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

OMB No 1545-0052

Form **990-PF****2010**Department of the Treasury
Internal Revenue Service

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

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

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

Name of foundation

CAROL W. & MYRON J. ROTHSCHILD FUND

Number and street (or P O box number if mail is not delivered to street address)

C/O REGIONS BANK, P.O. BOX 2450

Room/suite

City or town, state, and ZIP code

MONTGOMERY**AL 36102**

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) **\$ 5,100,280**
 J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

63-6050756

B Telephone number (see page 10 of the instructions)

334-230-6100C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	51,977	51,977		
	4 Dividends and interest from securities	94,076	94,076		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 Stmt 1	187,265			
	b Gross sales price for all assets on line 6a 999,396				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns & allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) Stmt 2	4,085				
12 Total. Add lines 1 through 11	337,403	146,053	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	25,744	25,744		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) Stmt 3	1,350			1,350
	c Other professional fees (attach schedule)				
	17 Interest RECEIVED	4			4
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy MAY 17 2011				
	21 Travel, conferences, and meetings IRIS-C				
	22 Printing and publication ODDEN, UT				
	23 Other expenses (att. Sch) Stmt 4	185			185
	24 Total operating and administrative expenses. Add lines 13 through 23	27,283	25,744	0	1,539
	25 Contributions, gifts, grants paid	213,029			213,029
26 Total expenses and disbursements. Add lines 24 and 25	240,312	25,744	0	214,568	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	97,091				
b Net investment income (if negative, enter -0-)		120,309			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see page 30 of the instructions.

Form 990-PF (2010)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			248,330	162,001	162,001
	2 Savings and temporary cash investments					
	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 (att. schedule) ▶ Less allowance for doubtful accounts ▶		0			
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments—U S and state government obligations (attach schedule)					
	b Investments—corporate stock (attach schedule) See Stmt 5			942,605	988,780	3,576,322
	c Investments—corporate bonds (attach schedule)					
	11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶					
	12 Investments—mortgage loans					
	13 Investments—other (attach schedule) See Statement 6			1,108,248	1,295,735	1,361,644
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶					
	15 Other assets (describe ▶ See Statement 7)			463	313	313
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)			2,299,646	2,446,829	5,100,280
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)			0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds			2,299,646	2,446,829	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
	30 Total net assets or fund balances (see page 17 of the instructions)			2,299,646	2,446,829	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)			2,299,646	2,446,829	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,299,646
2 Enter amount from Part I, line 27a	2	97,091
3 Other increases not included in line 2 (itemize) ▶ See Statement 8	3	50,092
4 Add lines 1, 2, and 3	4	2,446,829
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,446,829

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	N/A			
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)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	
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	If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	257,271	4,345,577	0.059203
2008	256,596	5,332,515	0.048119
2007	232,519	5,161,094	0.045052
2006	225,828	4,870,224	0.046369
2005	247,931	4,722,012	0.052505

2 Total of line 1, column (d)	2	0.251248
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	0.050250
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	4,717,680
5 Multiply line 4 by line 3	5	237,063
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,203
7 Add lines 5 and 6	7	238,266
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	214,568

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	2,406
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	2,406
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,406
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 2,200		
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	2,200
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	206
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be credited to 2011 estimated tax. Refunded		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. \$ _____ (2) On foundation managers. \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) AL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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? Website address ► N/A	13	X	
14	The books are in care of ► REGIONS BANK TRUST DEPARTMENT 201 MONROE ST, 4TH FLOOR Located at ► MONTGOMERY AL ZIP+4 ► 36104 Telephone no ► 334-230-6100			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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? If "Yes," list the years ► 20 , 20 , 20 , 20 ☐ Yes ☒ No		
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) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ 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)? **N/A** ☐ **5b**

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

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

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

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

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

If "Yes" to 6b, file Form 8870

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
REGIONS BANK TRUST DEPARTMENT 201 MONROE STREET, 4TH FLOOR	MONTGOMERY AL 36104	TRUSTEE 5.00	25,744	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				

Total number of other employees paid over \$50,000

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

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

Total number of others receiving over \$50,000 for professional services ▶**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

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

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

	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,559,929
b	Average of monthly cash balances	1b	229,594
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	4,789,523
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	4,789,523
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	71,843
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,717,680
6	Minimum investment return. Enter 5% of line 5	6	235,884

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	235,884
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,406
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,406
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	233,478
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	233,478
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	233,478

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	214,568
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	214,568
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	214,568

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				233,478
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			213,014	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e				
4 Qualifying distributions for 2010 from Part XII, line 4. ▶ \$ 214,568				
a Applied to 2009, but not more than line 2a			213,014	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2010 distributable amount				1,554
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				231,924
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)

N/A

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

N/A

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Statement 9				213,029
Total			▶ 3a	213,029
b Approved for future payment N/A				
Total			▶ 3b	

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FYE: 12/31/2010

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

Description			How Received		Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price	Purchase			
2000 SHS AT&T	11/06/08	4/07/10	\$ 2,114	Purchase	\$ 1,773	\$	341
6000 SHS ABBOTT LABS	Various	3/22/10	6,371	Purchase	6,015		356
4000 SHS ABBOTT LABS	Various	3/26/10	4,189	Purchase	3,982		207
3000 SHS ABBOTT LABS	2/27/09	4/15/10	3,171	Purchase	2,985		186
12000 SHS BP CAPITAL MARKETS	Various	4/01/10	13,205	Purchase	12,324		881
2000 SHS BP CAPITAL MARKETS	9/28/10	9/29/10	3,019	Purchase	2,991		28
230 SHS BANK OF NEW YORK MELLON	3/10/09	3/03/10	6,617	Purchase	4,678		1,939
537 SHS BEST BUY	11/24/08	3/03/10	19,628	Purchase	10,737		8,891
13000 SHS BLACKROCK	Various	4/29/10	13,309	Purchase	13,072		237
130 SHS BRISTOL-MYERS SQUIBB	7/14/08	8/24/10	3,370	Purchase	2,765		605
1000 SHS CVS/CAREMARK	9/21/09	4/07/10	969	Purchase	1,016		-47
2000 SHS CVS/CAREMARK	Various	9/13/10	2,148	Purchase	2,067		81
2000 SHS CA	3/22/10	4/07/10	2,008	Purchase	2,046		-38
55 SHS CATERPILLAR	3/03/10	8/24/10	3,597	Purchase	3,255		342
1000 SHS CATERPILLAR	7/08/10	12/07/10	1,294	Purchase	1,274		20
3000 SHS CITIGROUP	12/15/09	4/07/10	3,040	Purchase	3,052		-12
70 SHS CLOROX	8/27/08	8/24/10	4,501	Purchase	4,094		407

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

Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price				
3000 SHS COCA COLA CO	12/29/99	5/28/10	\$	622	\$	\$	154,070
560 SHS DARDEN RESTAURANTS	8/27/08	4/01/10	Purchase	15,726			9,054
2000 SHS JOHN DEERE CAPITAL	3/05/09	4/07/10	Purchase	2,041			22
11000 SHS DUKE ENERGY	11/06/08	2/09/10	Purchase	11,154			893
1000 SHS DUKE ENERGY	3/05/09	2/09/10	Purchase	1,035			60
702.89 SHS FEDERAL HOME LOAN MTG	11/10/08	1/15/10	Purchase	713			-10
530.63 SHS FEDERAL HOME LOAN MTG	11/10/08	2/16/10	Purchase	531			-7
3977.78 SHS FEDERAL HOME LOAN MTG	11/10/08	3/15/10	Purchase	4,036			-58
801.18 SHS FEDERAL HOME LOAN MTG	11/10/08	4/15/10	Purchase	813			-12
756.39 SHS FEDERAL HOME LOAN MTG	11/10/08	5/17/10	Purchase	767			-11
648.81 SHS FEDERAL HOME LOAN MTG	11/10/08	6/15/10	Purchase	658			-9
614.65 SHS FEDERAL HOME LOAN MTG	11/10/08	7/15/10	Purchase	624			-9
711.4 SHS FEDERAL HOME LOAN MTG	11/10/08	8/16/10	Purchase	722			-11
23703.84 SHS FEDERAL HOME LOAN MTG	11/10/08	9/13/10	Purchase	24,048			1,512
661.4 SHS FEDERAL HOME LOAN MTG	11/10/08	9/15/10	Purchase	671			-10
459.22 SHS FEDERAL HOME LOAN MTG	7/12/10	8/16/10	Purchase	502			-43
21993.54 SHS FEDERAL HOME LOAN MTG	7/12/10	9/13/10	Purchase	24,045			-329

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

Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
		Whom Sold	Date Acquired / Date Sold	Sale Price			
699.74	SHS FEDERAL HOME LOAN MORTGAG		7/12/10 9/15/10	Purchase \$ 700	\$ 765	\$	-65
761.45	SHS FEDERAL HOME LOAN MTG		7/12/10 8/16/10	Purchase 761	815		-54
1090.93	SHS FEDERAL HOME LOAN MTG		7/12/10 9/15/10	Purchase 1,090	1,167		-77
1129.46	SHS FEDERAL HOME LOAN MTG		7/12/10 10/15/10	Purchase 1,129	1,208		-79
1103.25	SHS FEDERAL HOME LOAN MTG		7/12/10 11/15/10	Purchase 1,103	1,180		-77
1170.32	SHS FEDERAL HOME LOAN MTG		7/12/10 12/15/10	Purchase 1,170	1,252		-82
2367.49	SHS FEDERAL HOME LOAN MTG		11/10/08 1/15/10	Purchase 2,367	2,362		5
1948.59	SHS FEDERAL HOME LOAN MTG		11/10/08 2/16/10	Purchase 1,949	1,944		5
3211.67	SHS FEDERAL HOME LOAN MTG		11/10/08 3/15/10	Purchase 3,212	3,204		8
2101.72	SHS FEDERAL HOME LOAN MTG		11/10/08 4/15/10	Purchase 2,102	2,096		6
2257.09	SHS FEDERAL HOME LOAN MTG		11/10/08 5/17/10	Purchase 2,257	2,251		6
2098.63	SHS FEDERAL HOME LOAN MTG		11/10/08 6/15/10	Purchase 2,099	2,093		6
1823.01	SHS FEDERAL HOME LOAN MTG		11/10/08 7/15/10	Purchase 1,823	1,818		5
1817.08	SHS FEDERAL HOME LOAN MTG		11/10/08 8/16/10	Purchase 1,817	1,813		4
2444.14	SHS FEDERAL HOME LOAN MTG		11/10/08 9/15/10	Purchase 2,444	2,438		6
2525.31	SHS FEDERAL HOME LOAN MTG		11/10/08 10/15/10	Purchase 2,525	2,519		6
2539.62	SHS FEDERAL HOME LOAN MTG		11/10/08 11/15/10	Purchase 2,540	2,533		7

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

Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price				
2421.86 SHS FEDERAL HOME LOAN MTG	11/10/08	12/15/10	Purchase 2,422 \$	2,416 \$	\$	\$	6
319.05 SHS FEDERAL NATIONAL MORTGAGE	5/10/10	6/25/10	Purchase 319	339			-20
75.35 SHS FEDERAL NATIONAL MORTGAGE	5/10/10	7/26/10	Purchase 75	80			-5
90.94 SHS FEDERAL NATIONAL MORTGAGE	5/10/10	8/25/10	Purchase 91	97			-6
82.91 SHS FEDERAL NATIONAL MORTGAGE	5/10/10	9/27/10	Purchase 83	88			-5
93.85 SHS FEDERAL NATIONAL MORTGAGE	5/10/10	10/25/10	Purchase 94	100			-6
92.17 SHS FEDERAL NATIONAL MORTGAGE	5/10/10	11/26/10	Purchase 92	98			-6
78.66 SHS FEDERAL NATIONAL MORTGAGE	5/10/10	12/27/10	Purchase 79	83			-4
541.84 SHS FEDERAL NATIONAL MORTGAGE	11/10/08	1/25/10	Purchase 542	548			-6
383.51 SHS FEDERAL NATIONAL MORTGAGE	11/10/08	2/25/10	Purchase 384	388			-4
364.64 SHS FEDERAL NATIONAL MORTGAGE	11/10/08	3/25/10	Purchase 365	369			-4
762.45 SHS FEDERAL NATIONAL MORTGAGE	11/10/08	4/26/10	Purchase 762	772			-10
421.8 SHS FEDERAL NATIONAL MORTGAGE	11/10/08	5/25/10	Purchase 422	427			-5
946.63 SHS FEDERAL NATIONAL MORTGAGE	11/10/08	6/25/10	Purchase 947	958			-11
414.63 SHS FEDERAL NATIONAL MORTGAGE	11/10/08	7/26/10	Purchase 415	420			-5
613.91 SHS FEDERAL NATIONAL MORTGAGE	11/10/08	8/25/10	Purchase 614	621			-7
252.53 SHS FEDERAL NATIONAL MORTGAGE	11/10/08	9/27/10	Purchase 253	256			-3

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

Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
		Whom Sold	Date Acquired	Date Sold	Sale Price		
225.89	SHS FEDERAL NATIONAL MORTGAGE		11/10/08	10/25/10	Purchase	229 \$	\$ -3
622.55	SHS FEDERAL NATIONAL MORTGAGE		11/10/08	11/26/10	Purchase	630	-7
432.25	SHS FEDERAL NATIONAL MORTGAGE		11/10/08	12/27/10	Purchase	438	-6
652.42	SHS FEDERAL NATIONAL MORTGAGE		7/09/10	8/25/10	Purchase	704	-52
797.76	SHS FEDERAL NATIONAL MORTGAGE		7/09/10	9/27/10	Purchase	861	-63
834.29	SHS FEDERAL NATIONAL MORTGAGE		7/09/10	10/25/10	Purchase	900	-66
871.44	SHS FEDERAL NATIONAL MORTGAGE		7/09/10	11/26/10	Purchase	940	-69
871.84	SHS FEDERAL NATIONAL MORTGAGE		7/09/10	12/27/10	Purchase	941	-69
1263.76	SHS FEDERAL NATIONAL MORTGAG		11/10/08	1/25/10	Purchase	1,265	-1
1057.97	SHS FEDERAL NATIONAL MORTGAG		11/10/08	2/25/10	Purchase	1,059	-1
1078.04	SHS FEDERAL NATIONAL MORTGAG		11/10/08	3/25/10	Purchase	1,079	-1
1247.39	SHS FEDERAL NATIONAL MORTGAG		11/10/08	4/26/10	Purchase	1,249	-2
1170.06	SHS FEDERAL NATIONAL MORTGAG		11/10/08	5/25/10	Purchase	1,172	-2
2802.5	SHS FEDERAL NATIONAL MORTGAGE		11/10/08	6/25/10	Purchase	2,806	-3
1167.53	SHS FEDERAL NATIONAL MORTGAG		11/10/08	7/26/10	Purchase	1,169	-1
1240.40	SHS FEDERAL NATIONAL MORTGAG		11/10/08	8/25/10	Purchase	1,242	-2
1656.94	SHS FEDERAL NATIONAL MORTGAG		11/10/08	9/27/10	Purchase	1,659	-2

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

Description		How Received		Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price			
1551.77 SHS FEDERAL NATIONAL MORTGAG	11/10/08	10/25/10	\$			
			Purchase			
1599.75 SHS FEDERAL NATIONAL MORTGAG	11/10/08	11/26/10	1,552 \$	1,554 \$	\$	-2
			Purchase			
1594.26 SHS FEDERAL NATIONAL MORTGAG	11/10/08	11/26/10	1,600	1,602		-2
			Purchase			
885.41 SHS FEDERAL NATIONAL MORTGAGE	11/10/08	12/27/10	1,594	1,596		-2
			Purchase			
1096.35 SHS FEDERAL NATIONAL MORTGAG	11/10/08	1/25/10	885	886		-1
			Purchase			
727.11 SHS FEDERAL NATIONAL MORTGAGE	11/10/08	2/25/10	1,096	1,097		-1
			Purchase			
865.58 SHS FEDERAL NATIONAL MORTGAGE	11/10/08	3/25/10	727	728		-1
			Purchase			
553.77 SHS FEDERAL NATIONAL MORTGAGE	11/10/08	4/26/10	866	866		
			Purchase			
2083.27 SHS FEDERAL NATIONAL MORTGAG	11/10/08	5/25/10	554	554		
			Purchase			
1101.06 SHS FEDERAL NATIONAL MORTGAG	11/10/08	6/25/10	2,083	2,085		-2
			Purchase			
894.65 SHS FEDERAL NATIONAL MORTGAGE	11/10/08	7/26/10	1,101	1,102		-1
			Purchase			
575.09 SHS FEDERAL NATIONAL MORTGAGE	11/10/08	8/25/10	895	895		
			Purchase			
898.88 SHS FEDERAL NATIONAL MORTGAGE	11/10/08	9/27/10	575	576		-1
			Purchase			
791.97 SHS FEDERAL NATIONAL MORTGAGE	11/10/08	10/25/10	899	900		-1
			Purchase			
849.61 SHS FEDERAL NATIONAL MORTGAGE	11/10/08	11/26/10	792	793		-1
			Purchase			
2123.65 SHS FEDERAL NATIONAL MORTGAG	11/10/08	12/27/10	850	850		
			Purchase			
2081.34 SHS FEDERAL NATIONAL MORTGAG	11/10/08	1/25/10	2,124	2,156		-32
			Purchase			
	11/10/08	2/25/10	2,081	2,113		-32

Federal Statements

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

Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price				
2191.86 SHS FEDERAL NATIONAL MORTGAG	11/10/08	3/25/10	Purchase 2,192 \$	2,225 \$	\$		-33
3763.95 SHS FEDERAL NATIONAL MORTGAG	11/10/08	4/26/10	Purchase 3,764	3,820			-56
9568 SHS FEDERAL NATIONAL MORTGAGE	11/10/08	5/25/10	Purchase 9,568	9,712			-144
3066.54 SHS FEDERAL NATIONAL MORTGAG	11/10/08	6/25/10	Purchase 3,067	3,113			-46
1875.6 SHS FEDERAL NATIONAL MORTGAGE	11/10/08	7/26/10	Purchase 1,876	1,904			-28
1653.36 SHS FEDERAL NATIONAL MORTGAG	11/10/08	8/25/10	Purchase 1,653	1,678			-25
2079.9 SHS FEDERAL NATIONAL MORTGAGE	11/10/08	9/27/10	Purchase 2,080	2,111			-31
2131.08 SHS FEDERAL NATIONAL MORTGAG	11/10/08	10/25/10	Purchase 2,131	2,163			-32
1410.95 SHS FEDERAL NATIONAL MORTGAG	11/10/08	11/26/10	Purchase 1,411	1,432			-21
2582.28 SHS FEDERAL NATIONAL MORTGAG	11/10/08	12/27/10	Purchase 2,582	2,621			-39
302.52 SHS FEDERAL NATIONAL MORTGAGE	7/09/10	8/25/10	Purchase 303	323			-20
265.59 SHS FEDERAL NATIONAL MORTGAGE	7/09/10	9/27/10	Purchase 266	284			-18
237.61 SHS FEDERAL NATIONAL MORTGAGE	7/09/10	10/25/10	Purchase 238	254			-16
421.17 SHS FEDERAL NATIONAL MORTGAGE	7/09/10	11/26/10	Purchase 421	450			-29
426.29 SHS FEDERAL NATIONAL MORTGAGE	7/09/10	12/27/10	Purchase 426	456			-30
417.07 SHS FEDERAL NATIONAL MORTGAGE	7/08/10	8/25/10	Purchase 417	454			-37
1023.99 SHS FEDERAL NATIONAL MORTGAG	7/08/10	9/27/10	Purchase 1,024	1,115			-91

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

Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
		Whom Sold	Date Acquired	Date Sold	Sale Price		
414.53	SHS FEDERAL NATIONAL MORTGAGE		7/08/10	10/25/10	Purchase	415 \$	
						451 \$	\$ -36
717.63	SHS FEDERAL NATIONAL MORTGAGE		7/08/10	11/26/10	Purchase	718	
						781	-63
718.41	SHS FEDERAL NATIONAL MORTGAGE		7/08/10	12/27/10	Purchase	718	
						782	-64
191.21	SHS FEDERAL NATIONAL MORTGAGE		5/10/10	6/25/10	Purchase	191	
						206	-15
129.73	SHS FEDERAL NATIONAL MORTGAGE		5/10/10	7/26/10	Purchase	130	
						139	-9
378.92	SHS FEDERAL NATIONAL MORTGAGE		Various	8/25/10	Purchase	379	
						409	-30
476.49	SHS FEDERAL NATIONAL MORTGAGE		Various	9/27/10	Purchase	476	
						514	-38
466.77	SHS FEDERAL NATIONAL MORTGAGE		Various	10/25/10	Purchase	467	
						504	-37
399.87	SHS FEDERAL NATIONAL MORTGAGE		Various	11/26/10	Purchase	400	
						432	-32
454.63	SHS FEDERAL NATIONAL MORTGAGE		Various	12/27/10	Purchase	455	
						491	-36
160	SHS FIRSTENERGY		7/14/08	6/04/10	Purchase	13,207	-7,588
170	SHS FIRSTENERGY		4/01/10	6/04/10	Purchase	6,737	-767
.615	SHS FRONTIER COMMUNICATIONS		7/14/08	7/08/10	Purchase	5	-1
93	SHS FRONTIER COMMUNICATIONS		7/14/08	7/15/10	Purchase	843	-163
2000	SHS GENERAL ELECTRIC		11/06/08	4/07/10	Purchase	2,152	195
45	SHS GENUINE PARTS		7/14/08	8/24/10	Purchase	1,918	206
11000	SHS HSBC FINANCE		11/06/08	2/09/10	Purchase	11,234	391

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

Description			How Received		Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost			
2000 SHS HSBC FINANCE	3/05/09	2/09/10	Purchase 2,043 \$	1,845 \$	\$	\$	198
2000 SHS JP MORGAN CHASE	7/08/10	9/13/10	Purchase 2,288	2,264			24
5000 SHS KELLOGG	11/06/08	2/08/10	Purchase 5,412	4,878			534
7000 SHS KELLOGG	11/06/08	2/09/10	Purchase 7,572	6,829			743
280 SHS ELI LILLY	7/14/08	8/24/10	Purchase 9,531	13,591			-4,060
80 SHS ELI LILLY	4/01/10	8/24/10	Purchase 2,723	2,893			-170
295 SHS LIMITED	9/03/09	8/24/10	Purchase 7,242	4,550			2,692
588 SHS LIMITED	9/03/09	9/08/10	Purchase 14,937	9,069			5,868
480 SHS MATTEL	2/09/09	8/24/10	Purchase 10,176	6,343			3,833
40 SHS MCDONALD'S	7/14/08	8/24/10	Purchase 2,908	2,332			576
12000 SHS MCDONALDS	11/06/08	5/20/10	Purchase 13,432	11,379			2,053
2000 SHS MERRILL LYNCH	7/23/09	4/07/10	Purchase 2,163	1,993			170
4000 SHS MICROSOFT	9/23/10	11/30/10	Purchase 3,964	4,002			-38
8000 SHS MICROSOFT	Various	11/30/10	Purchase 7,910	7,984			-74
13000 MORGAN STANLEY 5.05%	11/06/08	4/30/10	Purchase 13,344	12,743			601
1000 SHS ORACLE CORPORATION	11/06/08	4/07/10	Purchase 1,097	935			162
1000 SHS PEPSICO	11/06/08	4/07/10	Purchase 1,236	1,097			139

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

Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price				
2000 SHS PEPSICO	11/06/08	11/16/10	Purchase 2,635 \$	2,183 \$	\$	\$	452
8000 SHS GCB PEPSICO	11/06/08	11/02/10	Purchase 10,506	8,673			1,833
1000 SHS GCB PEPSICO	5/10/10	11/02/10	Purchase 1,313	1,233			80
1000 SHS PETROBRAS INTL	10/22/09	4/07/10	Purchase 1,028	999			29
2000 SHS PETROBRAS INTL	7/08/10	9/13/10	Purchase 2,144	2,061			83
13000 SHS PFIZER	Various	2/04/10	Purchase 13,859	13,056			803
1000 SHS SUNTRUST BANK ATLANTA	5/08/09	4/08/10	Purchase 1,033	993			40
12000 SHS SUNTRUST BAK ATLANTA	11/06/08	12/10/10	Purchase 12,193	11,973			220
3000 SHS SUNTRUST BANK ATLANTA	7/08/10	12/10/10	Purchase 3,048	3,000			48
1000 SHS TARGET	11/06/08	4/07/10	Purchase 1,077	831			246
2000 SHS TENNESSEE VALLEY AUTH	3/06/09	4/07/10	Purchase 2,228	2,187			41
30 SHS 3M	7/14/08	8/24/10	Purchase 2,409	2,071			338
1000 SHS TIME WARNER CABLE	8/11/09	4/07/10	Purchase 1,114	1,093			21
2000 SHS TRAVELERS COMPANIES	7/08/10	9/13/10	Purchase 2,292	2,224			68
12000 US BANK NA 6.375%	Various	4/29/10	Purchase 12,749	12,152			597
13000 UNITED STATES TREASURY	Various	5/19/10	Purchase 13,366	14,643			-1,277
2026.7 UNITED STATES TREASURY	7/08/10	12/07/10	Purchase 2,170	2,077			93

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

Whom Sold	Description		Date Sold	Sale Price	How Received		Cost	Expense	Depreciation	Net Gain / Loss
	Date Acquired									
15000 UNITED STATES TREASURY	Various		12/10/10	\$	Purchase		15,035	\$		-12
12000 UNITED STATES TREASURY	4/21/10		4/26/10		Purchase		11,990			4
44000 UNITED STATES TREASURY	Various		5/10/10		Purchase		43,965			38
208000 UNITED STATES TREASURY	6/17/10		7/08/10		Purchase		208,707			161
14000 UNITED STATES TREASURY	6/17/10		8/09/10		Purchase		14,034			33
9000 UNITED STATES TREASURY	6/17/10		11/16/10		Purchase		9,018			23
11000 UNITED STATES TREASURY	Various		12/10/10		Purchase		11,036			9
2000 SHS VERIZON COMMUNICATIONS	7/08/10		12/08/10		Purchase		2,230			51
1000 SHS WACHOVIA	11/06/08		4/07/10		Purchase		917			149
Total				\$	999,396	\$	812,131	\$	0	\$ 187,265

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

Description	Revenue per Books		Net Investment Income		Adjusted Net Income	
EXCISE TAX REFUND	\$	4,085	\$		\$	
Total	\$	4,085	\$	0	\$	0

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Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Indirect Accounting Fees	\$ 1,350	\$	\$	\$ 1,350
Total	\$ 1,350	\$ 0	\$ 0	\$ 1,350

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses				
PENALTIES	185			185
Total	\$ 185	\$ 0	\$ 0	\$ 185

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
3M CO	\$ 13,808	\$ 11,736	Cost	\$ 14,671
ABBOTT LABS	13,600	15,085	Cost	12,936
AFLAC INC	13,121	13,121	Cost	19,130
ALLSTATE CORP	1,147	1,147	Cost	21,838
AT&T INC	13,658	15,621	Cost	14,543
AUTOMATIC DATA PROCESSING INC	13,585	13,585	Cost	15,272
BANK OF NEW YORK MELLON	4,678		Cost	
BB&T CORP	13,062	13,062	Cost	16,300
BEST BUY INC	10,737		Cost	
BRISTOL MYERS SQUIBB CO	13,612	10,847	Cost	13,505
CATERPILLAR		12,134	Cost	19,200
CHEVRON CORP	13,841	17,205	Cost	17,794
CLOROX CO	16,378	12,283	Cost	13,289
COCA COLA COMPANY	5,482	4,674	Cost	1,482,982
CONAGRA FOODS INC	13,618	13,618	Cost	14,451
CONOCOPHILLIPS	13,252	13,252	Cost	17,978
DARDEN RESTAURANTS INC	15,726		Cost	
DISCOVER FINANCIAL SVS	144	144	Cost	5,318
DOMINION RES INC VA NEW	13,814	13,814	Cost	12,816
DUKE ENERGY CORP	70,104	70,104	Cost	71,240
EATON CORP	13,531	14,970	Cost	19,287
ELI LILLY & CO	13,591		Cost	
EXELON CORP	13,304	21,371	Cost	13,949
EXXONMOBIL CORP	13,645	18,942	Cost	17,914
FIRSTENERGY CORP	13,207		Cost	
GALLAGHER ARTHUR J & CO	13,450	13,450	Cost	15,703

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
GENERAL ELECTRIC COMPANY	\$	\$ 16,150	Cost	\$ 16,827
GENUINE PARTS CO	13,697	11,985	Cost	16,172
ILLINOIS TOOL WORKS INC	13,835	13,835	Cost	16,020
INTEL CORP	13,667	14,787	Cost	15,142
INTERNATIONAL BUSINESS MACHINES	83,875	83,875	Cost	780,763
J.C. PENNEY, INC	506	506	Cost	9,693
JOHNSON & JOHNSON	13,977	15,139	Cost	14,226
JP MORGAN CHASE & CO	13,875	13,875	Cost	18,241
KIMBERLY CLARK CORP	13,587	13,587	Cost	14,499
LEGGETT & PLATT		15,337	Cost	16,615
LIMITED BRANDS	13,618		Cost	
MATTEL INC	15,328	8,985	Cost	17,292
MCDONALDS CORP	13,992	11,660	Cost	15,352
MCGRAW HILL INC	11,674	14,184	Cost	17,914
MEADWESTVACO CORP		13,506	Cost	16,612
MERCK & CO INC	13,712	14,401	Cost	14,056
MICROSOFT CORP	13,764	13,764	Cost	15,071
MORGAN STANLEY	728	728	Cost	15,619
NEXTERA ENERGY INC		11,730	Cost	12,478
NORFOLK SOUTHERN CORP	13,271	13,271	Cost	17,276
NUCOR CORP	4,926	14,426	Cost	15,556
OCCIDENTAL PETE CORP	13,453	15,701	Cost	18,639
PAYCHEX INC	13,674	15,955	Cost	16,382
PFIZER INC	41,417	41,417	Cost	41,394
PHILIP MORRIS INTERNAIONAL	9,961	9,961	Cost	15,803
PRAXAIR INC	13,739	13,739	Cost	14,321

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

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
PROGRESS ENERGY INC	\$ 13,595	\$ 13,595	Cost	\$ 14,348
PRUDENTIAL FINANCIAL INC	13,787	13,787	Cost	14,090
SOUTHERN CO	101,393	101,393	Cost	114,690
SPECTRA ENERGY CORP	13,829	17,823	Cost	17,243
TORCHMARK CORPORATION	34,004	34,004	Cost	239,557
TRAVELERS COMPANIES INC	14,712	14,712	Cost	16,713
US BANCORP DEL	13,456	13,456	Cost	15,103
VERIZON COMMUNICATIONS	13,677	14,755	Cost	16,280
VF		15,549	Cost	17,236
WADDELL & REED FINL INC CL A	5,315	5,315	Cost	64,051
WASTE MANAGEMENT	4,466	11,722	Cost	14,932
Total	\$ 942,605	\$ 988,780		\$ 3,576,322

Statement 6 - Form 990-PF, Part II, Line 13 - Other Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
ABBOTT LABS 5.125% 4/1/19	\$ 12,983		Cost	\$
AT&T 5.6% 5/15/2018	11,522	13,044	Cost	15,620
BARCLAYS BANK 3.9% 4/7/15		15,056	Cost	15,467
BB&T CORPORATION 3.85% 7/27/12		15,591	Cost	15,604
BP CAPITAL PLC NORMAL 5.25% 11/7/13	12,358		Cost	
CA INC 5.375% 11/13/09		14,348	Cost	14,474
CATERPILLAR INC 7.9% 12/15/2018	11,185	11,170	Cost	14,158
CITIGROUP INC 6% 12/13/13		14,183	Cost	14,205
CITIGROUP INC FDIC 2.25% 12/10/2012	65,230	70,955	Cost	72,003
COMCAST CORP 5.7% 7/1/19	12,133	14,317	Cost	15,306

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Statement 6 - Form 990-PF, Part II, Line 13 - Other Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CONOCO PHILLIPS 6.5% 2/1/39	\$ 11,713	\$ 11,713	Cost	\$ 14,269
CREDIT SUISSE NEW YORK 5.5% 5/1/14	12,193	28,662	Cost	29,610
CSX CORP 6.25% 4/1/15		14,448	Cost	14,774
CVS CAREMARK CORP 6.125% 9.15/39	14,230	12,196	Cost	12,822
DIRECTV HOLDGS/FING 3.55% 3/15/15		14,508	Cost	14,223
DUKE ENERGY CORP 6.25% 1/15/2012	12,241		Cost	
FHLM 5% 2/1/22		24,283	Cost	24,095
FHLM 5% 6/1/22	88,237	60,750	Cost	64,870
FHLM 6% 8/1/2037	33,590		Cost	
FNMA 5% 12/1/2019	41,166	29,833	Cost	31,878
FNMA 5% 3/15/2016	24,874	27,027	Cost	29,373
FNMA 5% 4/1/23		8,268	Cost	8,210
FNMA 5.5% 1/1/2022	20,167	14,111	Cost	15,007
FNMA 5.5% 2/1/23		12,066	Cost	12,030
FNMA 5.5% 9/1/34		30,485	Cost	30,408
FNMA 5.5% 2/1/2035	70,279	52,827	Cost	56,871
FNMA 5.5% 11/1/35		3,848	Cost	3,899
FNMA 6% 3/1/2037	131,007	95,961	Cost	103,646
FNMA 6% 4/1/37		21,282	Cost	21,381
GENERAL ELECTRIC CO 5% 2/1/2013	24,207	26,535	Cost	28,862
GOLDMAN SACHS GROUP INC 7.5% 2/15/19		14,277	Cost	15,158
GOLDMAN SACHS GROUP INC 6% 5/1/14	12,236	14,344	Cost	15,423
HESS CORPORATION 8.125% 2/15/19	13,113	14,210	Cost	15,160
HEWLETT-PACKARD 2.2% 12/1/15		11,989	Cost	11,818
HSBC FINANCE CORP 4.625% 9/15/2010	12,358		Cost	
JOHN DEERE CAPITAL CORP INSD 2.875%	38,346	42,334	Cost	43,396

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Statement 6 - Form 990-PF, Part II, Line 13 - Other Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
JP MORGAN CHASE & CO 6.3% 4/23/19	\$ 11,907	\$ 11,907	Cost	\$ 13,659
KELLOGG CO 5.125% 12/3/12	11,706		Cost	
KRAFT FOODS 4.125% 2/9/16		14,109	Cost	14,696
MCDONALDS CORP SERIES	11,257		Cost	
MERRILL LYNCH & CO 6.875% 4/25/18	12,953	14,136	Cost	15,321
MERRILL LYNCH & CO 6.11% 1/29/37		14,996	Cost	14,443
MORGAN STANLEY 5.05% 1/21/11	12,220		Cost	
MORGAN STANLEY SERIES 5.625% 9/23/19	13,044	15,010	Cost	15,295
ORACLE CORP 5.75% 4/15/18	11,222	12,559	Cost	14,871
PEPSICO INC 7.9% 11/1/2018	12,103		Cost	
PETROBRAS INTL 5.75% 1/20/20	12,988	13,019	Cost	13,488
PFIZER INC 4.45% 3/15/12	13,068		Cost	
PFIZER INC 6.2% 3/15/19		13,393	Cost	14,056
PRUDENTIAL FINANCIAL		13,907	Cost	13,691
SUNTRUST BANK ATL 6.375% 4/1/2011	12,779		Cost	
TALISMAN ENERGY INC 7.75% 6/1/19	12,876	13,955	Cost	14,815
TARGET CORP 5.375% 5/1/17	10,797	11,099	Cost	14,569
TN VALLEY AUTH 6.79% 5/23/2012	37,844	41,122	Cost	42,329
TIME WARNER CABLE 6.75% 7/1/18	13,162	14,277	Cost	15,154
TRAVELERS COMPANIES, INC 6.25%	9,486	9,485	Cost	13,336
US BANK NA 6.375% 8/1/2011	12,238		Cost	
US TREASURY 6.25% 8/15/23	12,745	26,136	Cost	27,651
US TREASURY 1.375% 7/15/18	61,179	69,149	Cost	71,609
US TREASURY .75% 11/30/11	79,891	150,813	Cost	151,595
US TREASURY .75% 8/15/13		29,925	Cost	29,939
US TREASURY 4.375 2/15/38	14,665		Cost	

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Statement 6 - Form 990-PF, Part II, Line 13 - Other Investments (continued)

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
US TREASURY 5.375% 2/15/31				
	\$	\$ 13,903	Cost	\$ 14,008
US TREASURY 2.625% 11/15/20		14,184	Cost	14,149
VERIZON COMMUNICATIONS 5.55% 2/15/16	10,843	10,843	Cost	13,451
WACHOVIA CORP 5.75% 6/15/2017	11,907	13,187	Cost	15,499
Total	\$ 1,108,248	\$ 1,295,735		\$ 1,361,644

Statement 7 - Form 990-PF, Part II, Line 15 - Other Assets

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
ACCRUED INTEREST	\$ 405	\$ 277	\$ 277
INCOME RECEIVABLE	58	36	36
Total	\$ 463	\$ 313	\$ 313

Statement 8 - Form 990-PF, Part III, Line 3 - Other Increases

<u>Description</u>	<u>Amount</u>
DIFFERENCE IN FMV AND BASIS IN SECURITIES	\$ 50,092
Total	\$ 50,092

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Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name	Address	Relationship	Status	Purpose	Amount
ALABAMA PUBLIC TELEVISION		NONE	PUBLIC CHARI	GENERAL FUND	1,000
ALUMNAE FUND OF SMITH COL		NONE	PUBLIC CHARI	GENERAL FUND	3,000
AMERICAN HEART ASSOCIATIO		NONE	PUBLIC CHARI	GENERAL FUND	500
AMERICAN RED CROSS		NONE	PUBLIC CHARI	GENERAL FUND	10,000
AMERICAN PRINTING HOUSE		NONE	PUBLIC CHARI	GENERAL FUND	250
BOYS & GIRLS CLUB OF MONT		NONE	PUBLIC CHARI	GENERAL FUND	3,000
BRANTWOOD CHILDREN'S HOME		NONE	PUBLIC CHARI	GENERAL FUND	3,000
CAMP ASCCA		NONE	PUBLIC CHARI	GENERAL FUND	500
CAMP SUNSHINE FOR BOYS		NONE	PUBLIC CHARI	GENERAL FUND	3,000
CAMP SUNSHINE FOR GIRLS		NONE	PUBLIC CHARI	GENERAL FUND	3,000
CAPRI COMMUNITY FILM SOCI		NONE	PUBLIC CHARI	GENERAL FUND	500
CHILDREN'S CENTER OF MONT		NONE	PUBLIC CHARI	GENERAL FUND	500
EYE-BANK FOR SIGHT RESTOR		NONE	PUBLIC CHARI	GENERAL FUND	1,000
FAMILY GUIDANCE CENTER		NONE	PUBLIC CHARI	GENERAL FUND	5,000
FAMILY SUNSHINE CENTER		NONE	PUBLIC CHARI	GENERAL FUND	75,279
FRIENDS OF THE MONTGOMERY		NONE	PUBLIC CHARI	GENERAL FUND	500
FRIENDS OF ALABAMA ARCHIV		NONE	PUBLIC CHARI	GENERAL FUND	250
GIRLS SCOUT CAMPSHIP FU		NONE	PUBLIC CHARI	GENERAL FUND	500

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**Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name	Address	Relationship	Status	Purpose	Amount
GOODWILL INDUSTRIES- CENT		NONE	PUBLIC CHARI	GENERAL FUND	500
GROUP HOMES FOR CHILDREN,		NONE	PUBLIC CHARI	GENERAL FUND	500
HOSPICE OF MONTGOMERY		NONE	PUBLIC CHARI	GENERAL FUND	5,000
INTERNATIONAL RETINAL RES		NONE	PUBLIC CHARI	GENERAL FUND	6,500
JEWISH CHILDREN'S REGIONA		NONE	PUBLIC CHARI	GENERAL FUND	1,000
JEWISH FEDERATION OF CENT		NONE	PUBLIC CHARI	GENERAL FUND	25,000
JOY TO LIFE FOUNDATION		NONE	PUBLIC CHARI	GENERAL FUND	5,000
LANDMARKS FOUNDATION		NONE	PUBLIC CHARI	GENERAL FUND	500
LIGHTHOUSE COUNSELING CEN		NONE	PUBLIC CHARI	GENERAL FUND	3,000
M.A.R.C.		NONE	PUBLIC CHARI	GENERAL FUND	500
MONTGOMERY AIDS OUTREACH,		NONE	PUBLIC CHARI	GENERAL FUND	1,000
MONTGOMERY AREA COUNCIL O		NONE	PUBLIC CHARI	GENERAL FUND	13,000
MONTGOMERY AREA FOOD BANK		NONE	PUBLIC CHARI	GENERAL FUND	6,500
MONTGOMERY HABITAT FOR HU		NONE	PUBLIC CHARI	GENERAL FUND	3,000
MONTGOMERY SYMPHONY ORCHE		NONE	PUBLIC CHARI	GENERAL FUND	5,000
SAFE PLACE OF MONTGOMERY		NONE	PUBLIC CHARI	GENERAL FUND	500
SALVATION ARMY		NONE	PUBLIC CHARI	GENERAL FUND	500
SAYNO IN MONTGOMERY AREA,		NONE	PUBLIC CHARI	GENERAL FUND	250

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Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
TEMPLE BETH		NONE	PUBLIC CHARI GENERAL FUND		25,000
Total					213,029