:

PO BOX 1908

ORLANDO, FL 32802-1908

TITLE:

TRUSTEE, AS REQ'D

COMPENSATION ..... 58,595.

OFFICER NAME:

NANCY SMITH

ADDRESS:

P.O. BOX 23

OXFORD, MS 38655

TITLE:

ADVISORY BOARD, AS REQ'D

COMPENSATION ..... 10,000.

OFFICER NAME:

PAUL CALAME

ADDRESS:

326 SOUTH GOODLETT

MEMPHIS, TN 38117

TITLE:

ADVISORY BOARD, AS REQ'D

COMPENSATION ..... 10,000.

OFFICER NAME:

W. CARLYLE BLAKENEY

ADDRESS:

40 CALHOUN STREET, SUITE 303

CHARLESTON, SC 29413

TITLE:

ADVISORY BOARD, AS REQ'D

COMPENSATION ..... 10,000.

TOTAL COMPENSATION:

88,595.

=====

RECIPIENT NAME:

PAUL A CALAME, JR

ADDRESS:

326 SOUTH GOODLET STREET

MEMPHIS, TN 38117

RECIPIENT'S PHONE NUMBER: 901-458-6654

FORM, INFORMATION AND MATERIALS:

LETTER STATING REQUEST

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NONE

=====

RECIPIENT NAME:

NATIONAL AUDUBON SOCIETY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATING EXPENSES, CAPITAL EXPENSES

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID ..... 349,139.

RECIPIENT NAME:

UNIVERSITY OF TENNESSEE  
INSTITUTE OF AGRICULTURE

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SEED ORCHARD PROJECT

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID ..... 189,396.

TOTAL GRANTS PAID: ..... 538,535.

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RENT AND ROYALTY SUMMARY  
 =====

PROPERTY -----	TOTAL INCOME -----	DEPLETION/ DEPRECIATION -----	OTHER EXPENSES -----	ALLOWABLE NET INCOME -----
MARSHALL COUNTY, MIS	2,080.	-----	1,487.	593.
TOTALS	2,080.	=====	1,487.	593.

FEDERAL CAPITAL GAIN DIVIDENDS

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

-----

15% RATE CAPITAL GAIN DIVIDENDS

JANUS PERKINS SMALL CAP VALUE-I	3,717.00
MANNING & NAPIER WORLD OPPTYS-A	6,087.00
RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	1,777.00
RIDGEWORTH FD-INTERMEDIATE BD #RGCF	9,744.00
RIDGEWORTH FD-INVNT GRADE BD #RGCG	18,168.00

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TOTAL 15% RATE CAPITAL GAIN DIVIDENDS 39,494.00

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TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS 39,494.00

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CKELFORD CHARITABLE TRUST  
 CUNT NO. 7906340

PORTFOLIO DETAIL

AS OF 12/31/10

VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
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MICIPAL PORTFOLIO

FEDERAL & MONEY MARKET FUNDS

87,809.13	FEDERATED MONEY MKT OBLIGS TR PRIME OBLIGS INSTL FFS #10 CUSIP: 609010DF7	87,809.13 1.000 1.02 %	87,809.13 1.00	0.00	152	0.17 % 0.00 %
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GOVERNMENT & AGENCY BONDS

150,000	FEDERAL HOME LOAN BANK BDS DTD 08/12/09 2.650% DUE 08/12/13 CALLABLE CUSIP: 3133XUEC3	151,768.50 101.179 1.77 %	151,716.00 101.14	52.50	3,975	2.62 % 2.18 %
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100,000	FEDERAL HOME LOAN BANK BONDS DTD 08/26/09 3.250% DUE 08/26/14 CALLABLE CUSIP: 3133XUNF6	102,075.00 102.075 1.19 %	101,891.00 101.89	184.00	3,250	3.18 % 2.65 %
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100,000	FEDERAL HOME LOAN BANK BDS DTD 11/09/10 3.250% DUE 11/09/20 CALLABLE CUSIP: 313371M60	95,991.00 95.991 1.12 %	100,000.00 100.00	4,009.00-	3,250	3.39 % 3.74 %
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100,000	FEDERAL HOME LOAN MTG CORP GLOBAL NT DTD 04/08/09 2.500% DUE 04/08/13 CALLABLE CUSIP: 3128X8TZ5	100,551.00 100.551 1.17 %	101,390.00 101.39	839.00-	2,500	2.49 % 2.25 %
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WELFORD CHARITABLE TRUST  
 FUND NO. 7906340

PORTFOLIO DETAIL  
 AS OF 12/31/10

PAGE 4

VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
	<b>TOTAL US GOVERNMENT &amp; AGENCY BONDS</b>	<b>450,385.50</b>	<b>454,997.00</b>	<b>4,611.50-</b>	<b>12,975</b>	<b>2.88 %</b>
	<b>CORPORATE OBLIGATIONS</b>					
100,000	COLGATE-POLMOLIVE CO MTN SER E DTD 11/06/06 5.200% DUE 11/07/16 CUSIP: 19416QDHO MOODY'S RATING: AA3	113,875.00 113.875 1.33 %	112,673.00 112.67	1,202.00	5,200	4.57 % 2.63 %
100,000	MORGAN STANLEY SR UNSECD GLOBAL NT DTD 09/23/09 5.625% DUE 09/23/19 CUSIP: 61747YCJ2 MOODY'S RATING: A2	101,968.00 101.968 1.19 %	103,096.00 103.10	1,128.00-	5,625	5.52 % 5.34 %
100,000	SHELL INTL FIN BV GLOBAL CO GTD NT DTD 03/22/07 5.200% DUE 03/22/17 CALLABLE CUSIP: 822582AC6	110,887.00 110.887 1.29 %	111,675.11 111.68	788.11-	5,200	4.69 % 3.25 %
100,000	WAL MART STORES SR NTS DTD 08/24/07 5.800% DUE 02/15/18 CUSIP: 931142CJ0 MOODY'S RATING: AA2	114,904.00 114.904 1.34 %	118,075.00 118.07	3,171.00-	5,800	5.05 % 3.42 %
	<b>TOTAL CORPORATE OBLIGATIONS</b>	<b>441,634.00</b>	<b>445,519.11</b>	<b>3,885.11-</b>	<b>21,825</b>	<b>4.94 %</b>



CKELFORD CHARITABLE TRUST  
 COUNT NO. 7906340

PORTFOLIO DETAIL

AS OF 12/31/10

PAGE 5

VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
543	APACHE CORP COM CUSIP: 037411105	64,741.89 119.230 0.75 %	41,965.43 77.28	22,776.46	326	0.50 % 0.00 %
746	CAMERON INTL CORP COM CUSIP: 13342B105	37,844.58 50.730 0.44 %	29,070.16 38.97	8,774.42	0	0.00 % 0.00 %
993	CHEVRON CORP COM CUSIP: 166764100	90,611.25 91.250 1.05 %	39,683.23 39.96	50,928.02	2,860	3.16 % 0.00 %
927	EXXON MOBIL CORP COM CUSIP: 30231G102	67,782.24 73.120 0.79 %	40,416.39 43.60	27,365.85	1,632	2.41 % 0.00 %
846	OCCIDENTAL PETE CORP COM CUSIP: 674599105	82,992.60 98.100 0.97 %	61,637.49 72.86	21,355.11	1,286	1.55 % 0.00 %
875	SCHLUMBERGER LTD COM CUSIP: 806857108	73,062.50 83.500 0.85 %	65,628.54 75.00	7,433.96	735	1.01 % 0.00 %
1,641	WILLIAMS COS INC COM CUSIP: 969457100	40,565.52 24.720 0.47 %	35,246.00 21.48	5,319.52	821	2.02 % 0.00 %
	<b>TOTAL ENERGY</b>	<b>457,600.58</b>	<b>313,647.24</b>	<b>143,953.34</b>	<b>7,659</b>	<b>1.67 %</b>



PORTFOLIO DETAIL  
AS OF 12/31/10

CKELFORD CHARITABLE TRUST  
ACCOUNT NO. 7906340

VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
462	FREEPORT-MCMORAN COPPER & GOLD INC COM CUSIP: 35671D857	55,481.58 120.090 0.65 %	18,534.28 40.12	36,947.30	924	1.67 % 0.00 %
874	NUCOR CORP COM CUSIP: 670346105	38,298.68 43.820 0.45 %	36,654.72 41.94	1,643.96	1,267	3.31 % 0.00 %
392	PRAXAIR INC COM CUSIP: 74005P104	37,424.24 95.470 0.44 %	24,382.32 62.20	13,041.92	706	1.89 % 0.00 %
<b>TOTAL MATERIALS</b>		<b>131,204.50</b>	<b>79,571.32</b>	<b>51,633.18</b>	<b>2,897</b>	<b>2.21 %</b>
1,816	ABB LTD SWITZERLAND SPONS ADR CUSIP: 000375204	40,769.20 22.450 0.47 %	38,518.12 21.21	2,251.08	861	2.11 % 0.00 %
761	EMERSON ELEC CO COM CUSIP: 291011104	43,506.37 57.170 0.51 %	29,842.07 39.21	13,664.30	1,050	2.41 % 0.00 %
353	FLOWERVE CORP COM CUSIP: 34354P105	42,084.66 119.220 0.49 %	28,991.89 82.13	13,092.77	409	0.97 % 0.00 %
900	FLUOR CORP COM NEW CUSIP: 343412102	59,634.00 66.260 0.69 %	40,630.18 45.14	19,003.82	450	0.75 % 0.00 %



PORTFOLIO DETAIL  
AS OF 12/31/10

CKELFORD CHARITABLE TRUST  
ACCOUNT NO. 7906340

VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
2,438	GENERAL ELEC CO COM CUSIP: 369604103	44,591.02 18.290 0.52 %	74,678.15 30.63	30,087.13-	1,365	3.06 % 0.00 %
870	HUNT J B TRANS SVCS INC COM CUSIP: 445658107	35,504.70 40.810 0.41 %	28,377.55 32.62	7,127.15	418	1.18 % 0.00 %
464	PARKER HANNIFIN CORP COM CUSIP: 701094104	40,043.20 86.300 0.47 %	24,886.23 53.63	15,156.97	538	1.34 % 0.00 %
446	UNION PACIFIC CORP COM CUSIP: 907818108	41,326.36 92.660 0.48 %	24,167.97 54.19	17,158.39	678	1.64 % 0.00 %
742	UNITED PARCEL SVC INC CL B COM CUSIP: 911312106	53,854.36 72.580 0.63 %	39,996.23 53.90	13,858.13	1,395	2.59 % 0.00 %
767	UNITED TECHNOLOGIES CORP COM CUSIP: 913017109	60,378.24 78.720 0.70 %	28,214.39 36.79	32,163.85	1,304	2.16 % 0.00 %
<b>TOTAL INDUSTRIALS</b>		<b>461,692.11</b>	<b>358,302.78</b>	<b>103,389.33</b>	<b>8,468</b>	<b>1.83 %</b>



WELFORD CHARITABLE TRUST  
 ACCOUNT NO. 7906340

PORTFOLIO DETAIL  
 AS OF 12/31/10

VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
<b>SUMER DISCRETIONARY</b>						
295	AMAZON INC COM CUSIP: 023135106	53,100.00 180.000 0.62 %	34,954.49 118.49	18,145.51	0	0.00 % 0.00 %
961	CARNIVAL CORP UNIT COM CUSIP: 143658300	44,311.71 46.110 0.52 %	35,437.21 36.88	8,874.50	384	0.87 % 0.00 %
869	COACH INC COM CUSIP: 189754104	48,064.39 55.310 0.56 %	29,088.62 33.47	18,975.77	521	1.08 % 0.00 %
765	DARDEN RESTAURANTS INC COM CUSIP: 237194105	35,526.60 46.440 0.41 %	34,224.34 44.74	1,302.26	979	2.76 % 0.00 %
1,498	HOME DEPOT INC COM CUSIP: 437076102	52,519.88 35.060 0.61 %	35,048.31 23.40	17,471.57	1,416	2.70 % 0.00 %
626	KOHL'S CORP COM CUSIP: 500255104	34,016.84 54.340 0.40 %	24,103.79 38.50	9,913.05	0	0.00 % 0.00 %
782	OMNICOM GROUP COM CUSIP: 681919106	35,815.60 45.800 0.42 %	30,652.58 39.20	5,163.02	626	1.75 % 0.00 %
1,624	WALT DISNEY CO COM CUSIP: 254687106	60,916.24 37.510 0.71 %	37,858.31 23.31	23,057.93	650	1.07 % 0.00 %
<b>TOTAL CONSUMER DISCRETIONARY</b>		<b>364,271.26</b>	<b>261,367.65</b>	<b>102,903.61</b>	<b>4,576</b>	<b>1.26 %</b>



KELFORD CHARITABLE TRUST  
 FUND NO. 7906340

PORTFOLIO DETAIL

AS OF 12/31/10

VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
1,284	CVS CAREMARK CORP COM CUSIP: 126650100	44,644.68 34.770 0.52 %	45,786.14 35.66	1,141.46-	449	1.01 % 0.00 %
838	PEPSICO INC COM CUSIP: 713448108	54,746.54 65.330 0.64 %	55,162.73 65.83	416.19-	1,609	2.94 % 0.00 %
1,139	PHILIP MORRIS INTL COM CUSIP: 718172109	66,665.67 58.530 0.78 %	58,411.40 51.28	8,254.27	2,916	4.37 % 0.00 %
947	PROCTER & GAMBLE CO COM CUSIP: 742718109	60,920.51 64.330 0.71 %	43,150.78 45.57	17,769.73	1,825	3.00 % 0.00 %
690	WAL-MART STORES INC COM CUSIP: 931142103	37,211.70 53.930 0.43 %	33,263.63 48.21	3,948.07	835	2.24 % 0.00 %
	<b>TOTAL CONSUMER STAPLES</b>	<b>264,189.10</b>	<b>235,774.68</b>	<b>28,414.42</b>	<b>7,634</b>	<b>2.89 %</b>



PORTFOLIO DETAIL  
AS OF 12/31/10

KELFORD CHARITABLE TRUST  
UNIT NO. 7906340

VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
974	ABBOTT LABS COM CUSIP: 002824100	46,664.34 47.910 0.54 %	51,498.91 52.87	4,834.57-	1,714	3.67 % 0.00 %
570	AMGEN INC COM CUSIP: 031162100	31,293.00 54.900 0.36 %	28,751.36 50.44	2,541.64	0	0.00 % 0.00 %
783	BAXTER INTL INC COM CUSIP: 071813109	39,635.46 50.620 0.46 %	45,246.19 57.79	5,610.73-	971	2.45 % 0.00 %
1,326	EXPRESS SCRIPTS INC COM CUSIP: 302182100	71,670.30 54.050 0.83 %	42,919.37 32.37	28,750.93	0	0.00 % 0.00 %
1,075	JOHNSON & JOHNSON COM CUSIP: 478160104	66,488.75 61.850 0.77 %	51,935.48 48.31	14,553.27	2,322	3.49 % 0.00 %
1,156	MERCK & CO INC NEW COM CUSIP: 58933Y105	41,662.24 36.040 0.48 %	37,812.63 32.71	3,849.61	1,757	4.22 % 0.00 %
738	TEVA PHARMACEUTICAL INDS LTD SPONS ADR CUSIP: 881624209	38,471.94 52.130 0.45 %	42,372.14 57.41	3,900.20-	492	1.28 % 0.00 %
561	THERMO FISHER SCIENTIFIC INC COM CUSIP: 883556102	31,056.96 55.360 0.36 %	32,094.18 57.21	1,037.22-	0	0.00 % 0.00 %
<b>TAL HEALTH CARE</b>		<b>366,942.99</b>	<b>332,630.26</b>	<b>34,312.73</b>	<b>7,257</b>	<b>1.98 %</b>



KELFORD CHARITABLE TRUST  
 ACCOUNT NO. 7906340

PORTFOLIO DETAIL

AS OF 12/31/10

PAGE 11

VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
3,575	BANK OF AMERICA CORP COM CUSIP: 060505104	47,690.50 13.340 0.55 %	39,740.83 11.12	7,949.67	143	0.30 % 0.00 %
1,183	BANK OF NEW YORK MELLON CORP COM CUSIP: 064058100	35,726.60 30.200 0.42 %	36,689.69 31.01	963.09-	426	1.19 % 0.00 %
1,061	BB&T CORP COM CUSIP: 054937107	27,893.69 26.290 0.32 %	25,304.85 23.85	2,588.84	637	2.28 % 0.00 %
1,213	CAPITAL ONE FINL CORP COM CUSIP: 14040H105	51,625.28 42.560 0.60 %	48,539.52 40.02	3,085.76	243	0.47 % 0.00 %
230	GOLDMAN SACHS GROUP INC COM CUSIP: 38141G104	38,676.80 168.160 0.45 %	32,564.70 141.59	6,112.10	322	0.83 % 0.00 %
1,019	HARTFORD FINL SVCS GROUP INC COM CUSIP: 416515104	26,993.31 26.490 0.31 %	28,789.79 28.25	1,796.48-	204	0.76 % 0.00 %
1,281	INVESCO LTD USD0.2 BERMUDA COM CUSIP: G491BT108	30,820.86 24.060 0.36 %	32,876.30 25.66	2,055.44-	564	1.83 % 0.00 %
1,823	JP MORGAN CHASE & CO COM CUSIP: 46625H100	77,331.66 42.420 0.90 %	73,747.36 40.45	3,584.30	365	0.47 % 0.00 %



PORTFOLIO DETAIL  
AS OF 12/31/10

KELFORD CHARITABLE TRUST  
UNIT NO. 7906340

VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
1,270	MORGAN STANLEY COM NEW CUSIP: 617446448	34,556.70 27.210 0.40 %	31,137.17 24.52	3,419.53	254	0.74 % 0.00 %
443	PNC FINL SVCS GROUP INC COM CUSIP: 693475105	26,898.96 60.720 0.31 %	26,921.29 60.77	22.33-	177	0.66 % 0.00 %
689	TRAVELERS COS INC/THE COM CUSIP: 89417E109	38,384.19 55.710 0.45 %	30,050.75 43.62	8,333.44	992	2.58 % 0.00 %
1,417	WELLS FARGO & CO NEW COM CUSIP: 949746101	43,912.83 30.990 0.51 %	39,290.39 27.73	4,622.44	283	0.64 % 0.00 %
<b>TOTAL FINANCIALS</b>		<b>480,511.38</b>	<b>445,652.64</b>	<b>34,858.74</b>	<b>4,609</b>	<b>0.96 %</b>
<b>RMATION TECHNOLOGY</b>						
314	APPLE INC COM CUSIP: 037833100	101,283.84 322.560 1.18 %	55,598.29 177.06	45,685.55	0	0.00 % 0.00 %
1,088	AUTODESK INC COM CUSIP: 052769106	41,561.60 38.200 0.48 %	28,386.35 26.09	13,175.25	0	0.00 % 0.00 %
2,891	CISCO SYS INC COM CUSIP: 17275R102	58,484.93 20.230 0.68 %	75,172.60 26.00	16,687.67-	0	0.00 % 0.00 %
2,129	EMC CORP MASS COM CUSIP: 268648102	48,754.10 22.900 0.57 %	37,702.13 17.71	11,051.97	0	0.00 % 0.00 %



PORTFOLIO DETAIL  
AS OF 12/31/10

KELFORD CHARITABLE TRUST  
ACCOUNT NO. 7906340

VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
118	GOOGLE INC CL A COM CUSIP: 38259P508	70,088.46 593.970 0.82 %	55,126.90 467.18	14,961.56	0	0.00 % 0.00 %
1,378	HEWLETT-PACKARD CO COM CUSIP: 428236103	58,013.80 42.100 0.68 %	62,201.82 45.14	4,188.02-	441	0.76 % 0.00 %
2,381	INTEL CORP COM CUSIP: 458140100	50,072.43 21.030 0.58 %	45,936.48 19.29	4,135.95	1,500	3.00 % 0.00 %
688	INTUIT INC COM CUSIP: 461202103	33,918.40 49.300 0.39 %	32,424.34 47.13	1,494.06	0	0.00 % 0.00 %
1,753	ORACLE CORP COM CUSIP: 68389X105	54,868.90 31.300 0.64 %	35,523.82 20.26	19,345.08	351	0.64 % 0.00 %
1,161	TEXAS INSTRS INC COM CUSIP: 882508104	37,732.50 32.500 0.44 %	39,939.09 34.40	2,206.59-	604	1.60 % 0.00 %
555	VISA INC CL A COM CUSIP: 92826C839	39,060.90 70.380 0.45 %	38,698.67 69.73	362.23	333	0.85 % 0.00 %
TOTAL INFORMATION TECHNOLOGY		593,839.86	506,710.49	87,129.37	3,228	0.54 %



PORTFOLIO DETAIL

KELFORD CHARITABLE TRUST  
 JUNT NO. 7906340

AS OF 12/31/10

PAGE 14

VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
1,529	VERIZON COMMUNICATIONS COM CUSIP: 92343V104	54,707.62 35.780 0.64 %	53,277.57 34.84	1,430.05	2,982	5.45 % 0.00 %
	<b>ITAL EQUITY SECURITIES</b>	<b>3,174,959.40</b>	<b>2,586,934.63</b>	<b>588,024.77</b>	<b>49,309</b>	<b>1.55 %</b>
	<b>IAL FUNDS</b>					
12,857.522	ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL CUSIP: 003020336	149,661.56 11.640 1.74 %	143,618.52 11.17	6,043.04	0	0.00 % 0.00 %
20,480.322	FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL CUSIP: 34984T600	222,006.69 10.840 2.58 %	219,544.86 10.72	2,461.83	1,802	0.81 % 0.00 %
6,106.916	JANUS FDS PERKINS SMALL CAP VALUE FD CL I CUSIP: 47103C183	146,749.19 24.030 1.71 %	130,260.52 21.33	16,488.67	715	0.49 % 0.00 %
68,707.026	MANNING & NAPIER FDS WORLD OPPTYS SER CL A CUSIP: 563821545	591,567.49 8.610 6.88 %	553,027.11 8.05	38,540.38	5,359	0.91 % 0.00 %
8,593.375	OPPENHEIMER FDS DEVELOPING MKTS INSTL FD CL Y CUSIP: 683974505	309,963.04 36.070 3.61 %	265,761.52 30.93	44,201.52	1,229	0.40 % 0.00 %
16,851.911	PIMCO FDS COMMODITY REALRETURN STRATEGY INSTL CUSIP: 722005667	156,554.25 9.290 1.82 %	109,683.04 6.51	46,871.21	14,021	8.96 % 0.00 %



KELFORD CHARITABLE TRUST  
 ACCOUNT NO. 7906340

PORTFOLIO DETAIL  
 AS OF 12/31/10

PAGE 15

VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
19,810.06	SENTINEL FDS SMALL CO FD INSTL CL CUSIP: 817288825	156,103.27 7.880 1.82 %	118,362.20 5.97	37,741.07	0	0.00 % 0.00 %
TOTAL MUTUAL FUNDS		1,732,605.49	1,540,257.77	192,347.72	23,126	1.33 %
<b>RIETARY FUNDS</b>						
65,346.526	RIDGEWORTH FD-INTERMEDIATE BD I SHS #RGCF CUSIP: 76628T702	678,296.94 10,380 7.89 %	654,174.07 10.01	24,122.87	18,428	2.72 % 0.00 %
10,364.374	RIDGEWORTH FD-INTL 130/30 I SHS #RGD1 CUSIP: 76628R870	75,867.22 7.320 0.88 %	76,600.34 7.39	733.12-	477	0.63 % 0.00 %
61,856.689	RIDGEWORTH FD-INVT GRADE BD I SHS #RGGC CUSIP: 76628T876	685,372.11 11,080 7.97 %	656,446.79 10.61	28,925.32	22,083	3.22 % 0.00 %
18,400.993	RIDGEWORTH FD-MIDCAP VAL EQUITY I SHS #RGD5 CUSIP: 76628R615	218,419.79 11,870 2.54 %	153,302.96 8.33	65,116.83	1,288	0.59 % 0.00 %
TOTAL PROPRIETARY FUNDS		1,657,956.06	1,540,524.16	117,431.90	42,275	2.55 %



KELFORD CHARITABLE TRUST  
 UNIT NO. 7906340

PORTFOLIO DETAIL  
 AS OF 12/31/10

PAGE 16

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	<u>ESTATE</u>					
1	MARSHALL CNTY MISSISSIPPI 268.9 ACRES CUSIP: RE1404012	941,000.00 941,000.000 10.95 %	289,780.50 289,780.50	651,219.50	0	0.00 % 0.00 %
	<u>ELLANEIOUS ASSETS</u>					
1	CLASS ACTION PENDING AMERICAN INTL GROUP ON RCPT OF FINAL PMT CUSIP: 997001FA5	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING BRISTOL MYERS 2ND ON RCPT OF FINAL PMT CUSIP: 997000KD5	0.00 0.000 0.00 %	1.00 1.00	1.00-	0	0.00 % 0.00 %
1	CLASS ACTION PENDING COCA COLA CO (THE) ON RCPT OF FINAL PMT CUSIP: 997000ZY3	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING DELL INC ON RCPT OF FINAL PMT CUSIP: 997001HY1	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING FEDERAL HOME LOAN MTG CORP ON RCPT OF FINAL PMT CUSIP: 997000NN0	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %



KELFORD CHARITABLE TRUST  
 COUNT NO. 7906340

PORTFOLIO DETAIL

AS OF 12/31/10

PAGE 17

VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
1	CLASS ACTION PENDING MERRILL LYNCH & CO INC ON RCPT OF FINAL PMT CUSIP: 997000UK8	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING MOTOROLA ON RCPT OF FINAL PMT CUSIP: 997001FD9	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
	TOTAL MISCELLANEOUS ASSETS	0.00	1.00	1.00-	0	0.00 %
	CIPAL PORTFOLIO TOTAL	8,486,349.58	6,945,823.30	1,540,526.28	149,662	1.76 %
	<u>MONEY MARKET FUNDS</u>					
	107,785.29 FEDERATED MONEY MKT OBLIGS TR PRIME OBLIGS INSTL FFS #10 CUSIP: 609010DF7	107,785.29 1.000 1.25 %	107,785.29 1.00	0.00	187	0.17 % 0.00 %
	TOTAL MONEY MARKET FUNDS	107,785.29	107,785.29	0.00	187	0.17 %



PORTFOLIO DETAIL

CKELFORD CHARITABLE TRUST  
 COUNT NO. 7906340

AS OF 12/31/10

PAGE 18

VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
	<b>ASSETS</b>	8,594,135.87	7,053,608.59	1,540,526.28	149,849	1.74

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

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