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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

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

OMB No 1545-0052

**2010**

For calendar year 2010, or tax year beginning

04/01, 2010, and ending

03/31, 2011

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

A Employer identification number

TR JOE E JOHNSTON FDN U/W 55-1112932

58-1364875

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

Room/suite

B Telephone number (see page 10 of the instructions)

P.O. BOX 1908

(404) 588-7227

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

J Accounting method: ☒ Cash ☐ Accrual

of year (from Part II, col. (c), line

☐ Other (specify) \_\_\_\_\_

16) ▶ \$ 2,873,189.

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

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) |
|------------------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| <b>Revenue</b>                                                                                 |                                    |                           |                         |                                                             |
| 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                                                       | 85,830.                            | 88,213.                   |                         | STMT 1                                                      |
| 5a Gross rents                                                                                 |                                    |                           |                         |                                                             |
| b Net rental income or (loss)                                                                  |                                    |                           |                         |                                                             |
| 6a Net gain or (loss) from sale of assets not on line 10                                       | 22,979.                            |                           |                         |                                                             |
| b Gross sales price for all assets on line 6a                                                  | 1,700,207.                         |                           |                         |                                                             |
| 7 Capital gain net income (from Part IV, line 2)                                               |                                    | 29,834.                   |                         |                                                             |
| 8 Net short-term capital gain                                                                  |                                    |                           |                         |                                                             |
| 9 Income modifications                                                                         |                                    |                           | 5,000.                  |                                                             |
| 10a Gross sales less returns and allowances                                                    |                                    |                           |                         |                                                             |
| b Less Cost of goods sold                                                                      |                                    |                           |                         |                                                             |
| c Gross profit or (loss) (attach schedule)                                                     |                                    |                           |                         |                                                             |
| 11 Other income (attach schedule)                                                              | 3,892.                             |                           |                         | STMT 2                                                      |
| 12 Total. Add lines 1 through 11                                                               | 112,701.                           | 118,047.                  | 5,000.                  |                                                             |
| <b>Operating and Administrative Expenses</b>                                                   |                                    |                           |                         |                                                             |
| 13 Compensation of officers, directors, trustees, etc.                                         | 17,109.                            | 8,555.                    |                         | 8,554.                                                      |
| 14 Other employee salaries and wages                                                           |                                    |                           |                         |                                                             |
| 15 Pension plans, employee benefits                                                            |                                    |                           |                         |                                                             |
| 16a Legal fees (attach schedule)                                                               |                                    |                           |                         |                                                             |
| b Accounting fees (attach schedule)                                                            | 2,500.                             | NONE                      | NONE                    | 2,500.                                                      |
| c Other professional fees (attach schedule)                                                    |                                    |                           |                         |                                                             |
| 17 Interest                                                                                    |                                    |                           |                         |                                                             |
| 18 Taxes (attach schedule) (see page 14 of the instructions)                                   | 1,602.                             | 681.                      |                         |                                                             |
| 19 Depreciation (attach schedule) and depletion                                                |                                    |                           |                         |                                                             |
| 20 Occupancy                                                                                   |                                    |                           |                         |                                                             |
| 21 Travel, conferences, and meetings                                                           |                                    |                           |                         |                                                             |
| 22 Printing and publications                                                                   |                                    |                           |                         |                                                             |
| 23 Other expenses (attach schedule)                                                            |                                    |                           |                         |                                                             |
| 24 Total operating and administrative expenses. Add lines 13 through 23                        | 21,211.                            | 9,236.                    | NONE                    | 11,054.                                                     |
| 25 Contributions, gifts, grants paid                                                           | 125,500.                           |                           |                         | 125,500.                                                    |
| 26 Total expenses and disbursements. Add lines 24 and 25                                       | 146,711.                           | 9,236.                    | NONE                    | 136,554.                                                    |
| 27 Subtract line 26 from line 12.                                                              |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                            | -34,010.                           |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                               |                                    | 108,811.                  |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                 |                                    |                           | 5,000.                  |                                                             |

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

JSA

Form 990-PF (2010)

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| Part II Balance Sheets      |                                                                                                                                                | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)                    |            | Beginning of year | End of year    |                       |
|-----------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|------------|-------------------|----------------|-----------------------|
|                             |                                                                                                                                                |                                                                                                                                        |            | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| Assets                      | 1                                                                                                                                              | Cash - non-interest-bearing . . . . .                                                                                                  |            |                   |                |                       |
|                             | 2                                                                                                                                              | Savings and temporary cash investments . . . . .                                                                                       |            | 43,445.           | 70,646.        | 70,646.               |
|                             | 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                                                                                         |                                                                                                                                        | 2,385,449. | 2,330,657.        | 2,802,543.     |                       |
| 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) . . . . .                                 |                                                                                                                                        | 2,428,894. | 2,401,303.        | 2,873,189.     |                       |
| 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 | <b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b><br><b>and complete lines 24 through 26 and lines 30 and 31.</b> |                                                                                                                                        |            |                   |                |                       |
|                             | 24                                                                                                                                             | Unrestricted . . . . .                                                                                                                 |            |                   |                |                       |
|                             | 25                                                                                                                                             | Temporarily restricted . . . . .                                                                                                       |            |                   |                |                       |
|                             | 26                                                                                                                                             | Permanently restricted . . . . .                                                                                                       |            |                   |                |                       |
|                             | <b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/></b>             |                                                                                                                                        |            |                   |                |                       |
|                             | 27                                                                                                                                             | Capital stock, trust principal, or current funds . . . . .                                                                             |            | 2,428,894.        | 2,401,303.     |                       |
|                             | 28                                                                                                                                             | Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .                                                                |            |                   |                |                       |
|                             | 29                                                                                                                                             | Retained earnings, accumulated income, endowment, or other funds . . . . .                                                             |            |                   |                |                       |
|                             | 30                                                                                                                                             | <b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .                                                   |            | 2,428,894.        | 2,401,303.     |                       |
|                             | 31                                                                                                                                             | <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .                                      |            | 2,428,894.        | 2,401,303.     |                       |

### 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 | 2,428,894. |
| 2 | Enter amount from Part I, line 27a . . . . .                                                                                                                         | 2 | -34,010.   |
| 3 | Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6 . . . . .                                                                                         | 3 | 6,419.     |
| 4 | Add lines 1, 2, and 3 . . . . .                                                                                                                                      | 4 | 2,401,303. |
| 5 | Decreases not included in line 2 (itemize) ▶ . . . . .                                                                                                               | 5 |            |
| 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 | 2,401,303. |

**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<br>P-Purchase<br>D-Donation                                                    | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|--------------------------------------|----------------------------------|
| 1a SEE PART IV DETAIL                                                                                                                                                                                                             |                                            |                                                 |                                                                                                 |                                      |                                  |
| b                                                                                                                                                                                                                                 |                                            |                                                 |                                                                                                 |                                      |                                  |
| c                                                                                                                                                                                                                                 |                                            |                                                 |                                                                                                 |                                      |                                  |
| d                                                                                                                                                                                                                                 |                                            |                                                 |                                                                                                 |                                      |                                  |
| e                                                                                                                                                                                                                                 |                                            |                                                 |                                                                                                 |                                      |                                  |
| (e) Gross sales price                                                                                                                                                                                                             | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(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<br>as of 12/31/69       | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>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<br>If (loss), enter -0- in Part I, line 7 }                                                                                               |                                            |                                                 | 2                                                                                               | 29,834.                              |                                  |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions).<br>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)<br>Base period years<br>Calendar year (or tax year beginning in)                                                                                                                                                                      | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2009                                                                                                                                                                                                                                      | 74,561.                                  | 2,446,215.                                   | 0.03048014995                                               |
| 2008                                                                                                                                                                                                                                      | 181,368.                                 | 2,459,855.                                   | 0.07373117521                                               |
| 2007                                                                                                                                                                                                                                      | 130,962.                                 | 2,985,806.                                   | 0.04386152349                                               |
| 2006                                                                                                                                                                                                                                      | 136,102.                                 | 2,878,371.                                   | 0.04728438412                                               |
| 2005                                                                                                                                                                                                                                      | 141,747.                                 | 2,777,767.                                   | 0.05102911799                                               |
| 2 Total of line 1, column (d) . . . . .                                                                                                                                                                                                   |                                          |                                              | 2 0.24638635076                                             |
| 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 0.04927727015                                             |
| 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 . . . . .                                                                                                                                                  |                                          |                                              | 4 2,678,230.                                                |
| 5 Multiply line 4 by line 3 . . . . .                                                                                                                                                                                                     |                                          |                                              | 5 131,976.                                                  |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .                                                                                                                                                                    |                                          |                                              | 6 1,088.                                                    |
| 7 Add lines 5 and 6 . . . . .                                                                                                                                                                                                             |                                          |                                              | 7 133,064.                                                  |
| 8 Enter qualifying distributions from Part XII, line 4 . . . . .<br>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. |                                          |                                              | 8 136,554.                                                  |

**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 <input type="checkbox"/> and enter "N/A" on line 1<br>Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions) |    | 1             | 1,088. |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b                                                                                  |    |               |        |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)                                                                                                                      |    |               |        |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                                   |    | 2             |        |
| 3 Add lines 1 and 2                                                                                                                                                                                                                           |    | 3             | 1,088. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                                 |    | 4             | NONE   |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                                                     |    | 5             | 1,088. |
| 6 Credits/Payments:                                                                                                                                                                                                                           |    |               |        |
| a 2010 estimated tax payments and 2009 overpayment credited to 2010                                                                                                                                                                           | 6a | 1,188.        |        |
| b Exempt foreign organizations-tax withheld at source                                                                                                                                                                                         | 6b | NONE          |        |
| c Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                                         | 6c | NONE          |        |
| d Backup withholding erroneously withheld                                                                                                                                                                                                     | 6d |               |        |
| 7 Total credits and payments. Add lines 6a through 6d                                                                                                                                                                                         | 7  | 1,188.        |        |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached                                                                                                                           | 8  |               |        |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed                                                                                                                                                               | 9  |               |        |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid                                                                                                                                                  | 10 | 100.          |        |
| 11 Enter the amount of line 10 to be Credited to 2011 estimated tax                                                                                                                                                                           | 11 | 100. Refunded |        |

**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)?<br>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:<br>(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?<br>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?<br>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:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?                    | 6   | X  |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV                                                                                                                                                                                                                      | 7   | X  |
| 8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) STMT 7                                                                                                                                                                                                                             |     |    |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation                                                                                                                                           | 8b  | X  |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV                                                                                       | 9   | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                                   | 10  | X  |

Form 990-PF (2010)

**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 ▶ <u>N/A</u>                                                                                                                   |                                                                                                                                                                                                                  |    |     |                          |
| 14                                                                                                                                             | The books are in care of ▶ <u>SUNTRUST BANK</u> Telephone no ▶ <u>(404) 588-7227</u>                                                                                                                             |    |     |                          |
|                                                                                                                                                | Located at ▶ <u>25 PARK PLACE, ATLANTA, GA</u> ZIP + 4 ▶ <u>30303</u>                                                                                                                                            |    |     |                          |
| 15                                                                                                                                             | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . .                                                                                                    | 15 |     | <input type="checkbox"/> |
| and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ <u>15</u>                                          |                                                                                                                                                                                                                  |    |     |                          |
| 16                                                                                                                                             | At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .              | 16 | Yes | No                       |
| 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 ▶ |                                                                                                                                                                                                                  |    |     | X                        |

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

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

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Yes                                     | No                                     |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|----------------------------------------|
| 1a During the year did the foundation (either directly or indirectly):                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                         |                                        |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .                                                                                                                                                                                                                                                                                                                                                                                                            | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .                                                                                                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .                                                                                                                                                                                                                                                                                                                                                                                                        | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .                                                                                                                                                                                                                                                                                                                                                                                                              | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No            |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .                                                                                                                                                                                                                                                                                                                                                     | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . .                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? . . . . .                                                                                                                                                                                                                                                             | 1b                                      | X                                      |
| Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                     |                                         |                                        |
| 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? . . . . .                                                                                                                                                                                                                                                                                                                                               | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |
| If "Yes," list the years ▶                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                         |                                        |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions) . . . . .                                                                                                                                                                         | 2b                                      | X                                      |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶                                                                                                                                                                                                                                                                                                                                                                                         |                                         |                                        |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .                                                                                                                                                                                                                                                                                                                                                                     | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |
| b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.) . . . . . | 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                                      |

Form 990-PF (2010)

**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? ☒ 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

5b

N/A

6b

X

7b

N/A

**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      |                                                           | 17,109.                                   | -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

Form 990-PF (2010)

**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             |
|                                                                                 |                     |                  |
|                                                                                 |                     |                  |
|                                                                                 |                     |                  |
|                                                                                 |                     |                  |
|                                                                                 |                     |                  |
| <b>Total number of others receiving over \$50,000 for professional services</b> |                     | 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                                                                                                           |        |
| <b>Total. Add lines 1 through 3</b>                                                                              |        |

Form 990-PF (2010)

**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> | 2,650,395. |
| <b>b</b> | Average of monthly cash balances                                                                                         | <b>1b</b> | 68,620.    |
| <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> | 2,719,015. |
| <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>  | 2,719,015. |
| <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>  | 40,785.    |
| <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>  | 2,678,230. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                                     | <b>6</b>  | 133,912.   |

**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>  | 133,912. |
| <b>2a</b> | Tax on investment income for 2010 from Part VI, line 5                                                    | <b>2a</b> | 1,088.   |
| <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> | 1,088.   |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 132,824. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                 | <b>4</b>  | 5,000.   |
| <b>5</b>  | Add lines 3 and 4                                                                                         | <b>5</b>  | 137,824. |
| <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>  | 137,824. |

**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> | 136,554. |
| <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>  | 136,554. |
| <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>  | 1,088.   |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                               | <b>6</b>  | 135,466. |

**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)<br>Corpus | (b)<br>Years prior to 2009 | (c)<br>2009 | (d)<br>2010 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2010 from Part XI, line 7 . . . . .                                                                                                                       |               |                            |             | 137,824.    |
| <b>2</b> Undistributed income, if any, as of the end of 2010                                                                                                                                |               |                            |             |             |
| <b>a</b> Enter amount for 2009 only . . . . .                                                                                                                                               |               |                            | 119,783.    |             |
| <b>b</b> Total for prior years 20 <u>08</u> , 20 <u>    </u> , 20 <u>    </u>                                                                                                               |               | NONE                       |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2010:                                                                                                                                   |               |                            |             |             |
| <b>a</b> From 2005 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>b</b> From 2006 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>c</b> From 2007 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>d</b> From 2008 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>e</b> From 2009 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>f</b> Total of lines 3a through e . . . . .                                                                                                                                              | NONE          |                            |             |             |
| <b>4</b> Qualifying distributions for 2010 from Part XII, line 4 ► \$ <u>136,554.</u>                                                                                                       |               |                            |             |             |
| <b>a</b> Applied to 2009, but not more than line 2a . . . .                                                                                                                                 |               |                            | 119,783.    |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .                                                                     |               | NONE                       |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . .                                                                               | NONE          |                            |             |             |
| <b>d</b> Applied to 2010 distributable amount . . . . .                                                                                                                                     |               |                            |             | 16,771.     |
| <b>e</b> Remaining amount distributed out of corpus . . .                                                                                                                                   | NONE          |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2010 .<br>(If an amount appears in column (d), the same amount must be shown in column (a) )                                             | NONE          |                            |             | NONE        |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                             |               |                            |             |             |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5                                                                                                                                   | NONE          |                            |             |             |
| <b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .                                                                                                          |               | NONE                       |             |             |
| <b>c</b> 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                       |             |             |
| <b>d</b> Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions . . . . .                                                                                           |               | NONE                       |             |             |
| <b>e</b> Undistributed income for 2009. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .                                                            |               |                            | NONE        |             |
| <b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011 . . . . .                                                              |               |                            |             | 121,053.    |
| <b>7</b> 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          |                            |             |             |
| <b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .                                                               | NONE          |                            |             |             |
| <b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . .                                                                                              | NONE          |                            |             |             |
| <b>10</b> Analysis of line 9:                                                                                                                                                               |               |                            |             |             |
| <b>a</b> Excess from 2006 . . . . .                                                                                                                                                         | NONE          |                            |             |             |
| <b>b</b> Excess from 2007 . . . . .                                                                                                                                                         | NONE          |                            |             |             |
| <b>c</b> Excess from 2008 . . . . .                                                                                                                                                         | NONE          |                            |             |             |
| <b>d</b> Excess from 2009 . . . . .                                                                                                                                                         | NONE          |                            |             |             |
| <b>e</b> Excess from 2010 . . . . .                                                                                                                                                         | NONE          |                            |             |             |

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

| Tax year                                                                                                                                                   | Prior 3 years |          |          | (e) Total |
|------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------|----------|-----------|
|                                                                                                                                                            | (a) 2010      | (b) 2009 | (c) 2008 | (d) 2007  |
| 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 10

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<br>Name and address (home or business)      | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount   |
|-------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|----------|
| <b>a Paid during the year</b><br><br>SEE STATEMENT 11 |                                                                                                                    |                                      |                                     |          |
| <b>Total</b> .....                                    |                                                                                                                    |                                      | ▶ <b>3a</b>                         | 125,500. |
| <b>b Approved for future payment</b>                  |                                                                                                                    |                                      |                                     |          |
| <b>Total</b> .....                                    |                                                                                                                    |                                      | ▶ <b>3b</b>                         |          |

## 15 -

## Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | <p><b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p><b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p>(1) Cash . . . . .</p> <p>(2) Other assets . . . . .</p> <p><b>b</b> Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization . . . . .</p> <p>(2) Purchases of assets from a noncharitable exempt organization . . . . .</p> <p>(3) Rental of facilities, equipment, or other assets . . . . .</p> <p>(4) Reimbursement arrangements . . . . .</p> <p>(5) Loans or loan guarantees . . . . .</p> <p>(6) Performance of services or membership or fundraising solicitations . . . . .</p> <p><b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .</p> <p><b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received</p> | <table border="1"> <tr> <th>Yes</th> <th>No</th> </tr> <tr> <td></td> <td></td> </tr> <tr> <td></td> <td></td> </tr> <tr> <td></td> <td></td> </tr> <tr> <td></td> <td></td> </tr> <tr> <td></td> <td></td> </tr> <tr> <td></td> <td></td> </tr> <tr> <td></td> <td></td> </tr> <tr> <td></td> <td></td> </tr> <tr> <td></td> <td></td> </tr> <tr> <td></td> <td></td> </tr> <tr> <td></td> <td></td> </tr> </table> | Yes | No |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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| Yes                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | No                                                                                                                                                                                                                                                                                                                                                                                                                   |     |    |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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| <p><b>1a(1)</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <table border="1"> <tr> <td></td> <td>X</td> </tr> </table>                                                                                                                                                                                                                                                                                                                                                          |     | X  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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| <p><b>1a(2)</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <table border="1"> <tr> <td></td> <td>X</td> </tr> </table>                                                                                                                                                                                                                                                                                                                                                          |     | X  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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| <p><b>1b(1)</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <table border="1"> <tr> <td></td> <td>X</td> </tr> </table>                                                                                                                                                                                                                                                                                                                                                          |     | X  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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| <p><b>1b(2)</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <table border="1"> <tr> <td></td> <td>X</td> </tr> </table>                                                                                                                                                                                                                                                                                                                                                          |     | X  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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| <p><b>1b(3)</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <table border="1"> <tr> <td></td> <td>X</td> </tr> </table>                                                                                                                                                                                                                                                                                                                                                          |     | X  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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| <p><b>1b(4)</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <table border="1"> <tr> <td></td> <td>X</td> </tr> </table>                                                                                                                                                                                                                                                                                                                                                          |     | X  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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| <p><b>1b(5)</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <table border="1"> <tr> <td></td> <td>X</td> </tr> </table>                                                                                                                                                                                                                                                                                                                                                          |     | X  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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| <p><b>1b(6)</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <table border="1"> <tr> <td></td> <td>X</td> </tr> </table>                                                                                                                                                                                                                                                                                                                                                          |     | X  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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| <p><b>1c</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <table border="1"> <tr> <td></td> <td>X</td> </tr> </table>                                                                                                                                                                                                                                                                                                                                                          |     | X  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b If "Yes," complete the following schedule**

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
| N/A                      |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee **SUNTRUST BANK**

07/18/2011  
Date

TRUSTEE  
Title

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date

|      |
|------|
| PTIN |
|------|

JEFFREY E. KUHLIN

Firm's name ► KPMG LLP

Firm's address ► 100 WESTMINSTER ST, 6TH FL, SUITE A  
PROVIDENCE, RI 02903-9605

07/18/2011

Check ☐ if self-employed

P00353001

Firm's EIN ► 13-5565207

Phone no 888-942-3272

Form **990-PF** (2010)

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

| Kind of Property                             |                                       | Description                                                                                                      |                          |                                 |                                    | P<br>or<br>D | Date<br>acquired         | Date sold  |
|----------------------------------------------|---------------------------------------|------------------------------------------------------------------------------------------------------------------|--------------------------|---------------------------------|------------------------------------|--------------|--------------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis                                                                                        | FMV<br>as of<br>12/31/69 | Adj. basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss)     |            |
|                                              |                                       | TOTAL SHORT-TERM COMMON TRUST FUND AND<br>PARTNERSHIP, S CORPORATION, AND OTHER<br>ESTATES OR TRUST GAIN OR LOSS |                          |                                 |                                    |              | 1,740.                   |            |
|                                              |                                       | TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS                                                                           |                          |                                 |                                    |              | 13,863.                  |            |
|                                              |                                       | TOTAL LONG-TERM COMMON TRUST FUND AND<br>PARTNERSHIP, S CORPORATION, AND OTHER<br>ESTATES OR TRUST GAIN OR LOSS  |                          |                                 |                                    |              | 5,114.                   |            |
| 122,910.00                                   |                                       | 2339. ISHARES TR RUSSELL 1000 GROWTH IND<br>PROPERTY TYPE: SECURITIES<br>118,775.00                              |                          |                                 |                                    |              | 01/15/2010<br>4,135.00   | 04/06/2010 |
| 125,725.00                                   |                                       | 10494.574 RIDGEWORTH FD-LARGCAP VAL EQT<br>PROPERTY TYPE: SECURITIES<br>118,589.00                               |                          |                                 |                                    |              | 01/15/2010<br>7,136.00   | 04/06/2010 |
| 223,207.00                                   |                                       | 13610.196 FEDERATED CAP APPREC-IS<br>PROPERTY TYPE: SECURITIES<br>236,273.00                                     |                          |                                 |                                    |              | 01/15/2010<br>-13,066.00 | 05/28/2010 |
| 251,572.00                                   |                                       | 5159. ISHARES TR RUSSELL 1000 GROWTH IND<br>PROPERTY TYPE: SECURITIES<br>261,976.00                              |                          |                                 |                                    |              | 01/15/2010<br>-10,404.00 | 05/28/2010 |
| 17,825.00                                    |                                       | 878.512 GOLDMAN SACHS TRGROWTH OPPORTUNI<br>PROPERTY TYPE: SECURITIES<br>18,106.00                               |                          |                                 |                                    |              | 01/15/2010<br>-281.00    | 06/24/2010 |
| 1,916.00                                     |                                       | 18. ISHARES TR BARCLAYS TIPS BD ETF<br>PROPERTY TYPE: SECURITIES<br>1,891.00                                     |                          |                                 |                                    |              | 01/15/2010<br>25.00      | 06/24/2010 |
| 9,275.00                                     |                                       | 712.913 MFS RESEARCH INTL-I<br>PROPERTY TYPE: SECURITIES<br>10,430.00                                            |                          |                                 |                                    |              | 01/15/2010<br>-1,155.00  | 06/24/2010 |
| 10,700.00                                    |                                       | 955.357 PACIFIC INVESTMENT MANAGEMENT IN<br>PROPERTY TYPE: SECURITIES<br>10,461.00                               |                          |                                 |                                    |              | 01/15/2010<br>239.00     | 06/24/2010 |

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

| Kind of Property                             |                                       | Description                                                                        |                          |                                 |                                    | P<br>or<br>D | Date<br>acquired        | Date sold  |
|----------------------------------------------|---------------------------------------|------------------------------------------------------------------------------------|--------------------------|---------------------------------|------------------------------------|--------------|-------------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis                                                          | FMV<br>as of<br>12/31/69 | Adj. basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss)    |            |
| 14,200.00                                    |                                       | 1371.981 RIDGEWORTH FD-MIDCAP VAL EQTY #<br>PROPERTY TYPE: SECURITIES<br>13,734.00 |                          |                                 |                                    |              | 08/29/2008<br>466.00    | 06/24/2010 |
| 15,025.00                                    |                                       | 1375.916 RIDGEWORTH FD-TOTAL RETURN BD #<br>PROPERTY TYPE: SECURITIES<br>14,571.00 |                          |                                 |                                    |              | 01/15/2010<br>454.00    | 06/24/2010 |
| 75.00                                        |                                       | 8.108 RIDGEWORTH FD-SEIX HIGH YIELD #RGC<br>PROPERTY TYPE: SECURITIES<br>76.00     |                          |                                 |                                    |              | 01/15/2010<br>-1.00     | 06/24/2010 |
| 1,475.00                                     |                                       | 97.877 ROWE T PRICE REAL ESTATE FD COM<br>PROPERTY TYPE: SECURITIES<br>1,351.00    |                          |                                 |                                    |              | 01/15/2010<br>124.00    | 06/24/2010 |
| 2,746.00                                     |                                       | 34. VANGUARD BD INDEX SHORT TERM BD ETF<br>PROPERTY TYPE: SECURITIES<br>2,727.00   |                          |                                 |                                    |              | 01/15/2010<br>19.00     | 06/24/2010 |
| 4,875.00                                     |                                       | 197.689 INVESCO SMALL CAP GROWTH-I<br>PROPERTY TYPE: SECURITIES<br>4,751.00        |                          |                                 |                                    |              | 06/24/2010<br>124.00    | 09/07/2010 |
| 11,725.00                                    |                                       | 553.066 GOLDMAN SACHS TRGROWTH OPPORTUNI<br>PROPERTY TYPE: SECURITIES<br>11,399.00 |                          |                                 |                                    |              | 01/15/2010<br>326.00    | 09/07/2010 |
| 9,100.00                                     |                                       | 292.041 HARBOR FUND CAPITAL APPRECIATION<br>PROPERTY TYPE: SECURITIES<br>9,191.00  |                          |                                 |                                    |              | 05/28/2010<br>-91.00    | 09/07/2010 |
| 13,150.00                                    |                                       | 773.075 HARTFORD DIVIDEND & GROWTH-Y<br>PROPERTY TYPE: SECURITIES<br>14,209.00     |                          |                                 |                                    |              | 04/06/2010<br>-1,059.00 | 09/07/2010 |
| 3,600.00                                     |                                       | 168.618 JANUS PERKINS SMALL CAP VALUE-I<br>PROPERTY TYPE: SECURITIES<br>3,584.00   |                          |                                 |                                    |              | 06/24/2010<br>16.00     | 09/07/2010 |
| 12,800.00                                    |                                       | 534.447 THE JENSEN PORTFOLIO-I<br>PROPERTY TYPE: SECURITIES<br>13,693.00           |                          |                                 |                                    |              | 04/06/2010<br>-893.00   | 09/07/2010 |

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

| Kind of Property                             |                                       | Description                                                                         |                          |                                |                                    | P<br>or<br>D | Date<br>acquired       | Date sold  |
|----------------------------------------------|---------------------------------------|-------------------------------------------------------------------------------------|--------------------------|--------------------------------|------------------------------------|--------------|------------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis                                                           | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss)   |            |
| 17,050.00                                    |                                       | 1935.301 JPMORGAN TR I US EQUITY-I<br>PROPERTY TYPE: SECURITIES<br>17,069.00        |                          |                                |                                    |              | 05/28/2010<br>-19.00   | 09/07/2010 |
| 2,575.00                                     |                                       | 121.922 LEGG MASON BATTERYMRC EMRG MKTS-<br>PROPERTY TYPE: SECURITIES<br>2,590.00   |                          |                                |                                    |              | 01/15/2010<br>-15.00   | 09/07/2010 |
| 14,550.00                                    |                                       | 1049.784 MFS RESEARCH INTL-I<br>PROPERTY TYPE: SECURITIES<br>15,358.00              |                          |                                |                                    |              | 01/15/2010<br>-808.00  | 09/07/2010 |
| 2,900.00                                     |                                       | 360.248 PIMCO COMMODITY REALRTN STRATEGY<br>PROPERTY TYPE: SECURITIES<br>3,004.00   |                          |                                |                                    |              | 01/15/2010<br>-104.00  | 09/07/2010 |
| 7,775.00                                     |                                       | 749.037 RIDGEWORTH FD-MIDCAP VAL EQTY #R<br>PROPERTY TYPE: SECURITIES<br>7,498.00   |                          |                                |                                    |              | 08/29/2008<br>277.00   | 09/07/2010 |
| 12,325.00                                    |                                       | 1116.395 RIDGEWORTH FD-LARGECAP VAL EQTY<br>PROPERTY TYPE: SECURITIES<br>12,615.00  |                          |                                |                                    |              | 01/15/2010<br>-290.00  | 09/07/2010 |
| 1,325.00                                     |                                       | 81.089 ROWE T PRICE REAL ESTATE FD COM<br>PROPERTY TYPE: SECURITIES<br>1,119.00     |                          |                                |                                    |              | 01/15/2010<br>206.00   | 09/07/2010 |
| 122,054.00                                   |                                       | 1500. VANGUARD BD INDEX SHORT TERM BD ET<br>PROPERTY TYPE: SECURITIES<br>120,324.00 |                          |                                |                                    |              | 01/15/2010<br>1,730.00 | 09/07/2010 |
| 3,950.00                                     |                                       | 129.212 INVESCO SMALL CAP GROWTH-I<br>PROPERTY TYPE: SECURITIES<br>3,105.00         |                          |                                |                                    |              | 01/15/2010<br>845.00   | 01/26/2011 |
| 8,400.00                                     |                                       | 340.633 GOLDMAN SACHS TRGROWTH OPPORTUNI<br>PROPERTY TYPE: SECURITIES<br>7,020.00   |                          |                                |                                    |              | 01/15/2010<br>1,380.00 | 01/26/2011 |
| 321.00                                       |                                       | 3. ISHARES TR BARCLAYS TIPS BD ETF<br>PROPERTY TYPE: SECURITIES<br>323.00           |                          |                                |                                    |              | 09/07/2010<br>-2.00    | 01/26/2011 |

**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)          |            |
| 321.00                                 |                                | 3. ISHARES TR BARCLAYS TIPS BD ETF<br>PROPERTY TYPE: SECURITIES<br>315.00          |                    |                          |                              |        | 01/15/2010<br>6.00      | 01/26/2011 |
| 72,188.00                              |                                | 6659.427 PACIFIC INVESTMENT MANAGEMENT I<br>PROPERTY TYPE: SECURITIES<br>76,650.00 |                    |                          |                              |        | 09/07/2010<br>-4,462.00 | 01/26/2011 |
| 219,437.00                             |                                | 20243.248 PACIFIC INVESTMENT MANAGEMENT<br>PROPERTY TYPE: SECURITIES<br>221,664.00 |                    |                          |                              |        | 01/15/2010<br>-2,227.00 | 01/26/2011 |
| 2,225.00                               |                                | 240.801 PIMCO COMMODITY REALRTN STRATEGY<br>PROPERTY TYPE: SECURITIES<br>2,008.00  |                    |                          |                              |        | 01/15/2010<br>217.00    | 01/26/2011 |
| 8,925.00                               |                                | 725.02 RIDGEWORTH FD-MIDCAP VAL EQTY #RG<br>PROPERTY TYPE: SECURITIES<br>7,257.00  |                    |                          |                              |        | 08/29/2008<br>1,668.00  | 01/26/2011 |
| 3,525.00                               |                                | 268.469 RIDGEWORTH FD-LARGECAP VAL EQTY#<br>PROPERTY TYPE: SECURITIES<br>3,034.00  |                    |                          |                              |        | 01/15/2010<br>491.00    | 01/26/2011 |
| 75,215.00                              |                                | 7232.223 RIDGEWORTH FD-TOTAL RETURN BD #<br>PROPERTY TYPE: SECURITIES<br>80,350.00 |                    |                          |                              |        | 09/07/2010<br>-5,135.00 | 01/26/2011 |
| 18,035.00                              |                                | 1734.123 RIDGEWORTH FD-TOTAL RETURN BD #<br>PROPERTY TYPE: SECURITIES<br>18,364.00 |                    |                          |                              |        | 01/15/2010<br>-329.00   | 01/26/2011 |
| 30,810.00                              |                                | 3080.967 RIDGEWORTH FD-SEIX HIGH YIELD #<br>PROPERTY TYPE: SECURITIES<br>29,300.00 |                    |                          |                              |        | 09/07/2010<br>1,510.00  | 01/26/2011 |
| 32,540.00                              |                                | 3254.033 RIDGEWORTH FD-SEIX HIGH YIELD #<br>PROPERTY TYPE: SECURITIES<br>30,588.00 |                    |                          |                              |        | 01/15/2010<br>1,952.00  | 01/26/2011 |
| 26,522.00                              |                                | 1485.841 ROWE T PRICE REAL ESTATE FD COM<br>PROPERTY TYPE: SECURITIES<br>20,505.00 |                    |                          |                              |        | 01/15/2010<br>6,017.00  | 01/26/2011 |

**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)         |            |
| 7,614.00                               |                                | 232.425 INVESCO SMALL CAP GROWTH-I<br>PROPERTY TYPE: SECURITIES<br>5,585.00       |                    |                          |                              |        | 01/15/2010<br>2,029.00 | 03/04/2011 |
| 8,825.00                               |                                | 347.035 GOLDMAN SACHS TRGROWTH OPPORTUNI<br>PROPERTY TYPE: SECURITIES<br>7,152.00 |                    |                          |                              |        | 01/15/2010<br>1,673.00 | 03/04/2011 |
| 12,625.00                              |                                | 328.19 HARBOR FUND CAPITAL APPRECIATION<br>PROPERTY TYPE: SECURITIES<br>10,368.00 |                    |                          |                              |        | 01/26/2011<br>2,257.00 | 03/04/2011 |
| 7,591.00                               |                                | 373.556 HARTFORD DIVIDEND & GROWTH-Y<br>PROPERTY TYPE: SECURITIES<br>7,460.00     |                    |                          |                              |        | 01/26/2011<br>131.00   | 03/04/2011 |
| 1,409.00                               |                                | 13. ISHARES TR BARCLAYS TIPS BD ETF<br>PROPERTY TYPE: SECURITIES<br>1,366.00      |                    |                          |                              |        | 01/15/2010<br>43.00    | 03/04/2011 |
| 1,428.00                               |                                | 57.026 JANUS PERKINS SMALL CAP VALUE-I<br>PROPERTY TYPE: SECURITIES<br>1,400.00   |                    |                          |                              |        | 01/26/2011<br>28.00    | 03/04/2011 |
| 1,774.00                               |                                | 70.836 JANUS PERKINS SMALL CAP VALUE-I<br>PROPERTY TYPE: SECURITIES<br>1,505.00   |                    |                          |                              |        | 01/15/2010<br>269.00   | 03/04/2011 |
| 9,898.00                               |                                | 351.105 THE JENSEN PORTFOLIO-I<br>PROPERTY TYPE: SECURITIES<br>9,452.00           |                    |                          |                              |        | 01/26/2011<br>446.00   | 03/04/2011 |
| 15,354.00                              |                                | 1433.629 JPMORGAN TR I US EQUITY-I<br>PROPERTY TYPE: SECURITIES<br>13,059.00      |                    |                          |                              |        | 01/26/2011<br>2,295.00 | 03/04/2011 |
| 925.00                                 |                                | 38.951 LEGG MASON BATTERYMRC EMRG MKTS-I<br>PROPERTY TYPE: SECURITIES<br>944.00   |                    |                          |                              |        | 01/26/2011<br>-19.00   | 03/04/2011 |
| 7,647.00                               |                                | 465.695 MFS RESEARCH INTL-I<br>PROPERTY TYPE: SECURITIES<br>7,535.00              |                    |                          |                              |        | 01/26/2011<br>112.00   | 03/04/2011 |

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

| Kind of Property                             |                                       | Description                                                                       |                          |                                 |                                    | P<br>or<br>D | Date<br>acquired       | Date sold  |
|----------------------------------------------|---------------------------------------|-----------------------------------------------------------------------------------|--------------------------|---------------------------------|------------------------------------|--------------|------------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis                                                         | FMV<br>as of<br>12/31/69 | Adj. basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss)   |            |
| 3,029.00                                     |                                       | 290.443 PIMCO FDS LOW DURATION FD INSTL<br>PROPERTY TYPE: SECURITIES<br>3,021.00  |                          |                                 |                                    |              | 01/26/2011<br>8.00     | 03/04/2011 |
| 1,823.00                                     |                                       | 167.383 PACIFIC INVESTMENT MANAGEMENT IN<br>PROPERTY TYPE: SECURITIES<br>1,833.00 |                          |                                 |                                    |              | 01/15/2010<br>-10.00   | 03/04/2011 |
| 5,198.00                                     |                                       | 526.61 PIMCO COMMODITY REALRTN STRATEGY-<br>PROPERTY TYPE: SECURITIES<br>4,392.00 |                          |                                 |                                    |              | 01/15/2010<br>806.00   | 03/04/2011 |
| 3,559.00                                     |                                       | 337.039 PIMCO INVT GRADE CORP BD-I<br>PROPERTY TYPE: SECURITIES<br>3,539.00       |                          |                                 |                                    |              | 01/26/2011<br>20.00    | 03/04/2011 |
| 5,309.00                                     |                                       | 424.705 RIDGEWORTH FD-MIDCAP VAL EQTY #R<br>PROPERTY TYPE: SECURITIES<br>4,251.00 |                          |                                 |                                    |              | 08/29/2008<br>1,058.00 | 03/04/2011 |
| 6,604.00                                     |                                       | 494.678 RIDGEWORTH FD-LARGECAP VAL EQTY#<br>PROPERTY TYPE: SECURITIES<br>5,590.00 |                          |                                 |                                    |              | 01/15/2010<br>1,014.00 | 03/04/2011 |
| 4,641.00                                     |                                       | 446.277 RIDGEWORTH FD-TOTAL RETURN BD #R<br>PROPERTY TYPE: SECURITIES<br>4,726.00 |                          |                                 |                                    |              | 01/15/2010<br>-85.00   | 03/04/2011 |
| 1,557.00                                     |                                       | 154. RIDGEWORTH FD-SEIX HIGH YIELD #RGCL<br>PROPERTY TYPE: SECURITIES<br>1,448.00 |                          |                                 |                                    |              | 01/15/2010<br>109.00   | 03/04/2011 |
| 1,609.00                                     |                                       | 178. RIDGEWORTH FD-SEIX FLT HGH INCM#RGC<br>PROPERTY TYPE: SECURITIES<br>1,611.00 |                          |                                 |                                    |              | 01/26/2011<br>-2.00    | 03/04/2011 |
| 1,232.00                                     |                                       | 116.337 RIDGEWORTH FD-LTD MTG SECS #RGCM<br>PROPERTY TYPE: SECURITIES<br>1,233.00 |                          |                                 |                                    |              | 01/26/2011<br>-1.00    | 03/04/2011 |
| 3,343.00                                     |                                       | 246.18 TEMPLETON GLOBAL BD-ADV<br>PROPERTY TYPE: SECURITIES<br>3,316.00           |                          |                                 |                                    |              | 01/26/2011<br>27.00    | 03/04/2011 |

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

| Kind of Property                             |                                       | Description                                                                        |                          |                                 |                                    | P<br>or<br>D | Date<br>acquired          | Date sold  |
|----------------------------------------------|---------------------------------------|------------------------------------------------------------------------------------|--------------------------|---------------------------------|------------------------------------|--------------|---------------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis                                                          | FMV<br>as of<br>12/31/69 | Adj. basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss)      |            |
| 52,343.00                                    |                                       | 2092.035 JANUS PERKINS SMALL CAP VALUE-I<br>PROPERTY TYPE: SECURITIES<br>44,456.00 |                          |                                 |                                    |              | 01/15/2010<br>7,887.00    | 03/28/2011 |
| TOTAL GAIN(LOSS) .....                       |                                       | .....                                                                              |                          |                                 |                                    |              | -----<br>29,834.<br>===== |            |

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

| DESCRIPTION<br>----- | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- |
|----------------------|--------------------------------------------------|--------------------------------------|
| DIVIDENDS & INTEREST | 85,830.                                          | 88,213.                              |
|                      | -----                                            | -----                                |
| TOTAL                | 85,830.                                          | 88,213.                              |
|                      | =====                                            | =====                                |

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

| DESCRIPTION<br>-----    | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- |
|-------------------------|--------------------------------------------------|
| 03/31/2010 990PF REFUND | 3,892.                                           |
|                         | -----                                            |
| TOTALS                  | 3,892.                                           |
|                         | =====                                            |

FORM 990PF, PART I - ACCOUNTING FEES  
=====

| DESCRIPTION<br>----- | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- | ADJUSTED<br>NET<br>INCOME<br>----- | CHARITABLE<br>PURPOSES<br>----- |
|----------------------|--------------------------------------------------|--------------------------------------|------------------------------------|---------------------------------|
| TAX PREP FEES        | 2,500.                                           |                                      |                                    | 2,500.                          |
|                      | -----                                            | -----                                | -----                              | -----                           |
| TOTALS               | 2,500.                                           | NONE                                 | NONE                               | 2,500.                          |
|                      | =====                                            | =====                                | =====                              | =====                           |

FORM 990PF, PART I - TAXES  
=====

| DESCRIPTION<br>-----     | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- |
|--------------------------|--------------------------------------------------|--------------------------------------|
| FOREIGN TAXES PAID       |                                                  | 681.                                 |
| 3/31/2010 990PF BAL DUE  | 414.                                             |                                      |
| 3/31/2011 990PF EST PAID | 1,188.                                           |                                      |
|                          | -----                                            | -----                                |
| TOTALS                   | 1,602.                                           | 681.                                 |
|                          | =====                                            | =====                                |

FORM 990PF, PART II - OTHER INVESTMENTS

=====

| DESCRIPTION            | COST/<br>FMV |       | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|------------------------|--------------|-------|----------------------|---------------|
|                        | C            | OR F  |                      |               |
| -----                  | -----        | ----- | -----                | ---           |
| SEE ATTACHED STATEMENT | C            |       | 2,385,449.           | 2,802,543.    |
|                        |              |       | -----                | -----         |
| TOTALS                 |              |       | 2,385,449.           | 2,802,543.    |
|                        |              |       | =====                | =====         |

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES  
=====DESCRIPTION  
-----AMOUNT  
-----

CTF ADJUSTMENTS

1,419.

REVERSAL OF DIST TO HABITAT FOR HUMANITY ON 4/20/2010

5,000.

TOTAL

-----  
6,419.  
=====

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

GA

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

OFFICER NAME:

SUNTRUST BANK

ADDRESS:

P.O. BOX 4655  
ATLANTA, GA 30302,

TITLE:

TRUSTEE, AS REQ'D

COMPENSATION ..... 17,109.

OFFICER NAME:

DEBBIE COUCH

ADDRESS:

C/O SUNTRUST BANK, P.O. BOX 4655  
ATLANTA, GA 30302,

TITLE:

SECRETARY, AS REQ'D

OFFICER NAME:

WILLIAM J. JOHNSTON

ADDRESS:

P.O. BOX 553  
WOODSTOCK, GA 30188,

TITLE:

ADVISOR, AS REQ'D

OFFICER NAME:

LYNN H. JOHNSTON

ADDRESS:

5050 HIDDEN BRANCHES CIRCLE  
DUNWOODY, GA 30338,

TITLE:

ADVISOR, AS REQ'D

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

=====

OFFICER NAME:

G. CECIL PRUETT

ADDRESS:

371 HILTON WAY  
CANTON, GA 30114,

TITLE:

ADVISOR, AS REQ'D

TOTAL COMPENSATION:

17,109.

=====

RECIPIENT NAME:

ALLEN MAST, C/O SUNTRUST BANK

ADDRESS:

P.O. BOX 4655, MC 221

ATLANTA, GA 30302

RECIPIENT'S PHONE NUMBER: 404-588-7347

FORM, INFORMATION AND MATERIALS:

A 2-3 PAGE PROPOSAL NARRATIVE/LETTER DETAILING THE ORGANIZATION'S  
MISSION AND WORK, THE PROPOSED PROJECT OR PROGRAM, AND PROPOSED  
EVALUATION AND SUSTAINABILITY OF SAID PROJECT/PROGRAM.

SUBMISSION DEADLINES:

FEBRUARY 1ST

RESTRICTIONS OR LIMITATIONS ON AWARDS:

GEOGRAPHIC RESTRICTIONS- CHEROKEE COUNTY GEORGIA.

**Foundation Name:** The Joe E. Johnston Foundation  
**EIN Number:** 58-1364875

**Mission and Grant Guidelines:**

The Foundation makes grants only to organizations in Cherokee County, Georgia and its surrounding area which benefit residents of Cherokee County. Grants support religious, educational, cultural and social service organizations.

**Geographic Restrictions:** Cherokee County, Georgia

**Application Deadline(s):** February 1

**Application Information:** Please use the attached form or submit a 2-3 page proposal narrative/letter detailing your organization's mission and work, the proposed project or program, and proposed evaluation and sustainability of said project/program. Include a project/program budget (if applicable), a copy of your board list, and copy of your IRS tax letter. Have the application signed by your CEO, ED or Board Chair. If you are a 509(a)(3) supporting organization, you must state whether you are a Type I, II, or III Supporting Organization and have this information signed by your CEO, ED, Board Chair or Legal Counsel.

**Application Address:** SunTrust Bank, P.O. Box 4655, MC 221, Atlanta, GA 30302

**Send to the attention of:** Allen Mast

**Contact Phone Number:** 404-588-7347

**Contact Email:** fdnsvcs.ga@suntrust.com

# **FOUNDATION GRANT COMMON APPLICATION**

## **INSTRUCTIONS**

- Please answer each of the following questions in the order presented below (be sure that the question itself appears on the submitted application). Your responses should be clear and concise.
- The completed grant application should not exceed 5 pages, excluding the project budget and any required attachments. Please do not submit brochures, videos, or other attachments not requested.
- Please submit one signed copy of completed grant application and attachments to the appropriate contact at SunTrust.

## **GRANT APPLICATION CHECKLIST**

For a grant application to be considered, all grant applicants must submit the following:

- \_\_\_\_\_ A completed copy of this Grant Application Form signed by your organization's chief executive officer or board chair.
- \_\_\_\_\_ A copy of your organization's IRS tax-exempt determination letter indicating your current tax-exempt status.
- \_\_\_\_\_ A list of your organization's current board of directors.
- \_\_\_\_\_ If your organization is a §509(a)(3) Supporting Organization, you must complete Section VIII of this Grant Application Form. If not, you may skip Section VIII.

## FOUNDATION GRANT COMMON APPLICATION

**I. PLEASE LIST THE FULL NAME OF THE FOUNDATION TO WHICH  
YOU ARE APPLYING:**

|  |
|--|
|  |
|--|

### **II. CONTACT INFORMATION AND SIGNATURES**

|                                  |                              |
|----------------------------------|------------------------------|
| <b>Organization Name:</b>        |                              |
| <b>Address:</b>                  |                              |
| <b>City/State/Zip:</b>           |                              |
| <b>Phone:</b>                    | <b>Fax:</b>                  |
| <b>EIN/Tax ID Number:</b>        |                              |
| <b>E-Mail Address:</b>           | <b>Website Address:</b>      |
| <b>Contact Person/ Position:</b> | <b>Contact Phone Number:</b> |

**Grant application submitted by:**

\_\_\_\_\_  
(Contact Person)

\_\_\_\_\_  
(Executive Officer or Board Chair)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Date)

\_\_\_\_\_  
(Date)

### **III. BRIEF SUMMARY OF GRANT REQUEST**

**Project Title:** \_\_\_\_\_

|                               |                                                        |
|-------------------------------|--------------------------------------------------------|
| <b>Date of Request:</b>       | <b>Amount Requested: \$</b>                            |
| <b>Total Project Cost: \$</b> | <b>Total Organization Budget for this year:<br/>\$</b> |

#### **IV. ORGANIZATIONAL MISSION AND WORK**

1. What is your organization's mission?
2. Describe your organization's key programs, including target population(s) and geographic service areas.
3. What percent of the board of directors contributes financially to your organization?

#### **V. PROPOSED PROJECT**

1. State why this project is needed.
2. Provide a summary of the proposed project, its goals, and anticipated outcomes.

#### **VI. EVALUATION AND SUSTAINABILITY**

1. State how you will know whether the project was successful (include any measures that you will use).

#### **VII. PROJECT BUDGET**

1. Please provide a detailed project budget, including the amount of funding requested from the Foundation, other sources of funding, and any pending requests.

#### **VIII. SUPPORTING ORGANIZATIONS**

**All §509(a)(3) Supporting Organizations must answer the following question:**

1. If you are a **Supporting Organization**:  
State whether you are a Type I, II, or III Supporting Organization. If you are unsure, please refer to Schedule A, Part IV, of your organization's most recent IRS 990 Tax Return or contact your organization's attorney.

TR JOE E JOHNSTON FDN U/W 55-1112932 58-1364875  
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

RECIPIENT NAME:

SEE ATTACHED STATEMENT

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID ..... 125,500.

TOTAL GRANTS PAID:

125,500.

=====

311 CASH CONTRIBUTIONS  
SEE ATTACHED STATEMENT - SEEATTACHED

04/20/10 CASH DISBURSEMENT -5000 00 -5000 00 1004000020  
BENEFICIARY CHARITABLE GIFT \*\*CHANGED\*\* 12/02/10 DNB  
FAMILY HOME OF ACWORTH, GA  
REPLACE FOR CK 116292869 ISS 3/12/10  
FOR SEEATTACHED

PAID TO:  
HABITAT FOR HUMANITY  
NORTH CENTRAL GEORGIA  
TR TRAN#=IN002275000001 TR CD=105 REG=0 PORT=INC

11/09/10 CASH DISBURSEMENT -7500 00 -7500 00 1011000014  
BENEFICIARY CHARITABLE GIFT \*\*CHANGED\*\* 12/02/10 DNB  
PARSONAGE REPAIRS

| TAX<br>CODE/DATE TRANSACTIONS                                                                                                                                                                                                                      | TAXABLE   | INCOME    | PRINCIPAL   | EDIT<br>NUMBER             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----------|-------------|----------------------------|
| 311 CASH CONTRIBUTIONS (CONTINUED)<br>SEE ATTACHED STATEMENT - SEEATTACHED (CONTINUED)                                                                                                                                                             |           |           |             |                            |
| FOR SEEATTACHED<br>PAID TO<br>WOODSTOCK UNITED METHODIST CHURCH<br>TR TRAN# = IN001125000002 TR CD = 105 REG = 0 PORT = INC                                                                                                                        |           |           |             |                            |
| 03/07/11 CASH DISBURSEMENT<br>BENEFICIARY CHARITABLE GIFT<br>FOR PROGRAMS IN CHEROKEE COUNTY<br>FOR SEEATTACHED<br>PAID TO<br>DEVELOPMENTAL DISABILITIES<br>MINISTRIES<br>TR TRAN# = IN000819000009 TR CD = 105 REG = 0 PORT = INC                 | -3500 00  | -3500 00  | **CHANGED** | 1103000022<br>06/15/11 DNB |
| 03/07/11 CASH DISBURSEMENT<br>BENEFICIARY CHARITABLE GIFT<br>TEEN PROGRAM AND LEADERS CLUB<br>FOR SEEATTACHED<br>PAID TO<br>G CECIL PRUETT COMMUNITY CENTER<br>FAMILY YMCA<br>TR TRAN# = IN000819000010 TR CD = 105 REG = 0 PORT = INC             | -7500 00  | -7500 00  | **CHANGED** | 1103000023<br>06/15/11 DNB |
| 03/07/11 CASH DISBURSEMENT<br>BENEFICIARY CHARITABLE GIFT<br>SCOUTING IN THE CHEROKEE/PICKENS DISTRICT<br>FOR SEEATTACHED<br>PAID TO<br>BOY SCOUTS OF AMERICA-<br>ATLANTA AREA COUNCIL<br>TR TRAN# = IN000819000002 TR CD = 105 REG = 0 PORT = INC | -5000 00  | -5000 00  | **CHANGED** | 1103000015<br>06/15/11 DNB |
| 03/07/11 CASH DISBURSEMENT<br>BENEFICIARY CHARITABLE GIFT<br>FOOD DISTRIBUTION IN CHEROKEE COUNTY<br>FOR SEEATTACHED<br>PAID TO<br>ATLANTA COMMUNITY FOOD BANK<br>TR TRAN# = IN000819000001 TR CD = 105 REG = 0 PORT = INC                         | -4000 00  | -4000 00  | **CHANGED** | 1103000014<br>06/15/11 DNB |
| 03/07/11 CASH DISBURSEMENT<br>BENEFICIARY CHARITABLE GIFT<br>RECRUIT, DEVELOP AND RETAIN VOLUNTEERS<br>FOR SEEATTACHED<br>PAID TO<br>CASA FOR CHILDREN - CANTON<br>TR TRAN# = IN000819000003 TR CD = 105 REG = 0 PORT = INC                        | -5000 00  | -5000 00  | **CHANGED** | 1103000016<br>06/15/11 DNB |
| 03/07/11 CASH DISBURSEMENT<br>BENEFICIARY CHARITABLE GIFT<br>BEGIN EARLY CHILDHOOD PROGRAM<br>FOR SEEATTACHED<br>PAID TO<br>CENTER FOR THE VISUALLY IMPAIRED<br>TR TRAN# = IN000819000004 TR CD = 105 REG = 0 PORT = INC                           | -5000 00  | -5000 00  | **CHANGED** | 1103000017<br>06/15/11 DNB |
| 03/07/11 CASH DISBURSEMENT<br>BENEFICIARY CHARITABLE GIFT<br>FOR PROGRAMS IN CHEROKEE COUNTY<br>FOR SEEATTACHED<br>PAID TO<br>CHEROKEE COUNTY ARTS COUNCIL<br>TR TRAN# = IN000819000005 TR CD = 105 REG = 0 PORT = INC                             | -5000 00  | -5000 00  | **CHANGED** | 1103000018<br>06/15/11 DNB |
| 03/07/11 CASH DISBURSEMENT<br>BENEFICIARY CHARITABLE GIFT<br>FOR PROGRAMS IN CHEROKEE COUNTY<br>FOR SEEATTACHED<br>PAID TO<br>CHEROKEE COUNTY BOYS & GIRLS CLUB<br>TR TRAN# = IN000819000006 TR CD = 105 REG = 0 PORT = INC                        | -5000 00  | -5000 00  | **CHANGED** | 1103000019<br>06/15/11 DNB |
| 03/07/11 CASH DISBURSEMENT<br>BENEFICIARY CHARITABLE GIFT<br>HISTORY MUSEUM AND VISTORS CENTER SUPPORT<br>FOR SEEATTACHED<br>PAID TO<br>CHEROKEE COUNTY HISTORICAL SOCIETY<br>TR TRAN# = IN000819000007 TR CD = 105 REG = 0 PORT = INC             | -10000 00 | -10000 00 | **CHANGED** | 1103000020<br>06/15/11 DNB |
| 03/07/11 CASH DISBURSEMENT<br>BENEFICIARY CHARITABLE GIFT<br>YOUTH FINANCIAL ASSISTANCE<br>FOR: SEEATTACHED<br>PAID TO<br>CHEROKEE OUTDOOR YMCA<br>TR TRAN# = IN000819000008 TR CD = 105 REG = 0 PORT = INC                                        | -10000 00 | -10000 00 | **CHANGED** | 1103000021<br>06/15/11 DNB |

| TAX<br>CODE/DATE TRANSACTIONS                                                                                                                                                                                                  | TAXABLE    | INCOME     | PRINCIPAL                | EDIT<br>NUMBER |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------------|--------------------------|----------------|
| 311 CASH CONTRIBUTIONS (CONTINUED)<br>SEE ATTACHED STATEMENT - SEEATTACHED (CONTINUED)                                                                                                                                         |            |            |                          |                |
| 03/07/11 CASH DISBURSEMENT<br>BENEFICIARY CHARITABLE GIFT<br>EYE SURGERIES IN CHEROKEE COUNTY<br>FOR SEEATTACHED<br>PAID TO<br>GEORGIA LIONS LIGHTHOUSE FOUNDATION<br>TR TRAN#=IN000819000011 TR CD=105 REG=0 PORT=INC         | -5000 00   | -5000 00   | **CHANGED** 06/15/11 DNB | 1103000024     |
| 03/07/11 CASH DISBURSEMENT<br>BENEFICIARY CHARITABLE GIFT<br>COST OF CONSTRUCTION OF A HOME<br>FOR SEEATTACHED<br>PAID TO<br>HABITAT FOR HUMANITY NORTH CENTRAL<br>GEORGIA<br>TR TRAN#=IN000819000013 TR CD=105 REG=0 PORT=INC | -5000 00   | -5000 00   | **CHANGED** 06/15/11 DNB | 1103000026     |
| 03/07/11 CASH DISBURSEMENT<br>BENEFICIARY CHARITABLE GIFT<br>SPECIALIZED INVENTORY<br>FOR SEEATTACHED<br>PAID TO<br>LEKOTEK OF GEORGIA<br>TR TRAN#=IN000819000014 TR CD=105 REG=0 PORT=INC                                     | -3000 00   | -3000 00   | **CHANGED** 06/15/11 DNB | 1103000027     |
| 03/07/11 CASH DISBURSEMENT<br>BENEFICIARY CHARITABLE GIFT<br>FOR PROGRAMS IN CHEROKEE COUNTY<br>FOR SEEATTACHED<br>PAID TO<br>MUST MINISTRIES CHEROKEE<br>TR TRAN#=IN000819000015 TR CD=105 REG=0 PORT=INC                     | -10000 00  | -10000 00  | **CHANGED** 06/15/11 DNB | 1103000028     |
| 03/07/11 CASH DISBURSEMENT<br>BENEFICIARY CHARITABLE GIFT<br>STAR PUPILS PROGRAM<br>FOR SEEATTACHED<br>PAID TO<br>PREVENT BLINDNESS GEORGIA<br>TR TRAN#=IN000819000016 TR CD=105 REG=0 PORT=INC                                | -5000 00   | -5000 00   | **CHANGED** 06/15/11 DNB | 1103000029     |
| 03/07/11 CASH DISBURSEMENT<br>BENEFICIARY CHARITABLE GIFT<br>CHEROKEE COUNTY PATIENT SERVICES<br>FOR SEEATTACHED<br>PAID TO<br>GEORGIA TRANSPLANT FOUNDATION<br>TR TRAN#=IN000819000012 TR CD=105 REG=0 PORT=INC               | -8000 00   | -8000 00   | **CHANGED** 06/15/11 DNB | 1103000025     |
| 03/07/11 CASH DISBURSEMENT<br>BENEFICIARY CHARITABLE GIFT<br>TO PURCHASE CHILDREN'S BOOKS<br>FOR SEEATTACHED<br>PAID TO<br>SEQUOYAH REGIONAL LIBRARY SYSTEM<br>TR TRAN#=IN000819000018 TR CD=105 REG=0 PORT=INC                | -5000 00   | -5000 00   | **CHANGED** 06/15/11 DNB | 1103000031     |
| 03/07/11 CASH DISBURSEMENT<br>BENEFICIARY CHARITABLE GIFT<br>CHEROKEE COUNTY OUTREACH & STATE GAMES ATTENDANCE<br>FOR SEEATTACHED<br>PAID TO<br>SPECIAL OLYMPICS GEORGIA<br>TR TRAN#=IN000819000019 TR CD=105 REG=0 PORT=INC   | -2000 00   | -2000 00   | **CHANGED** 06/15/11 DNB | 1103000032     |
| 03/07/11 CASH DISBURSEMENT<br>BENEFICIARY CHARITABLE GIFT<br>FOR PROGRAMS IN CHEROKEE COUNTY<br>FOR SEEATTACHED<br>PAID TO<br>YOUNG LIFE CHEROKEE COUNTY<br>TR TRAN#=IN000819000020 TR CD=105 REG=0 PORT=INC                   | -5000 00   | -5000 00   | **CHANGED** 06/15/11 DNB | 1103000033     |
| 03/07/11 CASH DISBURSEMENT<br>BENEFICIARY CHARITABLE GIFT<br>2010-2011 A DAY FOR REINHARDT<br>FOR SEEATTACHED<br>PAID TO<br>REINHARDT UNIVERSITY<br>TR TRAN#=IN000819000017 TR CD=105 REG=0 PORT=INC                           | -5000 00   | -5000 00   | **CHANGED** 06/15/11 DNB | 1103000030     |
| TOTAL CODE 311 - CASH CONTRIBUTIONS                                                                                                                                                                                            | -125500 00 | -125500 00 | 0 00                     |                |

**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

Employer identification number

TR JOE E JOHNSTON FDN U/W 55-1112932

58-1364875

**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<br>(Example 100 shares 7% preferred of "Z" Co )                                                                            | (b) Date acquired<br>(mo , day, yr ) | (c) Date sold<br>(mo , day, yr ) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss) for<br>the entire year<br>Subtract (e) from (d) |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|----------------------------------|-----------------|-----------------------------------------------|--------------------------------------------------------------------|
| <b>1a</b>                                                                                                                                              |                                      |                                  |                 |                                               |                                                                    |
|                                                                                                                                                        |                                      |                                  |                 |                                               |                                                                    |
|                                                                                                                                                        |                                      |                                  |                 |                                               |                                                                    |
|                                                                                                                                                        |                                      |                                  |                 |                                               |                                                                    |
|                                                                                                                                                        |                                      |                                  |                 |                                               |                                                                    |
| <b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .                                                             |                                      |                                  |                 |                                               | <b>1b</b> -16,439.                                                 |
| <b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .                                                             |                                      |                                  |                 |                                               | <b>2</b>                                                           |
| <b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .                                        |                                      |                                  |                 |                                               | <b>3</b> 1,740.                                                    |
| <b>4</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet . . . . .               |                                      |                                  |                 |                                               | <b>4</b> ( )                                                       |
| <b>5</b> <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 . . . . . ► |                                      |                                  |                 |                                               | <b>5</b> -14,699.                                                  |

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

| (a) Description of property<br>(Example 100 shares 7% preferred of "Z" Co )                                                                              | (b) Date acquired<br>(mo , day, yr ) | (c) Date sold<br>(mo , day, yr ) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss) for<br>the entire year<br>Subtract (e) from (d) |
|----------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|----------------------------------|-----------------|-----------------------------------------------|--------------------------------------------------------------------|
| <b>6a</b><br>LONG-TERM CAPITAL GAIN DIVIDENDS                                                                                                            |                                      | STMT 1                           |                 |                                               | 13,863.                                                            |
|                                                                                                                                                          |                                      |                                  |                 |                                               |                                                                    |
|                                                                                                                                                          |                                      |                                  |                 |                                               |                                                                    |
|                                                                                                                                                          |                                      |                                  |                 |                                               |                                                                    |
|                                                                                                                                                          |                                      |                                  |                 |                                               |                                                                    |
| <b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .                                                                |                                      |                                  |                 |                                               | <b>6b</b> 25,556.                                                  |
| <b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .                                                          |                                      |                                  |                 |                                               | <b>7</b>                                                           |
| <b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .                                           |                                      |                                  |                 |                                               | <b>8</b> 5,114.                                                    |
| <b>9</b> Capital gain distributions . . . . .                                                                                                            |                                      |                                  |                 |                                               | <b>9</b>                                                           |
| <b>10</b> Gain from Form 4797, Part I . . . . .                                                                                                          |                                      |                                  |                 |                                               | <b>10</b>                                                          |
| <b>11</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet . . . . .                |                                      |                                  |                 |                                               | <b>11</b> ( )                                                      |
| <b>12</b> <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 . . . . . ► |                                      |                                  |                 |                                               | <b>12</b> 44,533.                                                  |

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

Schedule D (Form 1041) 2010

**Part III Summary of Parts I and II****Caution:** Read the instructions before completing this part.

|                                                                              | (1) Beneficiaries' (see instr.) | (2) Estate's or trust's | (3) Total |
|------------------------------------------------------------------------------|---------------------------------|-------------------------|-----------|
| <b>13</b> Net short-term gain or (loss) . . . . .                            | <b>13</b>                       |                         | -14,699.  |
| <b>14</b> Net long-term gain or (loss):                                      |                                 |                         |           |
| <b>a</b> Total for year . . . . .                                            | <b>14a</b>                      |                         | 44,533.   |
| <b>b</b> Unrecaptured section 1250 gain (see line 18 of the wrksht.) . . . . | <b>14b</b>                      |                         |           |
| <b>c</b> 28% rate gain . . . . .                                             | <b>14c</b>                      |                         |           |
| <b>15</b> Total net gain or (loss). Combine lines 13 and 14a . . . . . ▶     | <b>15</b>                       |                         | 29,834.   |

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

**Part IV Capital Loss Limitation**

|                                                                                                                               |           |     |
|-------------------------------------------------------------------------------------------------------------------------------|-----------|-----|
| <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 smaller of: | <b>16</b> | ( ) |
| <b>a</b> The loss on line 15, column (3) or <b>b</b> \$3,000 . . . . .                                                        |           |     |

**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?<br><input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26; go to line 27 and check the "No" box<br><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?<br><input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> <b>No.</b> Enter the <b>smaller</b> 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> |  |

Schedule D (Form 1041) 2010

**SCHEDULE D-1**  
**(Form 1041)**

Department of the Treasury  
Internal Revenue Service

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

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

OMB No 1545-0092

**2010**

Name of estate or trust

TR JOE E JOHNSTON FDN U/W 55-1112932

Employer identification number

58-1364875

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

| (a) Description of property (Example<br>100 sh 7% preferred of "Z" Co) | (b) Date<br>acquired<br>(mo, day, yr) | (c) Date sold<br>(mo, day, yr) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss)<br>Subtract (e) from (d) |
|------------------------------------------------------------------------|---------------------------------------|--------------------------------|-----------------|-----------------------------------------------|---------------------------------------------|
| 1a 2339. ISHARES TR RUSSELL<br>1000 GROWTH INDEX                       | 01/15/2010                            | 04/06/2010                     | 122,910.00      | 118,775.00                                    | 4,135.00                                    |
| 10494.574 RIDGEWORTH<br>FD-LARGCAP VAL EQTY#RGD4                       | 01/15/2010                            | 04/06/2010                     | 125,725.00      | 118,589.00                                    | 7,136.00                                    |
| 13610.196 FEDERATED CAP<br>APPREC-IS                                   | 01/15/2010                            | 05/28/2010                     | 223,207.00      | 236,273.00                                    | -13,066.00                                  |
| 5159. ISHARES TR RUSSELL<br>1000 GROWTH INDEX                          | 01/15/2010                            | 05/28/2010                     | 251,572.00      | 261,976.00                                    | -10,404.00                                  |
| 878.512 GOLDMAN SACHS<br>TRGROWTH OPPORTUNITIES FD I                   | 01/15/2010                            | 06/24/2010                     | 17,825.00       | 18,106.00                                     | -281.00                                     |
| 18. ISHARES TR BARCLAYS<br>TIPS BD ETF                                 | 01/15/2010                            | 06/24/2010                     | 1,916.00        | 1,891.00                                      | 25.00                                       |
| 712.913 MFS RESEARCH<br>INTL-I                                         | 01/15/2010                            | 06/24/2010                     | 9,275.00        | 10,430.00                                     | -1,155.00                                   |
| 955.357 PACIFIC INVESTMENT<br>MANAGEMENT INSTITUTIONAL TR              | 01/15/2010                            | 06/24/2010                     | 10,700.00       | 10,461.00                                     | 239.00                                      |
| 1375.916 RIDGEWORTH<br>FD-TOTAL RETURN BD #RGCP                        | 01/15/2010                            | 06/24/2010                     | 15,025.00       | 14,571.00                                     | 454.00                                      |
| 8.108 RIDGEWORTH FD-SEIX<br>HIGH YIELD #RGCL                           | 01/15/2010                            | 06/24/2010                     | 75.00           | 76.00                                         | -1.00                                       |
| 97.877 ROWE T PRICE REAL<br>ESTATE FD COM                              | 01/15/2010                            | 06/24/2010                     | 1,475.00        | 1,351.00                                      | 124.00                                      |
| 34. VANGUARD BD INDEX<br>SHORT TERM BD ETF                             | 01/15/2010                            | 06/24/2010                     | 2,746.00        | 2,727.00                                      | 19.00                                       |
| 197.689 INVESCO SMALL CAP<br>GROWTH-I                                  | 06/24/2010                            | 09/07/2010                     | 4,875.00        | 4,751.00                                      | 124.00                                      |
| 553.066 GOLDMAN SACHS<br>TRGROWTH OPPORTUNITIES FD I                   | 01/15/2010                            | 09/07/2010                     | 11,725.00       | 11,399.00                                     | 326.00                                      |
| 292.041 HARBOR FUND<br>CAPITAL APPRECIATION FUND                       | 05/28/2010                            | 09/07/2010                     | 9,100.00        | 9,191.00                                      | -91.00                                      |
| 773.075 HARTFORD DIVIDEND<br>& GROWTH-Y                                | 04/06/2010                            | 09/07/2010                     | 13,150.00       | 14,209.00                                     | -1,059.00                                   |
| 168.618 JANUS PERKINS<br>SMALL CAP VALUE-I                             | 06/24/2010                            | 09/07/2010                     | 3,600.00        | 3,584.00                                      | 16.00                                       |
| 534.447 THE JENSEN<br>PORTFOLIO-I                                      | 04/06/2010                            | 09/07/2010                     | 12,800.00       | 13,693.00                                     | -893.00                                     |
| 1935.301 JPMORGAN TR I US<br>EQUITY-I                                  | 05/28/2010                            | 09/07/2010                     | 17,050.00       | 17,069.00                                     | -19.00                                      |
| 121.922 LEGG MASON<br>BATTERYMRC EMRG MKTS-I                           | 01/15/2010                            | 09/07/2010                     | 2,575.00        | 2,590.00                                      | -15.00                                      |
| 1049.784 MFS RESEARCH<br>INTL-I                                        | 01/15/2010                            | 09/07/2010                     | 14,550.00       | 15,358.00                                     | -808.00                                     |
| 360.248 PIMCO COMMODITY<br>REALRTN STRATEGY-I                          | 01/15/2010                            | 09/07/2010                     | 2,900.00        | 3,004.00                                      | -104.00                                     |
| 1116.395 RIDGEWORTH<br>FD-LARGCAP VAL EQTY#RGD4                        | 01/15/2010                            | 09/07/2010                     | 12,325.00       | 12,615.00                                     | -290.00                                     |
| 81.089 ROWE T PRICE REAL<br>ESTATE FD COM                              | 01/15/2010                            | 09/07/2010                     | 1,325.00        | 1,119.00                                      | 206.00                                      |

**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

**Department of the Treasury**  
**Internal Revenue Service**

▶ **Attach to Schedule D** to list additional transactions for lines 1a and 6a.

2010

58-1364875

|                                                                                                    |            |
|----------------------------------------------------------------------------------------------------|------------|
| <b>1b Total.</b> Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . . | -16,439.00 |
|----------------------------------------------------------------------------------------------------|------------|

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

TR JOE E JOHNSTON FDN U/W 55-1112932

58-1364875

**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 1371.981 RIDGEWORTH<br>FD-MIDCAP VAL EQTY #RGD5                    | 08/29/2008                      | 06/24/2010                  | 14,200.00       | 13,734.00                                  | 466.00                                   |
| 749.037 RIDGEWORTH<br>FD-MIDCAP VAL EQTY #RGD5                        | 08/29/2008                      | 09/07/2010                  | 7,775.00        | 7,498.00                                   | 277.00                                   |
| 129.212 INVESCO SMALL CAP<br>GROWTH-I                                 | 01/15/2010                      | 01/26/2011                  | 3,950.00        | 3,105.00                                   | 845.00                                   |
| 340.633 GOLDMAN SACHS<br>TRGROWTH OPPORTUNITIES FD I                  | 01/15/2010                      | 01/26/2011                  | 8,400.00        | 7,020.00                                   | 1,380.00                                 |
| 3. ISHARES TR BARCLAYS<br>TIPS BD ETF                                 | 01/15/2010                      | 01/26/2011                  | 321.00          | 315.00                                     | 6.00                                     |
| 20243.248 PACIFIC<br>INVESTMENT MANAGEMENT INSTI                      | 01/15/2010                      | 01/26/2011                  | 219,437.00      | 221,664.00                                 | -2,227.00                                |
| 240.801 PIMCO COMMODITY<br>REALRTN STRATEGY-I                         | 01/15/2010                      | 01/26/2011                  | 2,225.00        | 2,008.00                                   | 217.00                                   |
| 725.02 RIDGEWORTH<br>FD-MIDCAP VAL EQTY #RGD5                         | 08/29/2008                      | 01/26/2011                  | 8,925.00        | 7,257.00                                   | 1,668.00                                 |
| 268.469 RIDGEWORTH<br>FD-LARGECAP VAL EQTY#RGD4                       | 01/15/2010                      | 01/26/2011                  | 3,525.00        | 3,034.00                                   | 491.00                                   |
| 1734.123 RIDGEWORTH<br>FD-TOTAL RETURN BD #RGCP                       | 01/15/2010                      | 01/26/2011                  | 18,035.00       | 18,364.00                                  | -329.00                                  |
| 3254.033 RIDGEWORTH<br>FD-SEIX HIGH YIELD #RGCL                       | 01/15/2010                      | 01/26/2011                  | 32,540.00       | 30,588.00                                  | 1,952.00                                 |
| 1485.841 ROWE T PRICE REAL<br>ESTATE FD COM                           | 01/15/2010                      | 01/26/2011                  | 26,522.00       | 20,505.00                                  | 6,017.00                                 |
| 232.425 INVESCO SMALL CAP<br>GROWTH-I                                 | 01/15/2010                      | 03/04/2011                  | 7,614.00        | 5,585.00                                   | 2,029.00                                 |
| 347.035 GOLDMAN SACHS<br>TRGROWTH OPPORTUNITIES FD I                  | 01/15/2010                      | 03/04/2011                  | 8,825.00        | 7,152.00                                   | 1,673.00                                 |
| 13. ISHARES TR BARCLAYS<br>TIPS BD ETF                                | 01/15/2010                      | 03/04/2011                  | 1,409.00        | 1,366.00                                   | 43.00                                    |
| 70.836 JANUS PERKINS SMALL<br>CAP VALUE-I                             | 01/15/2010                      | 03/04/2011                  | 1,774.00        | 1,505.00                                   | 269.00                                   |
| 167.383 PACIFIC INVESTMENT<br>MANAGEMENT INSTITUTIONAL TR             | 01/15/2010                      | 03/04/2011                  | 1,823.00        | 1,833.00                                   | -10.00                                   |
| 526.61 PIMCO COMMODITY<br>REALRTN STRATEGY-I                          | 01/15/2010                      | 03/04/2011                  | 5,198.00        | 4,392.00                                   | 806.00                                   |
| 424.705 RIDGEWORTH<br>FD-MIDCAP VAL EQTY #RGD5                        | 08/29/2008                      | 03/04/2011                  | 5,309.00        | 4,251.00                                   | 1,058.00                                 |
| 494.678 RIDGEWORTH<br>FD-LARGECAP VAL EQTY#RGD4                       | 01/15/2010                      | 03/04/2011                  | 6,604.00        | 5,590.00                                   | 1,014.00                                 |
| 446.277 RIDGEWORTH<br>FD-TOTAL RETURN BD #RGCP                        | 01/15/2010                      | 03/04/2011                  | 4,641.00        | 4,726.00                                   | -85.00                                   |
| 154. RIDGEWORTH FD-SEIX<br>HIGH YIELD #RGCL                           | 01/15/2010                      | 03/04/2011                  | 1,557.00        | 1,448.00                                   | 109.00                                   |
| 2092.035 JANUS PERKINS<br>SMALL CAP VALUE-I                           | 01/15/2010                      | 03/28/2011                  | 52,343.00       | 44,456.00                                  | 7,887.00                                 |
|                                                                       |                                 |                             |                 |                                            |                                          |
|                                                                       |                                 |                             |                 |                                            |                                          |

**6b Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . . 25,556.00

Schedule D-1 (Form 1041) 2010

FEDERAL CAPITAL GAIN DIVIDENDS  
=====LONG-TERM CAPITAL GAIN DIVIDENDS  
-----

## 15% RATE CAPITAL GAIN DIVIDENDS

|                                               |          |
|-----------------------------------------------|----------|
| GOLDMAN SACHS TRGROWTH OPPORTUNITIES FD INSTL | 1,204.00 |
| JANUS PERKINS SMALL CAP VALUE-I               | 1,316.00 |
| PACIFIC INVESTMENT MANAGEMENT INSTITUTIONAL T | 6,102.00 |
| RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5           | 821.00   |
| RIDGEWORTH FD-TOTAL RETURN BD #RGCP           | 4,371.00 |
| VANGUARD BD INDEX SHORT TERM BD ETF           | 48.00    |

|                                        |       |           |
|----------------------------------------|-------|-----------|
| TOTAL 15% RATE CAPITAL GAIN DIVIDENDS  | ----- | 13,863.00 |
| TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS | ----- | 13,863.00 |
|                                        | ===== |           |

GAINS AND LOSSES FROM PASS-THRU ENTITIES  
=====

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS  
AND OTHER FIDUCIARIES

|                    |          |
|--------------------|----------|
| COMMON TRUST FUNDS | 1,740.00 |
|--------------------|----------|

-----

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)

-----  
1,740.00

=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS  
AND OTHER FIDUCIARIES

|                    |          |
|--------------------|----------|
| COMMON TRUST FUNDS | 5,114.00 |
|--------------------|----------|

-----

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

-----  
5,114.00

=====

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.

**Investment Review (27 Items) - as of 06/14/2011 (Settle Date View)**
[print](#) | [expand](#) | [contract](#) | [save](#) | [ticker](#) | [accounts](#) | [trad](#)

Click on an investment class to show investment information or select a date from the drop-down listbox to view historical investment inform. available) \*\*Disclaimer Pricing changes made since the last statement may not be reflected in Investment Review values

Assets  
as of: 03/31/2011

Account: All Accounts

**Main-1112932 / Sub-7932051**

|                                                          | P/I | Units       | Market Value   | % Mkt Value | Accrued Income | Tax Cost       | Est Annual Income | Yield at Mkt | Mark Pri |
|----------------------------------------------------------|-----|-------------|----------------|-------------|----------------|----------------|-------------------|--------------|----------|
| <b>CASH EQUIVALENTS</b>                                  |     |             | \$0.00         | 0.000%      | \$0.00         | \$0.00         | \$0.00            | 0.000%       |          |
| <input type="checkbox"/> <b>COINS AND CURRENCY</b>       |     |             | \$0.00         | 0.000%      | \$0.00         | \$0.00         | \$0.00            | 0.000%       |          |
| <input type="checkbox"/> 999999998                       |     | 0000        | \$0 00         | 0 000%      | \$0 00         | \$0 00         | \$0 00            | 0 000%       | \$       |
| UNINVESTED CASH                                          |     |             |                |             |                |                |                   |              |          |
| <b>STIF &amp; MONEY MARKET FUNDS</b>                     |     |             | \$70,646.19    | 2.459%      | \$9.36         | \$70,646.19    | \$113.81          | 0.161%       |          |
| <input type="checkbox"/> <b>TAXABLE</b>                  |     |             | \$70,646.19    | 2.459%      | \$9.36         | \$70,646.19    | \$113.81          | 0.161%       |          |
| <input type="checkbox"/> 609010DF7                       |     | 70,646 1900 | \$70,646 19    | 2 459%      | \$9 36         | \$70,646 19    | \$113 81          | 0 161%       | \$       |
| FEDERATED MONEY MKT OBLIGS TR                            |     |             |                |             |                |                |                   |              |          |
| PRIME OBLIGS INSTL FFS #10                               |     |             |                |             |                |                |                   |              |          |
| <b>EQUITY SECURITIES</b>                                 |     |             | \$261,844.22   | 9.113%      | \$1,514.81     | \$52,197.67    | \$7,343.60        | 2.805%       |          |
| <input type="checkbox"/> <b>EXCHANGE TRADED FDS GOVT</b> |     |             | \$48,030.40    | 1.672%      | \$0.00         | \$46,230.09    | \$1,284.36        | 2.674%       |          |
| <input type="checkbox"/> 464287176                       |     | 440 0000    | \$48,030 40    | 1 672%      | \$0 00         | \$46,230 09    | \$1,284 36        | 2 674%       | \$10     |
| ISHARES TR                                               |     |             |                |             |                |                |                   |              |          |
| US TRSY INFLN PROTECTED SECS BD ETF                      |     |             |                |             |                |                |                   |              |          |
| <input type="checkbox"/> <b>SOFT DRINKS</b>              |     |             | \$213,813.82   | 7.442%      | \$1,514.81     | \$5,967.58     | \$6,059.24        | 2.834%       |          |
| <input type="checkbox"/> 191216100                       |     | 3,223 0000  | \$213,813 82   | 7 442%      | \$1,514 81     | \$5,967 58     | \$6,059 24        | 2 834%       | \$6      |
| COCA-COLA CO                                             |     |             |                |             |                |                |                   |              |          |
| COM                                                      |     |             |                |             |                |                |                   |              |          |
| Rating A+                                                |     |             |                |             |                |                |                   |              |          |
| <b>MUTUAL FUNDS</b>                                      |     |             | \$1,842,360.49 | 64.122%     | \$1,092.43     | \$1,636,150.78 | \$32,741.63       | 1.777%       |          |
| <input type="checkbox"/> <b>BALANCED</b>                 |     |             | \$274,540.26   | 9.555%      | \$0.00         | \$225,922.94   | \$2,026.98        | 0.738%       |          |
| <input type="checkbox"/> 4812A1142                       |     | 25,657 9680 | \$274,540 26   | 9 555%      | \$0 00         | \$225,922 94   | \$2,026 98        | 0 738%       | \$1      |
| JPMORGAN TR I                                            |     |             |                |             |                |                |                   |              |          |
| US EQUITY FD INSTL CL                                    |     |             |                |             |                |                |                   |              |          |
| Rating N/A                                               |     |             |                |             |                |                |                   |              |          |
| <input type="checkbox"/> <b>COMMODITY</b>                |     |             | \$52,379.70    | 1.823%      | \$0.00         | \$44,595.32    | \$4,810.93        | 9.185%       |          |
| <input type="checkbox"/> 722005667                       |     | 5,405 5420  | \$52,379 70    | 1 823%      | \$0 00         | \$44,595 32    | \$4,810 93        | 9 185%       | \$       |
| PIMCO FDS                                                |     |             |                |             |                |                |                   |              |          |
| COMMODITY REALRETURN STRATEGY INSTL                      |     |             |                |             |                |                |                   |              |          |
| Rating N/A                                               |     |             |                |             |                |                |                   |              |          |
| <input type="checkbox"/> <b>FIXED INCOME</b>             |     |             | \$341,381.09   | 11.882%     | \$1,092.43     | \$340,723.10   | \$13,091.33       | 3.835%       |          |
| <input type="checkbox"/> 693390304                       |     | 11,149.4610 | \$116,400 37   | 4 051%      | \$237 75       | \$115,954 39   | \$2,586 68        | 2 222%       | \$1      |
| PIMCO FDS                                                |     |             |                |             |                |                |                   |              |          |
| LOW DURATION FD INSTL CL                                 |     |             |                |             |                |                |                   |              |          |
| Rating N/A                                               |     |             |                |             |                |                |                   |              |          |
| <input type="checkbox"/> 693390700                       |     | 8,996 1290  | \$97,877 88    | 3 407%      | \$280 21       | \$98,507 62    | \$3,229 61        | 3 300%       | \$1      |
| PIMCO FDS                                                |     |             |                |             |                |                |                   |              |          |
| TOTAL RETURN FD INSTL CL                                 |     |             |                |             |                |                |                   |              |          |
| Rating N/A                                               |     |             |                |             |                |                |                   |              |          |
| <input type="checkbox"/> 722005816                       |     | 12,024 8660 | \$127,102.83   | 4 424%      | \$574 47       | \$126,261 09   | \$7,275 04        | 5 724%       | \$1      |
| PIMCO FDS PAC INVT MGMT SER                              |     |             |                |             |                |                |                   |              |          |
| INVT GRADE CORP BD FD INSTL CL                           |     |             |                |             |                |                |                   |              |          |
| Rating N/A                                               |     |             |                |             |                |                |                   |              |          |
| <input type="checkbox"/> <b>INTL EMERGING</b>            |     |             | \$122,555.06   | 4.265%      | \$0.00         | \$111,112.99   | \$855.73          | 0.698%       |          |
| <input type="checkbox"/> 52465U607                       |     | 5,004 2900  | \$122,555 06   | 4 265%      | \$0 00         | \$111,112 99   | \$855 73          | 0 698%       | \$2      |
| LEGG MASON GLOBAL TR                                     |     |             |                |             |                |                |                   |              |          |
| BATTERYMARCH EMERGING MKTS TR INSTL                      |     |             |                |             |                |                |                   |              |          |
| Rating N/A                                               |     |             |                |             |                |                |                   |              |          |
| <input type="checkbox"/> <b>LARGE CAP GROWTH</b>         |     |             | \$409,074.64   | 14.238%     | \$0.00         | \$347,495.80   | \$2,984.87        | 0.730%       |          |

|                                                                                        |                          |         |                         |             |        |      |
|----------------------------------------------------------------------------------------|--------------------------|---------|-------------------------|-------------|--------|------|
| ⊕ 411511504<br>HARBOR FD<br>CAP APPRECIATION FD INSTL CL<br>Rating N/A                 | 5,327 9860 \$204,701 22  | 7 125%  | \$0 00 \$167,610 26     | \$410 25    | 0 200% | \$31 |
| ⊕ 476313309<br>JENSEN PORTFOLIO INC<br>CL I<br>Rating N/A                              | 7,252 4280 \$204,373 42  | 7 113%  | \$0 00 \$179,885 54     | \$2,574 61  | 1 260% | \$21 |
| ⊖ LARGE CAP VALUE                                                                      | \$141,553.30             | 4.927%  | \$0.00 \$126,380.96     | \$2,226.99  | 1.573% |      |
| ⊕ 416645828<br>HARTFORD MUT FDS<br>DIVIDEND & GROWTH FD CL Y<br>Rating N/A             | 6,959 3560 \$141,553 30  | 4 927%  | \$0 00 \$126,380 96     | \$2,226 99  | 1 573% | \$21 |
| ⊖ MID CAP GROWTH                                                                       | \$124,999.61             | 4.351%  | \$0.00 \$99,854.34      | \$0.00      | 0.000% |      |
| ⊕ 38142Y401<br>GOLDMAN SACHS TR<br>GROWTH OPPORTUNITIES FD INSTL CL<br>Rating N/A      | 4,844 9460 \$124,999 61  | 4 351%  | \$0 00 \$99,854 34      | \$0 00      | 0 000% | \$21 |
| ⊖ OTHER INTL EQUITY                                                                    | \$156,609.42             | 5.451%  | \$0.00 \$142,476.79     | \$2,227 68  | 1.422% |      |
| ⊕ 552983470<br>MFS FDS<br>RESEARCH INTL FD INSTL CL<br>Rating N/A                      | 9,602 0490 \$156,609 42  | 5 451%  | \$0 00 \$142,476 79     | \$2,227 68  | 1 422% | \$11 |
| ⊖ OTHER INTL FIXED INCOME                                                              | \$98,313.87              | 3.422%  | \$0.00 \$96,733.96      | \$4,517.12  | 4.595% |      |
| ⊕ 880208400<br>TEMPLETON INCOME TR<br>GLOBAL BD FD ADVISOR CL<br>Rating N/A            | 7,181 4370 \$98,313 87   | 3 422%  | \$0 00 \$96,733 96      | \$4,517 12  | 4 595% | \$11 |
| ⊖ SMALL CAP GROWTH                                                                     | \$67,245.82              | 2.340%  | \$0.00 \$48,279.58      | \$0.00      | 0.000% |      |
| ⊕ 00141M622<br>INVESCO GROWTH SER<br>SMALL CAP GROWTH FD CL INSTL<br>Rating N/A        | 2,009 1370 \$67,245 82   | 2 340%  | \$0 00 \$48,279 58      | \$0 00      | 0 000% | \$31 |
| ⊖ SMALL CAP VALUE                                                                      | \$53,707.72              | 1.869%  | \$0.00 \$52,575.00      | \$0.00      | 0.000% |      |
| ⊕ 0075W0593<br>ADVISORS INNER CIRCLE FD<br>CAMBIAR SMALL CAP FD INSTL CL<br>Rating N/A | 2,762 7430 \$53,707 72   | 1 869%  | \$0 00 \$52,575 00      | \$0 00      | 0 000% | \$11 |
| PROPRIETARY FUNDS                                                                      | \$698,338.50             | 24.305% | \$1,624.98 \$642,308.81 | \$20,780.51 | 2.976% |      |
| ⊖ FIXED INCOME                                                                         | \$397,741.41             | 13.843% | \$1,488.47 \$400,738.74 | \$16,520.10 | 4.153% |      |
| ⊕ 76628T678<br>RIDGEWORTH FD-SEIX FLTG RT HIGH INCM<br>1 SHS #RG CJ<br>Rating N/A      | 7,440 7850 \$67,041 47   | 2 333%  | \$359 06 \$67,339 10    | \$3,884 09  | 5 794% | \$1  |
| ⊕ 76628T645<br>RIDGEWORTH FD-SEIX HIGH YIELD<br>1 SHS #RG CL<br>Rating N/A             | 3,913 4070 \$39,408 01   | 1 372%  | \$242 82 \$36,786 02    | \$3,028 98  | 7 686% | \$11 |
| ⊕ 76628T512<br>RIDGEWORTH FD-TOTAL RETURN BD<br>1 SHS #RG CP<br>Rating N/A             | 28,008 8390 \$291,291 93 | 10 138% | \$886 59 \$296,613 62   | \$9,607 03  | 3 298% | \$11 |
| ⊖ GOVERNMENT                                                                           | \$67,652.94              | 2.355%  | \$136.51 \$67,716.83    | \$1,807.91  | 2.672% |      |
| ⊕ 76628T777<br>RIDGEWORTH FD-LTD TERM FED MTG SECS<br>1 SHS #RG CM<br>Rating N/A       | 6,388 3800 \$67,652 94   | 2 355%  | \$136.51 \$67,716.83    | \$1,807 91  | 2 672% | \$11 |
| ⊖ LARGE CAP VALUE                                                                      | \$132,042.52             | 4.596%  | \$0.00 \$110,121.84     | \$1,705.67  | 1.292% |      |
| ⊕ 76628R672<br>RIDGEWORTH FD-LARGCAP VALUE EQUITY<br>1 SHS #RG D4<br>Rating N/A        | 9,802 7110 \$132,042 52  | 4 596%  | \$0 00 \$110,121 84     | \$1,705 67  | 1 292% | \$11 |
| ⊖ MID CAP VALUE                                                                        | \$100,901.63             | 3.512%  | \$0.00 \$63,731.40      | \$746.83    | 0.740% |      |
| ⊕ 76628R615                                                                            | 7,945 0100 \$100,901 63  | 3 512%  | \$0 00 \$63,731 40      | \$746 83    | 0 740% | \$11 |

RIDGEWORTH FD-MIDCAP VAL EQUITY  
I SHS #RGD5  
Rating N/A

|               |                       |             |                   |                       |                    |               |
|---------------|-----------------------|-------------|-------------------|-----------------------|--------------------|---------------|
| <b>TOTAL:</b> | <b>\$2,873,189.40</b> | <b>100%</b> | <b>\$4,241.58</b> | <b>\$2,401,303.45</b> | <b>\$60,979.56</b> | <b>2.122%</b> |
|---------------|-----------------------|-------------|-------------------|-----------------------|--------------------|---------------|

Please note: Market values and transactions reflect beginning of current business day's pricing and activities. Month end values may differ from your month end Statement of Account due to retroactive pricing

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