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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: TR THORNTON/VENABLE MEM U/I 4 55-1114757

A Employer identification number: 58-6174419

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 1908

Room/suite:

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

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

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 19,159,654.

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc, received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	345,365.	348,798.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	118,174.			
	b	Gross sales price for all assets on line 6a 5,741,507.				
	7	Capital gain net income (from Part IV, line 2)		118,699.		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	463,539.	467,497.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	59,534.	29,767.		29,767.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 2	2,500.	NONE	NONE	2,500.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 3		6,980.		
	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	62,034.	36,747.	NONE	32,267.
	25	Contributions, gifts, grants paid	1,473,530.			1,473,530.
	26	**Total expenses and disbursements** Add lines 24 and 25	1,535,564.	36,747.	NONE	1,505,797.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-1,072,025.			
	b	**Net investment income** (if negative, enter -0-)		430,750.		
	c	**Adjusted net income** (if negative, enter -0-)				

P

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23NE

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	763,745.	740,642.	740,642.
	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 4	17,410,098.	16,361,175.	18,419,012.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	18,173,843.	17,101,817.	19,159,654.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	18,173,843.	17,101,817.	
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	18,173,843.	17,101,817.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	18,173,843.	17,101,817.	

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	18,173,843.
2	Enter amount from Part I, line 27a	2	-1,072,025.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	17,101,818.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,101,817.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr.)	(d) Date sold (mo , day, yr)
1a	SEE PART IV DETAIL			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	118,699.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	1,050,549.	17,110,382.	0.06139833699
2008	696,121.	18,119,766.	0.03841776985
2007			
2006			
2005			

2 **Total** of line 1, column (d)	2	0.09981610684
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	0.04990805342
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	18,104,060.
5 Multiply line 4 by line 3	5	903,538.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,308.
7 Add lines 5 and 6	7	907,846.
8 Enter qualifying distributions from Part XII, line 4	8	1,505,797.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter _____________ **(attach copy of ruling letter if necessary - see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	4,308.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			2	
3	Add lines 1 and 2			3	4,308.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			4	NONE
5	**Tax based on investment income** Subtract line 4 from line 3 If zero or less, enter -0-			5	4,308.
6	Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	4,168.		
b	Exempt foreign organizations-tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	332.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	4,500.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶			9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			10	192.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax ▶** 192. **Refunded ▶**			11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ SUNTRUST BANK, ATLANTA Telephone no ▶ (404)588-7384

Located at ▶ 25 PARK PLACE;, ATLANTA, GA ZIP + 4 ▶ 30303

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

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

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

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 22 of the instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? . . . . **5b** N/A

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . **6b** X (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? . . . . **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 7		59,534.	-0-	-0-

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services . . . . ▶		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

Form **990-PF** (2010)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	17,752,611.
b	Average of monthly cash balances	1b	627,145.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	18,379,756.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	18,379,756.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	275,696.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	18,104,060.
6	**Minimum investment return.** Enter 5% of line 5	6	905,203.

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

1	Minimum investment return from Part X, line 6			1	905,203.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	4,308.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,308.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	900,895.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	900,895.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	900,895.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,505,797.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,505,797.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	4,308.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,501,489.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

			(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7					900,895.
2	Undistributed income, if any, as of the end of 2010					
a	Enter amount for 2009 only				NONE	
b	Total for prior years 20 08 ,20_____, 20_____			NONE		
3	Excess distributions carryover, if any, to 2010					
a	From 2005	NONE				
b	From 2006	NONE				
c	From 2007	NONE				
d	From 2008	NONE				
e	From 2009	3,877.				
f	**Total** of lines 3a through e		3,877.			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 1,505,797.					
a	Applied to 2009, but not more than line 2a				NONE	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)			NONE		
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)		NONE			
d	Applied to 2010 distributable amount					900,895.
e	Remaining amount distributed out of corpus		604,902.			
5	Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		608,779.			
b	Prior years' undistributed income Subtract line 4b from line 2b			NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions			NONE		
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				NONE	
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)		NONE			
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)		NONE			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		608,779.			
10	Analysis of line 9:					
a	Excess from 2006	NONE				
b	Excess from 2007	NONE				
c	Excess from 2008	NONE				
d	Excess from 2009	3,877.				
e	Excess from 2010	604,902.				

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

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* SEE STATEMENT 8				
Total . . . . ▶ 3a				1,473,531.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	345,365.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	118,174.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				463,539.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 463,539.

(See worksheet in line 13 instructions on page 29 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

Form **990-PF** (2010)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		

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

E. W. Wohlford

Signature of officer or trustee E.W. WOHLFORD | Date 10/05/2011 | Title TRUSTEE

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY E. KUHLIN	Jeffrey E Kuhlin	10/05/2011		P00353001

Firm's name ▶ KPMG LLP

Firm's EIN ▶ 13-5565207

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

Phone no 888-942-3272

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST		345,365.	348,798.
	TOTAL	345,365.	348,798.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREP FEE	2,500.			2,500.
TOTALS	2,500.	NONE	NONE	2,500.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID		6,980.
TOTALS		6,980.

TR THORNTON/VENABLE MEM U/I 4 55-1114757 58-6174419

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	C	17,410,098.	16,361,175.	18,419,012.
TOTALS		17,410,098.	16,361,175.	18,419,012.

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

DESCRIPTION	AMOUNT
TIME WARNER CLASS ACTION	1.
TOTAL	1.

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-------------------------------------------
STATE(S) WHERE THE FOUNDATION IS REGISTERED
===========================================
     GA
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STATEMENT 6

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

OFFICER NAME:
SUNTRUST BANK, ATLANTA
ADDRESS:
P.O. BOX 4655
ATLANTA, GA 30302
TITLE:
TRUSTEE, AS REQ'D
COMPENSATION .... 59,534.

TOTAL COMPENSATION: 59,534.
==============

TR·THORNTON/VENABLE MEM U/I 4 55-1114757 58-6174419

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

RECIPIENT NAME:
ATLANTA HISTORICAL
SOCIETY
ADDRESS:
130 WEST PACES FERRY ROAD, NW
ATLANTA, GA 30305
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 368,383.

RECIPIENT NAME:
ROBERT WOODRUFF ARTS
CENTER INC
ADDRESS:
1280 PEACHTREE STREET, NE
ATLANTA, GA 30309
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 736,765.

RECIPIENT NAME:
1ST PRESBYTERIAN CHURCH
OF ATLANTA
ADDRESS:
1328 PEACHTREE STREET, NE
ATLANTA, GA 30309
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 368,383.

TOTAL GRANTS PAID: 1,473,531.

STATEMENT 8

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: TR THORNTON/VENABLE MEM U/I 4 55-1114757

Employer identification number: 58-6174419

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

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

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	**(b)** Date acquired (mo , day, yr)	**(c)** Date sold (mo , day, yr)	**(d)** Sales price	**(e)** Cost or other basis (see instructions)	**(f) Gain or (loss) for the entire year** Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	6,413.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	6,413.

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

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	**(b)** Date acquired (mo , day, yr)	**(c)** Date sold (mo , day, yr)	**(d)** Sales price	**(e)** Cost or other basis (see instructions)	**(f) Gain or (loss) for the entire year** Subtract (e) from (d)
6a	LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			8,951.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	91,706.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	11,629.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	112,286.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2010**

JSA
0F1210 2 000

Part III Summary of Parts I and II

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

		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			6,413.
14 **Net long-term gain or (loss):**				
a Total for year	14a			112,286.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			118,699.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . 17

18 Enter the **smaller** of line 14a or 15 in column (2) but not less than zero . . . 18

19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . 19

20 Add lines 18 and 19 . . . 20

21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . ▶ 21

22 Subtract line 21 from line 20. If zero or less, enter -0- . . . 22

23 Subtract line 22 from line 17. If zero or less, enter -0- . . . 23

24 Enter the **smaller** of the amount on line 17 or $2,300 . . . 24

25 Is the amount on line 23 equal to or more than the amount on line 24?

☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box.

☐ **No.** Enter the amount from line 23 . . . 25

26 Subtract line 25 from line 24 . . . 26

27 Are the amounts on lines 22 and 26 the same?

☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22 27

28 Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . 28

29 Subtract line 28 from line 27 . . . 29

30 Multiply line 29 by 15% (15) . . . 30

31 Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 31

32 Add lines 30 and 31 . . . 32

33 Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 33

34 **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . 34

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2010

Name of estate or trust
TR THORNTON/VENABLE MEM U/I 4 55-1114757

Employer identification number
58-6174419

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 25000. US TREAS 4.125% 5/15/15	08/18/2009	04/06/2010	26,693.00	26,846.00	-153.00
35000. US TREAS 1.375% 1/15/13	02/10/2010	04/14/2010	34,863.00	35,011.00	-148.00
25000. US TREAS 4.125% 5/15/15	08/18/2009	05/03/2010	26,979.00	26,607.00	372.00
40000. US TREAS 3.375% 11/15/19	02/10/2010	05/03/2010	39,048.00	38,963.00	85.00
185000. US TREAS 1.750% 4/15/13	05/19/2010	06/11/2010	188,107.00	187,217.00	890.00
5000. ARCELORMITTAL SA LUX 5.375% 6/01/13	08/17/2009	08/02/2010	5,341.00	5,044.00	297.00
5000. ARCELORMITTAL SA LUX 5.375% 6/01/13	08/17/2009	08/02/2010	5,341.00	5,044.00	297.00
125000. FED HOME LN MTG 2.250% 8/24/12	05/21/2010	08/24/2010	125,000.00	125,590.00	-590.00
60000. US TREAS 1.000% 4/30/12	05/03/2010	10/20/2010	60,619.00	59,995.00	624.00
185000. US TREAS 1.125% 6/15/13	06/11/2010	10/20/2010	188,271.00	184,451.00	3,820.00
15000. US TREAS 0.750% 8/15/13	08/18/2010	10/20/2010	15,117.00	14,988.00	129.00
35000. US TREAS 1.750% 7/31/15	08/26/2010	10/22/2010	36,053.00	35,643.00	410.00
15000. US TREAS 1.250% 8/31/15	09/14/2010	10/22/2010	15,090.00	14,859.00	231.00
5000. ARCELORMITTAL SA 3.750% 8/05/15	08/02/2010	11/17/2010	5,105.00	4,956.00	149.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b 6,413.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2010**

JSA
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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 THORNTON/VENABLE MEM U/I 4 55-1114757	58-6174419

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	40000. TRUSTREET PPTYS INC 7.500% 4/01/15	10/04/2007	04/06/2010	41,660.00	43,000.00	-1,340.00
	10000. US TREAS 4.125% 5/15/15	12/20/2006	04/06/2010	10,677.00	9,684.00	993.00
	214.8 GREENWICH CAP COML 4.305% 8/10/42	01/26/2005	04/10/2010	215.00	216.00	-1.00
	20000. US TREAS 3.125% 4/30/13	01/16/2009	04/14/2010	20,884.00	21,630.00	-746.00
	831.2 FHLMC GOLD #E98664 4.500% 8/01/18	09/12/2003	04/15/2010	831.00	827.00	4.00
	20269.78 CREDIT SUISSE FIRST 4.609% 2/15/38	02/28/2007	04/16/2010	20,270.00	19,986.00	284.00
	286.8 GNMA REMIC 2007-4-A 4.206% 6/16/29	02/22/2007	04/16/2010	287.00	279.00	8.00
	555.17 LB-UBS COML MTG 4.310% 2/15/30	02/23/2007	04/16/2010	555.00	542.00	13.00
	30000. BOTTLING GROUP LLC 5.125% 1/15/19	01/14/2009	04/23/2010	31,862.00	29,820.00	2,042.00
	717.22 FEDERAL NATIONAL MTG ASSN PASSTHRU CTF POOL	09/10/2002	04/25/2010	717.00	921.00	-204.00
	816.54 FNMA POOL #555591 5.500% 7/01/33	09/11/2003	04/25/2010	817.00	826.00	-9.00
	48.36 FNMA POOL #725877 5.560% 9/01/14	03/16/2007	04/25/2010	48.00	49.00	-1.00
	584.25 FNMA POOL #888202 5.500% 2/01/17	02/21/2007	04/25/2010	584.00	586.00	-2.00
	644.7 WFBMS 2006-16A12 5.00066% 11/25/36	03/14/2007	04/25/2010	645.00	641.00	4.00
	65000. US TREAS 1.375% 4/15/12	04/22/2009	05/03/2010	65,508.00	65,074.00	434.00
	65.88 GREENWICH CAP COML 4.305% 8/10/42	01/26/2005	05/10/2010	66.00	66.00	
	939.62 FHLMC GOLD #E98664 4.500% 8/01/18	09/12/2003	05/15/2010	940.00	935.00	5.00
	288.13 GNMA REMIC 2007-4-A 4.206% 6/16/29	02/22/2007	05/16/2010	288.00	280.00	8.00
	47.1 LB-UBS COML MTG 4.310% 2/15/30	02/23/2007	05/16/2010	47.00	46.00	1.00
	61188.811 RIDGEWORTH FD-LARGECAP VAL EQTY#RGD4	08/02/2004	05/18/2010	700,000.00	700,612.00	-612.00
	158.36 FEDERAL NATIONAL MTG ASSN PASSTHRU CTF POOL	09/10/2002	05/25/2010	158.00	203.00	-45.00
	794.58 FNMA POOL #555591 5.500% 7/01/33	09/11/2003	05/25/2010	795.00	804.00	-9.00
	54.67 FNMA POOL #725877 5.560% 9/01/14	03/16/2007	05/25/2010	55.00	56.00	-1.00
	631.86 FNMA POOL #888202 5.500% 2/01/17	02/21/2007	05/25/2010	632.00	634.00	-2.00
	641.28 WFBMS 2006-16A12 5.00066% 11/25/36	03/14/2007	05/25/2010	641.00	638.00	3.00

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

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 THORNTON/VENABLE MEM U/I 4 55-1114757	58-6174419

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 67.69 GREENWICH CAP COML 4.305% 8/10/42	01/26/2005	06/10/2010	68.00	68.00	
9451.796 RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	12/08/2006	06/10/2010	100,000.00	139,036.00	-39,036.00
45085.663 RIDGEWORTH FD-LARGECAP VAL EQTY#RGD4	08/02/2004	06/10/2010	500,000.00	516,231.00	-16,231.00
27297.544 RIDGEWORTH FD-INTL EQTY INDEX #RGD8	08/20/2007	06/10/2010	300,000.00	429,885.00	-129,885.00
807.55 FHLMC GOLD #E98664 4.500% 8/01/18	09/12/2003	06/15/2010	808.00	804.00	4.00
6377.45 GNMA REMIC 2007-4-A 4.206% 6/16/29	02/22/2007	06/16/2010	6,377.00	6,202.00	175.00
15000. ANADARKO PETRO 6.950% 6/15/19	06/09/2009	06/25/2010	13,128.00	14,832.00	-1,704.00
199.34 FEDERAL NATIONAL MTG ASSN PASSTHRU CTF POOL	09/10/2002	06/25/2010	199.00	256.00	-57.00
1304.04 FNMA POOL #555591 5.500% 7/01/33	09/11/2003	06/25/2010	1,304.00	1,319.00	-15.00
48.89 FNMA POOL #725877 5.560% 9/01/14	03/16/2007	06/25/2010	49.00	50.00	-1.00
932.65 FNMA POOL #888202 5.500% 2/01/17	02/21/2007	06/25/2010	933.00	935.00	-2.00
637.88 WFBMS 2006-16A12 5.00066% 11/25/36	03/14/2007	06/25/2010	638.00	635.00	3.00
10000. NORTHERN BORDER 7.100% 03/15/11	08/22/2007	07/01/2010	10,375.00	10,498.00	-123.00
25000. US TREAS 1.875% 4/30/14	06/29/2009	07/01/2010	25,434.00	24,488.00	946.00
68.8 GREENWICH CAP COML 4.305% 8/10/42	01/26/2005	07/10/2010	69.00	69.00	
770.04 FHLMC GOLD #E98664 4.500% 8/01/18	09/12/2003	07/15/2010	770.00	766.00	4.00
286.58 GNMA REMIC 2007-4-A 4.206% 6/16/29	02/22/2007	07/16/2010	287.00	279.00	8.00
164.73 FEDERAL NATIONAL MTG ASSN PASSTHRU CTF POOL	09/10/2002	07/25/2010	165.00	212.00	-47.00
759.23 FNMA POOL #555591 5.500% 7/01/33	09/11/2003	07/25/2010	759.00	768.00	-9.00
55.18 FNMA POOL #725877 5.560% 9/01/14	03/16/2007	07/25/2010	55.00	56.00	-1.00
781.62 FNMA POOL #888202 5.500% 2/01/17	02/21/2007	07/25/2010	782.00	784.00	-2.00
634.49 WFBMS 2006-16A12 5.00066% 11/25/36	03/14/2007	07/25/2010	634.00	631.00	3.00
25000. OMNICOM GROUP INC 6.250% 7/15/19	06/24/2009	08/02/2010	28,589.00	24,834.00	3,755.00
50000. PROCTOR & GAMBLE CO 4.950% 08/15/14	11/20/2006	08/05/2010	56,425.00	49,294.00	7,131.00
665.04 GREENWICH CAP COML 4.305% 8/10/42	01/26/2005	08/10/2010	665.00	668.00	-3.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side TR THORNTON/VENABLE MEM U/I 4 55-1114757	**Employer identification number** 58-6174419

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 966.24 FHLMC GOLD #E98664 4.500% 8/01/18	09/12/2003	08/15/2010	966.00	961.00	5.00
7029.94 GNMA REMIC 2007-4-A 4.206% 6/16/29	02/22/2007	08/16/2010	7,030.00	6,837.00	193.00
15000. ALLSTATE LIFE GBL 5.375% 4/30/13	04/25/2008	08/18/2010	16,597.00	14,985.00	1,612.00
181.1 FEDERAL NATIONAL MTG ASSN PASSTHRU CTF POOL #545	09/10/2002	08/25/2010	181.00	233.00	-52.00
803.85 FNMA POOL #555591 5.500% 7/01/33	09/11/2003	08/25/2010	804.00	813.00	-9.00
49.42 FNMA POOL #725877 5.560% 9/01/14	03/16/2007	08/25/2010	49.00	50.00	-1.00
560.08 FNMA POOL #888202 5.500% 2/01/17	02/21/2007	08/25/2010	560.00	562.00	-2.00
631.13 WFBMS 2006-16A12 5.00066% 11/25/36	03/14/2007	08/25/2010	631.00	628.00	3.00
45000. HEWLETT PACKARD CO 4.750% 6/02/14	02/24/2009	08/26/2010	50,311.00	44,997.00	5,314.00
20000. US TREAS 2.375% 8/31/10	04/06/2009	08/31/2010	20,000.00	20,455.00	-455.00
559.28 GREENWICH CAP COML 4.305% 8/10/42	01/26/2005	09/10/2010	559.00	562.00	-3.00
20000. SOUTHERN CO 4.150% 5/15/14	05/11/2009	09/14/2010	21,527.00	19,980.00	1,547.00
889.61 FHLMC GOLD #E98664 4.500% 8/01/18	09/12/2003	09/15/2010	890.00	885.00	5.00
285.42 GNMA REMIC 2007-4-A 4.206% 6/16/29	02/22/2007	09/16/2010	285.00	278.00	7.00
162.53 FEDERAL NATIONAL MTG ASSN PASSTHRU CTF POOL	09/10/2002	09/25/2010	163.00	209.00	-46.00
1036.63 FNMA POOL #555591 5.500% 7/01/33	09/11/2003	09/25/2010	1,037.00	1,049.00	-12.00
1113.71 FNMA POOL #725877 5.560% 9/01/14	03/16/2007	09/25/2010	1,114.00	1,137.00	-23.00
651.37 FNMA POOL #888202 5.500% 2/01/17	02/21/2007	09/25/2010	651.00	653.00	-2.00
627.78 WFBMS 2006-16A12 5.00066% 11/25/36	03/14/2007	09/25/2010	628.00	625.00	3.00
140.47 GREENWICH CAP COML 4.305% 8/10/42	01/26/2005	10/10/2010	140.00	141.00	-1.00
770.56 FHLMC GOLD #E98664 4.500% 8/01/18	09/12/2003	10/15/2010	771.00	767.00	4.00
286.75 GNMA REMIC 2007-4-A 4.206% 6/16/29	02/22/2007	10/16/2010	287.00	279.00	8.00
158.75 FEDERAL NATIONAL MTG ASSN PASSTHRU CTF POOL	09/10/2002	10/25/2010	159.00	204.00	-45.00
1144.19 FNMA POOL #555591 5.500% 7/01/33	09/11/2003	10/25/2010	1,144.00	1,157.00	-13.00
54.34 FNMA POOL #725877 5.560% 9/01/14	03/16/2007	10/25/2010	54.00	55.00	-1.00

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

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 THORNTON/VENABLE MEM U/I 4 55-1114757	58-6174419

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 663.66 FNMA POOL #888202 5.500% 2/01/17	02/21/2007	10/25/2010	664.00	665.00	-1.00
624.44 WFBMS 2006-16A12 5.00066% 11/25/36	03/14/2007	10/25/2010	624.00	621.00	3.00
18116. FNMA POOL #888202 5.500% 2/01/17	02/21/2007	11/09/2010	19,676.00	18,164.00	1,512.00
5.9 GREENWICH CAP COML 4.305% 8/10/42	01/26/2005	11/10/2010	6.00	6.00	
1496.53 FHLMC GOLD #E98664 4.500% 8/01/18	09/12/2003	11/15/2010	1,497.00	1,489.00	8.00
286.04 GNMA REMIC 2007-4-A 4.206% 6/16/29	02/22/2007	11/16/2010	286.00	278.00	8.00
5000. GENERAL MILLS INC 5.200% 3/17/15	03/12/2008	11/19/2010	5,625.00	4,989.00	636.00
163.71 FEDERAL NATIONAL MTG ASSN PASSTHRU CTF POOL	09/10/2002	11/25/2010	164.00	210.00	-46.00
1202.81 FNMA POOL #555591 5.500% 7/01/33	09/11/2003	11/25/2010	1,203.00	1,217.00	-14.00
48.78 FNMA POOL #725877 5.560% 9/01/14	03/16/2007	11/25/2010	49.00	50.00	-1.00
704.71 FNMA POOL #888202 5.500% 2/01/17	02/21/2007	11/25/2010	705.00	707.00	-2.00
621.13 WFBMS 2006-16A12 5.00066% 11/25/36	03/14/2007	11/25/2010	621.00	618.00	3.00
87.09 GREENWICH CAP COML 4.305% 8/10/42	01/26/2005	12/10/2010	87.00	88.00	-1.00
1386.8 FHLMC GOLD #E98664 4.500% 8/01/18	09/12/2003	12/15/2010	1,387.00	1,380.00	7.00
910.79 HAROT 2009-3 A3 2.310% 5/15/13	07/07/2009	12/15/2010	911.00	911.00	
21980.75 GNMA REMIC 2007-4-A 4.206% 6/16/29	02/22/2007	12/16/2010	21,981.00	21,377.00	604.00
55000. PFIZER INC 6.200% 3/15/19	03/17/2009	12/22/2010	64,625.00	54,944.00	9,681.00
140.38 FEDERAL NATIONAL MTG ASSN PASSTHRU CTF POOL	09/10/2002	12/25/2010	140.00	180.00	-40.00
1227.42 FNMA POOL #555591 5.500% 7/01/33	09/11/2003	12/25/2010	1,227.00	1,242.00	-15.00
54.85 FNMA POOL #725877 5.560% 9/01/14	03/16/2007	12/25/2010	55.00	56.00	-1.00
617.83 WFBMS 2006-16A12 5.00066% 11/25/36	03/14/2007	12/25/2010	618.00	615.00	3.00
64.55 GREENWICH CAP COML 4.305% 8/10/42	01/26/2005	01/10/2011	65.00	65.00	
1488.39 FHLMC GOLD #E98664 4.500% 8/01/18	09/12/2003	01/15/2011	1,488.00	1,481.00	7.00
1387.87 HAROT 2009-3 A3 2.310% 5/15/13	07/07/2009	01/15/2011	1,388.00	1,388.00	
4368.52 GNMA REMIC 2007-4-A 4.206% 6/16/29	02/22/2007	01/16/2011	4,369.00	4,248.00	121.00

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

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 THORNTON/VENABLE MEM U/I 4 55-1114757	58-6174419

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 10000. PROGRESS ENERGY 5.300% 1/15/19	01/08/2009	01/18/2011	11,124.00	9,991.00	1,133.00
300000. FED HOME LN BK 1.625% 1/21/11	06/30/2009	01/21/2011	300,000.00	302,874.00	-2,874.00
132.07 FEDERAL NATIONAL MTG ASSN PASSTHRU CTF POOL	09/10/2002	01/25/2011	132.00	170.00	-38.00
1166.85 FNMA POOL #555591 5.500% 7/01/33	09/11/2003	01/25/2011	1,167.00	1,180.00	-13.00
49.31 FNMA POOL #725877 5.560% 9/01/14	03/16/2007	01/25/2011	49.00	50.00	-1.00
614.54 WFBMS 2006-16A12 5.00066% 11/25/36	03/14/2007	01/25/2011	615.00	611.00	4.00
66.67 GREENWICH CAP COML 4.305% 8/10/42	01/26/2005	02/10/2011	67.00	67.00	
74515.648 RIDGEWORTH FD-LARGECAP VAL EQTY#RGD4	08/02/2004	02/11/2011	1,000,000.00	853,204.00	146,796.00
28860.907 RIDGEWORTH FD-INTL EQTY INDEX #RGD8	08/02/2004	02/11/2011	392,508.00	318,047.00	74,461.00
35000. DOVER CORP NOTE	05/08/2008	02/15/2011	35,000.00	37,065.00	-2,065.00
1582.11 FHLMC GOLD #E98664 4.500% 8/01/18	09/12/2003	02/15/2011	1,582.00	1,574.00	8.00
1371.84 HAROT 2009-3 A3 2.310% 5/15/13	07/07/2009	02/15/2011	1,372.00	1,372.00	
860.25 GNMA REMIC 2007-4-A 4.206% 6/16/29	02/22/2007	02/16/2011	860.00	837.00	23.00
50000. PACIFICORP 6.900% 11/15/11	10/16/2002	02/22/2011	52,326.00	55,981.00	-3,655.00
155.68 FEDERAL NATIONAL MTG ASSN PASSTHRU CTF POOL	09/10/2002	02/25/2011	156.00	200.00	-44.00
949.34 FNMA POOL #555591 5.500% 7/01/33	09/11/2003	02/25/2011	949.00	960.00	-11.00
49.56 FNMA POOL #725877 5.560% 9/01/14	03/16/2007	02/25/2011	50.00	51.00	-1.00
85000. FIRST UN CAP ONE 7.935% 01/15/27	12/04/2003	02/25/2011	86,700.00	96,585.00	-9,885.00
50000. NOVARTIS SECS INVEST 5.125% 2/10/19	02/04/2009	02/25/2011	54,381.00	49,911.00	4,470.00
611.28 WFBMS 2006-16A12 5.00066% 11/25/36	03/14/2007	02/25/2011	611.00	608.00	3.00
20000. WALT DISNEY CO 4.500% 12/15/13	12/17/2008	03/03/2011	21,714.00	19,805.00	1,909.00
468.43 GREENWICH CAP COML 4.305% 8/10/42	01/26/2005	03/10/2011	468.00	471.00	-3.00
1232.09 FHLMC GOLD #E98664 4.500% 8/01/18	09/12/2003	03/15/2011	1,232.00	1,226.00	6.00
1272.78 HAROT 2009-3 A3 2.310% 5/15/13	07/07/2009	03/15/2011	1,273.00	1,273.00	
259.05 GNMA REMIC 2007-4-A 4.206% 6/16/29	02/22/2007	03/16/2011	259.00	252.00	7.00

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

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 THORNTON/VENABLE MEM U/I 4 55-1114757	58-6174419

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 410.79 LB-UBS COML MTG 4.310% 2/15/30	02/23/2007	03/17/2011	411.00	401.00	10.00
10000. CISCO SYSTEMS INC 4.450% 1/15/20	11/09/2009	03/21/2011	10,390.00	9,985.00	405.00
20000. COMCAST CORP 5.900% 3/15/16	05/23/2007	03/21/2011	22,480.00	20,123.00	2,357.00
22000. RAYTHEON CO 4.400% 2/15/20	11/12/2009	03/21/2011	22,604.00	21,946.00	658.00
20000. TIME WARNER CABLE IN 6.200% 7/01/13	06/16/2008	03/21/2011	22,093.00	19,958.00	2,135.00
16103.06 RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	12/08/2006	03/23/2011	200,000.00	236,876.00	-36,876.00
37850.113 RIDGEWORTH FD-LARGECAP VAL EQTY#RGD4	08/02/2004	03/23/2011	500,000.00	433,384.00	66,616.00
144.91 FEDERAL NATIONAL MTG ASSN PASSTHRU CTF POOL	09/10/2002	03/25/2011	145.00	186.00	-41.00
869.28 FNMA POOL #555591 5.500% 7/01/33	09/11/2003	03/25/2011	869.00	879.00	-10.00
1411.35 FNMA POOL #725877 5.560% 9/01/14	03/16/2007	03/25/2011	1,411.00	1,440.00	-29.00
608.03 WFBMS 2006-16A12 5.00066% 11/25/36	03/14/2007	03/25/2011	608.00	605.00	3.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 91,706.00

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS		
LONG-TERM 15% CAPITAL GAIN DIVIDENDS	8,951.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		8,951.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		8,951.00

STATEMENT 1

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.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					8,951.	
		40000. TRUSTREET PPTYS INC 7.500% 4/01 PROPERTY TYPE: SECURITIES					10/04/2007	04/06/2010
41,660.00		43,000.00					-1,340.00	
		25000. US TREAS 4.125% 5/15 PROPERTY TYPE: SECURITIES					08/18/2009	04/06/2010
26,693.00		26,846.00					-153.00	
		10000. US TREAS 4.125% 5/15 PROPERTY TYPE: SECURITIES					12/20/2006	04/06/2010
10,677.00		9,684.00					993.00	
		214.8 GREENWICH CAP COML 4.305% 8/10/ PROPERTY TYPE: SECURITIES					01/26/2005	04/10/2010
215.00		216.00					-1.00	
		20000. US TREAS 3.125% 4/30 PROPERTY TYPE: SECURITIES					01/16/2009	04/14/2010
20,884.00		21,630.00					-746.00	
		35000. US TREAS 1.375% 1/15 PROPERTY TYPE: SECURITIES					02/10/2010	04/14/2010
34,863.00		35,011.00					-148.00	
		831.2 FHLMC GOLD #E98664 4.500% 8/01/ PROPERTY TYPE: SECURITIES					09/12/2003	04/15/2010
831.00		827.00					4.00	
		20269.78 CREDIT SUISSE FIRST 4.609% 2/ PROPERTY TYPE: SECURITIES					02/28/2007	04/16/2010
20,270.00		19,986.00					284.00	
		286.8 GNMA REMIC 2007-4-A 4.206% 6/16/ PROPERTY TYPE: SECURITIES					02/22/2007	04/16/2010
287.00		279.00					8.00	
		555.17 LB-UBS COML MTG 4.310% 2/15 PROPERTY TYPE: SECURITIES					02/23/2007	04/16/2010
555.00		542.00					13.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		30000. BOTTLING GROUP LLC 5.125% 1/15					01/14/2009	04/23/2010
		PROPERTY TYPE: SECURITIES						
31,862.00		29,820.00					2,042.00	
		717.22 FEDERAL NATIONAL MTG ASSN PASSTHR					09/10/2002	04/25/2010
		PROPERTY TYPE: SECURITIES						
717.00		921.00					-204.00	
		816.54 FNMA POOL #555591 5.500% 7/01					09/11/2003	04/25/2010
		PROPERTY TYPE: SECURITIES						
817.00		826.00					-9.00	
		48.36 FNMA POOL #725877 5.560% 9/01/					03/16/2007	04/25/2010
		PROPERTY TYPE: SECURITIES						
48.00		49.00					-1.00	
		584.25 FNMA POOL #888202 5.500% 2/01					02/21/2007	04/25/2010
		PROPERTY TYPE: SECURITIES						
584.00		586.00					-2.00	
		644.7 WFBMS 2006-16A12 5.00066% 11/25/					03/14/2007	04/25/2010
		PROPERTY TYPE: SECURITIES						
645.00		641.00					4.00	
		25000. US TREAS 4.125% 5/15					08/18/2009	05/03/2010
		PROPERTY TYPE: SECURITIES						
26,979.00		26,607.00					372.00	
		65000. US TREAS 1.375% 4/15					04/22/2009	05/03/2010
		PROPERTY TYPE: SECURITIES						
65,508.00		65,074.00					434.00	
		40000. US TREAS 3.375% 11/15					02/10/2010	05/03/2010
		PROPERTY TYPE: SECURITIES						
39,048.00		38,963.00					85.00	
		65.88 GREENWICH CAP COML 4.305% 8/10/					01/26/2005	05/10/2010
		PROPERTY TYPE: SECURITIES						
66.00		66.00						
		939.62 FHLMC GOLD #E98664 4.500% 8/01					09/12/2003	05/15/2010
		PROPERTY TYPE: SECURITIES						
940.00		935.00					5.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		288.13 GNMA REMIC 2007-4-A 4.206% 6/16					02/22/2007	05/16/2010
		PROPERTY TYPE: SECURITIES						
288.00		280.00					8.00	
		47.1 LB-UBS COML MTG 4.310% 2/15/3					02/23/2007	05/16/2010
		PROPERTY TYPE: SECURITIES						
47.00		46.00					1.00	
		61188.811 RIDGEWORTH FD-LARGECAP VAL EQT					08/02/2004	05/18/2010
		PROPERTY TYPE: SECURITIES						
700,000.00		700,612.00					-612.00	
		158.36 FEDERAL NATIONAL MTG ASSN PASSTHR					09/10/2002	05/25/2010
		PROPERTY TYPE: SECURITIES						
158.00		203.00					-45.00	
		794.58 FNMA POOL #555591 5.500% 7/01					09/11/2003	05/25/2010
		PROPERTY TYPE: SECURITIES						
795.00		804.00					-9.00	
		54.67 FNMA POOL #725877 5.560% 9/01/					03/16/2007	05/25/2010
		PROPERTY TYPE: SECURITIES						
55.00		56.00					-1.00	
		631.86 FNMA POOL #888202 5.500% 2/01					02/21/2007	05/25/2010
		PROPERTY TYPE: SECURITIES						
632.00		634.00					-2.00	
		641.28 WFBMS 2006-16A12 5.00066% 11/25					03/14/2007	05/25/2010
		PROPERTY TYPE: SECURITIES						
641.00		638.00					3.00	
		67.69 GREENWICH CAP COML 4.305% 8/10/					01/26/2005	06/10/2010
		PROPERTY TYPE: SECURITIES						
68.00		68.00						
		9451.796 RIDGEWORTH FD-MIDCAP VAL EQTY #					12/08/2006	06/10/2010
		PROPERTY TYPE: SECURITIES						
100,000.00		139,036.00					-39,036.00	
		45085.663 RIDGEWORTH FD-LARGECAP VAL EQT					08/02/2004	06/10/2010
		PROPERTY TYPE: SECURITIES						
500,000.00		516,231.00					-16,231.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		27297.544 RIDGEWORTH FD-INTL EQTY INDEX					08/20/2007	06/10/2010
		PROPERTY TYPE: SECURITIES						
300,000.00		429,885.00					-129885.00	
		185000. US TREAS 1.750% 4/1					05/19/2010	06/11/2010
		PROPERTY TYPE: SECURITIES						
188,107.00		187,217.00					890.00	
		807.55 FHLMC GOLD #E98664 4.500% 8/01					09/12/2003	06/15/2010
		PROPERTY TYPE: SECURITIES						
808.00		804.00					4.00	
		6377.45 GNMA REMIC 2007-4-A 4.206% 6/1					02/22/2007	06/16/2010
		PROPERTY TYPE: SECURITIES						
6,377.00		6,202.00					175.00	
		15000. ANADARKO PETRO 6.950% 6/15					06/09/2009	06/25/2010
		PROPERTY TYPE: SECURITIES						
13,128.00		14,832.00					-1,704.00	
		199.34 FEDERAL NATIONAL MTG ASSN PASSTHR					09/10/2002	06/25/2010
		PROPERTY TYPE: SECURITIES						
199.00		256.00					-57.00	
		1304.04 FNMA POOL #555591 5.500% 7/0					09/11/2003	06/25/2010
		PROPERTY TYPE: SECURITIES						
1,304.00		1,319.00					-15.00	
		48.89 FNMA POOL #725877 5.560% 9/01/					03/16/2007	06/25/2010
		PROPERTY TYPE: SECURITIES						
49.00		50.00					-1.00	
		932.65 FNMA POOL #888202 5.500% 2/01					02/21/2007	06/25/2010
		PROPERTY TYPE: SECURITIES						
933.00		935.00					-2.00	
		637.88 WFBMS 2006-16A12 5.00066% 11/25					03/14/2007	06/25/2010
		PROPERTY TYPE: SECURITIES						
638.00		635.00					3.00	
		10000. NORTHERN BORDER 7.100% 03/15					08/22/2007	07/01/2010
		PROPERTY TYPE: SECURITIES						
10,375.00		10,498.00					-123.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		25000. US TREAS 1.875% 4/30					06/29/2009	07/01/2010
		PROPERTY TYPE: SECURITIES						
25,434.00		24,488.00					946.00	
		68.8 GREENWICH CAP COML 4.305% 8/10/4					01/26/2005	07/10/2010
		PROPERTY TYPE: SECURITIES						
69.00		69.00						
		770.04 FHLMC GOLD #E98664 4.500% 8/01					09/12/2003	07/15/2010
		PROPERTY TYPE: SECURITIES						
770.00		766.00					4.00	
		286.58 GNMA REMIC 2007-4-A 4.206% 6/16					02/22/2007	07/16/2010
		PROPERTY TYPE: SECURITIES						
287.00		279.00					8.00	
		164.73 FEDERAL NATIONAL MTG ASSN PASSTHR					09/10/2002	07/25/2010
		PROPERTY TYPE: SECURITIES						
165.00		212.00					-47.00	
		759.23 FNMA POOL #555591 5.500% 7/01					09/11/2003	07/25/2010
		PROPERTY TYPE: SECURITIES						
759.00		768.00					-9.00	
		55.18 FNMA POOL #725877 5.560% 9/01/					03/16/2007	07/25/2010
		PROPERTY TYPE: SECURITIES						
55.00		56.00					-1.00	
		781.62 FNMA POOL #888202 5.500% 2/01					02/21/2007	07/25/2010
		PROPERTY TYPE: SECURITIES						
782.00		784.00					-2.00	
		634.49 WFBMS 2006-16A12 5.00066% 11/25					03/14/2007	07/25/2010
		PROPERTY TYPE: SECURITIES						
634.00		631.00					3.00	
		5000. ARCELORMITTAL SA LUX 5.375% 6/01/					08/17/2009	08/02/2010
		PROPERTY TYPE: SECURITIES						
5,341.00		5,044.00					297.00	
		5000. ARCELORMITTAL SA LUX 5.375% 6/01/					08/17/2009	08/02/2010
		PROPERTY TYPE: SECURITIES						
5,341.00		5,044.00					297.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		25000. OMNICOM GROUP INC 6.250% 7/15 PROPERTY TYPE: SECURITIES					06/24/2009	08/02/2010
28,589.00		24,834.00					3,755.00	
		50000. PROCTOR & GAMBLE CO 4.950% 08/15 PROPERTY TYPE: SECURITIES					11/20/2006	08/05/2010
56,425.00		49,294.00					7,131.00	
		665.04 GREENWICH CAP COML 4.305% 8/10 PROPERTY TYPE: SECURITIES					01/26/2005	08/10/2010
665.00		668.00					-3.00	
		966.24 FHLMC GOLD #E98664 4.500% 8/01 PROPERTY TYPE: SECURITIES					09/12/2003	08/15/2010
966.00		961.00					5.00	
		7029.94 GNMA REMIC 2007-4-A 4.206% 6/1 PROPERTY TYPE: SECURITIES					02/22/2007	08/16/2010
7,030.00		6,837.00					193.00	
		15000. ALLSTATE LIFE GBL 5.375% 4/30 PROPERTY TYPE: SECURITIES					04/25/2008	08/18/2010
16,597.00		14,985.00					1,612.00	
		125000. FED HOME LN MTG 2.250% 8/2 PROPERTY TYPE: SECURITIES					05/21/2010	08/24/2010
125,000.00		125,590.00					-590.00	
		181.1 FEDERAL NATIONAL MTG ASSN PASSTHRU PROPERTY TYPE: SECURITIES					09/10/2002	08/25/2010
181.00		233.00					-52.00	
		803.85 FNMA POOL #555591 5.500% 7/01 PROPERTY TYPE: SECURITIES					09/11/2003	08/25/2010
804.00		813.00					-9.00	
		49.42 FNMA POOL #725877 5.560% 9/01/ PROPERTY TYPE: SECURITIES					03/16/2007	08/25/2010
49.00		50.00					-1.00	
		560.08 FNMA POOL #888202 5.500% 2/01 PROPERTY TYPE: SECURITIES					02/21/2007	08/25/2010
560.00		562.00					-2.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		631.13 WFBMS 2006-16A12 5.00066% 11/25					03/14/2007	08/25/2010
		PROPERTY TYPE: SECURITIES						
631.00		628.00					3.00	
		45000. HEWLETT PACKARD CO 4.750% 6/02					02/24/2009	08/26/2010
		PROPERTY TYPE: SECURITIES						
50,311.00		44,997.00					5,314.00	
		20000. US TREAS 2.375% 8/31					04/06/2009	08/31/2010
		PROPERTY TYPE: SECURITIES						
20,000.00		20,455.00					-455.00	
		559.28 GREENWICH CAP COML 4.305% 8/10					01/26/2005	09/10/2010
		PROPERTY TYPE: SECURITIES						
559.00		562.00					-3.00	
		20000. SOUTHERN CO 4.150% 5/15					05/11/2009	09/14/2010
		PROPERTY TYPE: SECURITIES						
21,527.00		19,980.00					1,547.00	
		889.61 FHLMC GOLD #E98664 4.500% 8/01					09/12/2003	09/15/2010
		PROPERTY TYPE: SECURITIES						
890.00		885.00					5.00	
		285.42 GNMA REMIC 2007-4-A 4.206% 6/16					02/22/2007	09/16/2010
		PROPERTY TYPE: SECURITIES						
285.00		278.00					7.00	
		162.53 FEDERAL NATIONAL MTG ASSN PASSTHR					09/10/2002	09/25/2010
		PROPERTY TYPE: SECURITIES						
163.00		209.00					-46.00	
		1036.63 FNMA POOL #555591 5.500% 7/0					09/11/2003	09/25/2010
		PROPERTY TYPE: SECURITIES						
1,037.00		1,049.00					-12.00	
		1113.71 FNMA POOL #725877 5.560% 9/0					03/16/2007	09/25/2010
		PROPERTY TYPE: SECURITIES						
1,114.00		1,137.00					-23.00	
		651.37 FNMA POOL #888202 5.500% 2/01					02/21/2007	09/25/2010
		PROPERTY TYPE: SECURITIES						
651.00		653.00					-2.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		627.78 WFBMS 2006-16A12 5.00066% 11/25					03/14/2007	09/25/2010
		PROPERTY TYPE: SECURITIES						
628.00		625.00					3.00	
		140.47 GREENWICH CAP COML 4.305% 8/10					01/26/2005	10/10/2010
		PROPERTY TYPE: SECURITIES						
140.00		141.00					-1.00	
		770.56 FHLMC GOLD #E98664 4.500% 8/01					09/12/2003	10/15/2010
		PROPERTY TYPE: SECURITIES						
771.00		767.00					4.00	
		286.75 GNMA REMIC 2007-4-A 4.206% 6/16					02/22/2007	10/16/2010
		PROPERTY TYPE: SECURITIES						
287.00		279.00					8.00	
		60000. US TREAS 1.000% 4/30					05/03/2010	10/20/2010
		PROPERTY TYPE: SECURITIES						
60,619.00		59,995.00					624.00	
		185000. US TREAS 1.125% 6/1					06/11/2010	10/20/2010
		PROPERTY TYPE: SECURITIES						
188,271.00		184,451.00					3,820.00	
		15000. US TREAS 0.750% 8/15					08/18/2010	10/20/2010
		PROPERTY TYPE: SECURITIES						
15,117.00		14,988.00					129.00	
		35000. US TREAS 1.750% 7/31					08/26/2010	10/22/2010
		PROPERTY TYPE: SECURITIES						
36,053.00		35,643.00					410.00	
		15000. US TREAS 1.250% 8/31					09/14/2010	10/22/2010
		PROPERTY TYPE: SECURITIES						
15,090.00		14,859.00					231.00	
		158.75 FEDERAL NATIONAL MTG ASSN PASSTHR					09/10/2002	10/25/2010
		PROPERTY TYPE: SECURITIES						
159.00		204.00					-45.00	
		1144.19 FNMA POOL #555591 5.500% 7/0					09/11/2003	10/25/2010
		PROPERTY TYPE: SECURITIES						
1,144.00		1,157.00					-13.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		54.34 FNMA POOL #725877 5.560% 9/01/ PROPERTY TYPE: SECURITIES					03/16/2007	10/25/2010
54.00		55.00					-1.00	
		663.66 FNMA POOL #888202 5.500% 2/01 PROPERTY TYPE: SECURITIES					02/21/2007	10/25/2010
664.00		665.00					-1.00	
		624.44 WFBMS 2006-16A12 5.00066% 11/25 PROPERTY TYPE: SECURITIES					03/14/2007	10/25/2010
624.00		621.00					3.00	
		18116. FNMA POOL #888202 5.500% 2/01 PROPERTY TYPE: SECURITIES					02/21/2007	11/09/2010
19,676.00		18,164.00					1,512.00	
		5.9 GREENWICH CAP COML 4.305% 8/10/42 PROPERTY TYPE: SECURITIES					01/26/2005	11/10/2010
6.00		6.00						
		1496.53 FHLMC GOLD #E98664 4.500% 8/0 PROPERTY TYPE: SECURITIES					09/12/2003	11/15/2010
1,497.00		1,489.00					8.00	
		286.04 GNMA REMIC 2007-4-A 4.206% 6/16 PROPERTY TYPE: SECURITIES					02/22/2007	11/16/2010
286.00		278.00					8.00	
		5000. ARCELORMITTAL SA 3.750% 8/05/ PROPERTY TYPE: SECURITIES					08/02/2010	11/17/2010
5,105.00		4,956.00					149.00	
		5000. GENERAL MILLS INC 5.200% 3/17/ PROPERTY TYPE: SECURITIES					03/12/2008	11/19/2010
5,625.00		4,989.00					636.00	
		163.71 FEDERAL NATIONAL MTG ASSN PASSTHR PROPERTY TYPE: SECURITIES					09/10/2002	11/25/2010
164.00		210.00					-46.00	
		1202.81 FNMA POOL #555591 5.500% 7/0 PROPERTY TYPE: SECURITIES					09/11/2003	11/25/2010
1,203.00		1,217.00					-14.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		48.78 FNMA POOL #725877 5.560% 9/01/					03/16/2007	11/25/2010
		PROPERTY TYPE: SECURITIES						
49.00		50.00					-1.00	
		704.71 FNMA POOL #888202 5.500% 2/01					02/21/2007	11/25/2010
		PROPERTY TYPE: SECURITIES						
705.00		707.00					-2.00	
		621.13 WFBMS 2006-16A12 5.00066% 11/25					03/14/2007	11/25/2010
		PROPERTY TYPE: SECURITIES						
621.00		618.00					3.00	
		87.09 GREENWICH CAP COML 4.305% 8/10/					01/26/2005	12/10/2010
		PROPERTY TYPE: SECURITIES						
87.00		88.00					-1.00	
		1386.8 FHLMC GOLD #E98664 4.500% 8/01					09/12/2003	12/15/2010
		PROPERTY TYPE: SECURITIES						
1,387.00		1,380.00					7.00	
		910.79 HAROT 2009-3 A3 2.310% 5/15					07/07/2009	12/15/2010
		PROPERTY TYPE: SECURITIES						
911.00		911.00						
		21980.75 GNMA REMIC 2007-4-A 4.206% 6/					02/22/2007	12/16/2010
		PROPERTY TYPE: SECURITIES						
21,981.00		21,377.00					604.00	
		55000. PFIZER INC 6.200% 3/15					03/17/2009	12/22/2010
		PROPERTY TYPE: SECURITIES						
64,625.00		54,944.00					9,681.00	
		140.38 FEDERAL NATIONAL MTG ASSN PASSTHR					09/10/2002	12/25/2010
		PROPERTY TYPE: SECURITIES						
140.00		180.00					-40.00	
		1227.42 FNMA POOL #555591 5.500% 7/0					09/11/2003	12/25/2010
		PROPERTY TYPE: SECURITIES						
1,227.00		1,242.00					-15.00	
		54.85 FNMA POOL #725877 5.560% 9/01/					03/16/2007	12/25/2010
		PROPERTY TYPE: SECURITIES						
55.00		56.00					-1.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		617.83 WFBMS 2006-16A12 5.00066% 11/25 PROPERTY TYPE: SECURITIES					03/14/2007	12/25/2010
618.00		615.00					3.00	
		64.55 GREENWICH CAP COML 4.305% 8/10/ PROPERTY TYPE: SECURITIES					01/26/2005	01/10/2011
65.00		65.00						
		1488.39 FHLMC GOLD #E98664 4.500% 8/0 PROPERTY TYPE: SECURITIES					09/12/2003	01/15/2011
1,488.00		1,481.00					7.00	
		1387.87 HAROT 2009-3 A3 2.310% 5/1 PROPERTY TYPE: SECURITIES					07/07/2009	01/15/2011
1,388.00		1,388.00						
		4368.52 GNMA REMIC 2007-4-A 4.206% 6/1 PROPERTY TYPE: SECURITIES					02/22/2007	01/16/2011
4,369.00		4,248.00					121.00	
		10000. PROGRESS ENERGY 5.300% 1/15 PROPERTY TYPE: SECURITIES					01/08/2009	01/18/2011
11,124.00		9,991.00					1,133.00	
		300000. FED HOME LN BK 1.625% 1/2 PROPERTY TYPE: SECURITIES					06/30/2009	01/21/2011
300,000.00		302,874.00					-2,874.00	
		132.07 FEDERAL NATIONAL MTG ASSN PASSTHR PROPERTY TYPE: SECURITIES					09/10/2002	01/25/2011
132.00		170.00					-38.00	
		1166.85 FNMA POOL #555591 5.500% 7/0 PROPERTY TYPE: SECURITIES					09/11/2003	01/25/2011
1,167.00		1,180.00					-13.00	
		49.31 FNMA POOL #725877 5.560% 9/01/ PROPERTY TYPE: SECURITIES					03/16/2007	01/25/2011
49.00		50.00					-1.00	
		614.54 WFBMS 2006-16A12 5.00066% 11/25 PROPERTY TYPE: SECURITIES					03/14/2007	01/25/2011
615.00		611.00					4.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		66.67 GREENWICH CAP COML 4.305% 8/10/ PROPERTY TYPE: SECURITIES					01/26/2005	02/10/2011
67.00		67.00						
		74515.648 RIDGEWORTH FD-LARGECAP VAL EQT PROPERTY TYPE: SECURITIES					08/02/2004	02/11/2011
1000000.00		853,204.00					146,796.00	
		28860.907 RIDGEWORTH FD-INTL EQTY INDEX PROPERTY TYPE: SECURITIES					08/02/2004	02/11/2011
392,508.00		318,047.00					74,461.00	
		35000. DOVER CORP NOTE PROPERTY TYPE: SECURITIES					05/08/2008	02/15/2011
35,000.00		37,065.00					-2,065.00	
		1582.11 FHLMC GOLD #E98664 4.500% 8/0 PROPERTY TYPE: SECURITIES					09/12/2003	02/15/2011
1,582.00		1,574.00					8.00	
		1371.84 HAROT 2009-3 A3 2.310% 5/1 PROPERTY TYPE: SECURITIES					07/07/2009	02/15/2011
1,372.00		1,372.00						
		860.25 GNMA REMIC 2007-4-A 4.206% 6/16 PROPERTY TYPE: SECURITIES					02/22/2007	02/16/2011
860.00		837.00					23.00	
		50000. PACIFICORP 6.900% 11/15 PROPERTY TYPE: SECURITIES					10/16/2002	02/22/2011
52,326.00		55,981.00					-3,655.00	
		155.68 FEDERAL NATIONAL MTG ASSN PASSTHR PROPERTY TYPE: SECURITIES					09/10/2002	02/25/2011
156.00		200.00					-44.00	
		949.34 FNMA POOL #555591 5.500% 7/01 PROPERTY TYPE: SECURITIES					09/11/2003	02/25/2011
949.00		960.00					-11.00	
		49.56 FNMA POOL #725877 5.560% 9/01/ PROPERTY TYPE: SECURITIES					03/16/2007	02/25/2011
50.00		51.00					-1.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		85000. FIRST UN CAP ONE 7.935% 01/15 PROPERTY TYPE: SECURITIES					12/04/2003	02/25/2011
86,700.00		96,585.00					-9,885.00	
		50000. NOVARTIS SECS INVEST 5.125% 2/10 PROPERTY TYPE: SECURITIES					02/04/2009	02/25/2011
54,381.00		49,911.00					4,470.00	
		611.28 WFBMS 2006-16A12 5.00066% 11/25 PROPERTY TYPE: SECURITIES					03/14/2007	02/25/2011
611.00		608.00					3.00	
		20000. WALT DISNEY CO 4.500% 12/15 PROPERTY TYPE: SECURITIES					12/17/2008	03/03/2011
21,714.00		19,805.00					1,909.00	
		468.43 GREENWICH CAP COML 4.305% 8/10 PROPERTY TYPE: SECURITIES					01/26/2005	03/10/2011
468.00		471.00					-3.00	
		1232.09 FHLMC GOLD #E98664 4.500% 8/0 PROPERTY TYPE: SECURITIES					09/12/2003	03/15/2011
1,232.00		1,226.00					6.00	
		1272.78 HAROT 2009-3 A3 2.310% 5/1 PROPERTY TYPE: SECURITIES					07/07/2009	03/15/2011
1,273.00		1,273.00						
		259.05 GNMA REMIC 2007-4-A 4.206% 6/16 PROPERTY TYPE: SECURITIES					02/22/2007	03/16/2011
259.00		252.00					7.00	
		410.79 LB-UBS COML MTG 4.310% 2/15 PROPERTY TYPE: SECURITIES					02/23/2007	03/17/2011
411.00		401.00					10.00	
		10000. CISCO SYSTEMS INC 4.450% 1/15 PROPERTY TYPE: SECURITIES					11/09/2009	03/21/2011
10,390.00		9,985.00					405.00	
		20000. COMCAST CORP 5.900% 3/15 PROPERTY TYPE: SECURITIES					05/23/2007	03/21/2011
22,480.00		20,123.00					2,357.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		22000. RAYTHEON CO 4.400% 2/15					11/12/2009	03/21/2011
		PROPERTY TYPE: SECURITIES						
22,604.00		21,946.00					658.00	
		20000. TIME WARNER CABLE IN 6.200% 7/01					06/16/2008	03/21/2011
		PROPERTY TYPE: SECURITIES						
22,093.00		19,958.00					2,135.00	
		16103.06 RIDGEWORTH FD-MIDCAP VAL EQTY #					12/08/2006	03/23/2011
		PROPERTY TYPE: SECURITIES						
200,000.00		236,876.00					-36,876.00	
		37850.113 RIDGEWORTH FD-LARGECAP VAL EQT					08/02/2004	03/23/2011
		PROPERTY TYPE: SECURITIES						
500,000.00		433,384.00					66,616.00	
		144.91 FEDERAL NATIONAL MTG ASSN PASSTHR					09/10/2002	03/25/2011
		PROPERTY TYPE: SECURITIES						
145.00		186.00					-41.00	
		869.28 FNMA POOL #555591 5.500% 7/01					09/11/2003	03/25/2011
		PROPERTY TYPE: SECURITIES						
869.00		879.00					-10.00	
		1411.35 FNMA POOL #725877 5.560% 9/0					03/16/2007	03/25/2011
		PROPERTY TYPE: SECURITIES						
1,411.00		1,440.00					-29.00	
		608.03 WFBMS 2006-16A12 5.00066% 11/25					03/14/2007	03/25/2011
		PROPERTY TYPE: SECURITIES						
608.00		605.00					3.00	

TOTAL GAIN(LOSS)		....					118,699.	
							==========	

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TR THORNTON/VENABLE MEM U/I 4
ACCOUNT NO. 1114757

PORTFOLIO DETAIL

AS OF 03/31/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
PRINCIPAL PORTFOLIO						
	PRINCIPAL CASH	2,560,210.27 13.36 %	2,560,210.27			
STIF & MONEY MARKET FUNDS						
740,641.55	FEDERATED MONEY MKT OBLIGS TR PRIME OBLIGS INSTL FFS #10 CUSIP: 609010DF7	740,641.55 1.000 3.87 %	740,641.55 1.00	0.00	1,193	0.16 % 0.00 %
US GOVERNMENT & AGENCY BONDS						
150,000	FEDERAL HOME LOAN BANK BD DTD 11/04/09 1.750% DUE 12/14/12 CUSIP: 3133XVNT4	152,451.00 101.634 0.80 %	151,095.00 100.73	1,356.00	2,625	1.72 % 0.78 %
160,000	FEDERAL HOME LOAN BANK BD SER 1 DTD 05/02/07 4.875% DUE 05/17/17 CUSIP: 3133XKQX6	178,054.40 111.284 0.93 %	171,571.25 107.23	6,483.15	7,800	4.38 % 2.85 %
5,000	FEDERAL HOME LOAN MTG CORP GLOBAL NT B/E DTD 01/07/10 2.875% DUE 02/09/15 CUSIP: 3137EACH0	5,177.80 103.556 0.03 %	5,308.10 106.16	130.30-	144	2.78 % 1.91 %
80,000	FEDERAL NATIONAL MTG ASSN NOTES GLOBAL DTD 08/17/06 5.250% DUE 09/15/16 CUSIP: 31359MW41	90,562.40 113.203 0.47 %	80,324.88 100.41	10,237.52	4,200	4.64 % 2.64 %

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
50,000	FEDERAL NATIONAL MTG ASSN BENCHMARK NTS DTD 05/15/99 6.250% DUE 05/15/29 CUSIP: 31359MEU3	60,126.00 120.252 0.31 %	58,970.95 117.94	1,155.05	3,125	5.20 % 4.59 %
27,380.67	FEDERAL HOME LOAN MTG CORP PARTN CTF GOLD POOL #E98664 DTD 08/01/03 4.500% DUE 08/01/18 CUSIP: 3128H6TV6	28,971.49 105.810 0.15 %	27,243.77 99.50	1,727.72	1,232	4.25 % 3.59 %
9,187.43	FEDERAL NATIONAL MTG ASSN PASSTHRU CTF POOL #545605 DTD 04/01/02 7.000% DUE 05/01/32 CUSIP: 31385JDJ4	10,670.19 116.139 0.06 %	11,803.31 128.47	1,133.12-	643	6.03 % 5.68 %
30,779.54	FEDERAL NATIONAL MTG ASSN PASSTHRU CTF POOL #555591 DTD 06/01/03 5.500% DUE 07/01/33 CUSIP: 31385XF85	33,144.02 107.682 0.17 %	31,137.02 101.16	2,007.00	1,693	5.11 % 4.93 %
33,630.12	FEDERAL NATIONAL MTG ASSN PASSTHRU ARM CTF POOL #725877 DTD 09/01/04 VAR RT DUE 09/01/14 CUSIP: 31402DM23	36,237.46 107.753 0.19 %	34,323.72 102.06	1,913.74	1,691	4.67 % 2.64 %
70,000	FEDERAL NATIONAL MTG ASSN SER 2009-M2 CL A3 DTD 11/01/09 VAR RT DUE 01/25/19 CUSIP: 31398GGH6	69,591.90 99.417 0.36 %	70,350.00 100.50	758.10-	2,801	4.02 % 4.09 %
72,676.18	GOVERNMENT NATIONAL MTG ASSN SER 2007-4 CL A REMIC DTD 02/01/07 4.206% DUE 06/16/29 CUSIP: 38375JKV6	74,896.44 103.055 0.39 %	70,678.46 97.25	4,217.98	3,057	4.08 % 3.97 %

TR THORNTON/VENABLE MEM U/I 4
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PORTFOLIO DETAIL

AS OF 03/31/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
50,000	UNITED STATES TREASURY NT DTD 09/30/10 0.375% DUE 09/30/12 CUSIP: 912828NX4	49,875.00 99.750 0.26 %	50,014.30 100.03	139.30-	188	0.38 % 0.54 %
200,000	UNITED STATES TREASURY NOTES DTD 10/15/10 0.500% DUE 10/15/13 CUSIP: 912828PB0	197,266.00 98.633 1.03 %	199,602.79 99.80	2,336.79-	1,000	0.51 % 1.05 %
180,000	UNITED STATES TREASURY NOTE DTD 04/30/09 0.875% DUE 04/30/11 CUSIP: 912828KL3	180,106.20 100.059 0.94 %	180,787.71 100.44	681.51-	1,575	0.87 % 0.87 %
50,000	UNITED STATES TREASURY NT DTD 09/30/10 1.250% DUE 09/30/15 CUSIP: 912828NZ9	48,355.50 96.711 0.25 %	50,244.85 100.49	1,889.35-	625	1.29 % 2.02 %
75,000	UNITED STATES TREASURY NOTE DTD 11/17/08 1.750% DUE 11/15/11 CUSIP: 912828JU5	75,714.75 100.953 0.40 %	76,333.01 101.78	618.26-	1,313	1.73 % 0.22 %
40,000	UNITED STATES TREASURY NT DTD 02/01/10 2.250% DUE 01/31/15 CUSIP: 912828MH0	40,825.20 102.063 0.21 %	39,992.19 99.98	833.01	900	2.20 % 1.69 %
185,000	UNITED STATES TREASURY NT DTD 04/30/10 2.500% DUE 04/30/15 CUSIP: 912828MZ0	190,044.95 102.727 0.99 %	189,274.22 102.31	770.73	4,625	2.43 % 1.80 %

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PORTFOLIO DETAIL

TR THORNTON/VENABLE MEM U/I 4
ACCOUNT NO. 1114757

AS OF 03/31/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
40,000	UNITED STATES TREASURY NOTES DTD 02/15/09 2.750% DUE 02/15/19 CUSIP: 912828KD1	39,084.40 97.711 0.20 %	37,857.81 94.64	1,226.59	1,100	2.81 % 3.08 %
100,000	UNITED STATES TREASURY BD DTD 02/17/09 3.500% DUE 02/15/39 CUSIP: 912810QA9	83,844.00 83.844 0.44 %	86,371.09 86.37	2,527.09-	3,500	4.17 % 4.53 %
160,000	UNITED STATES TREASURY NT DTD 02/16/10 3.625% DUE 02/15/20 CUSIP: 912828MP2	164,350.40 102.719 0.86 %	161,362.64 100.85	2,987.76	5,800	3.53 % 3.27 %
180,000	UNITED STATES TREASURY NT DTD 11/17/08 3.750% DUE 11/15/18 CUSIP: 912828JR2	189,113.40 105.063 0.99 %	193,373.64 107.43	4,260.24-	6,750	3.57 % 3.00 %
25,000	UNITED STATES TREASURY NTS DTD 08/15/07 4.750% DUE 08/15/17 CUSIP: 912828HA1	28,023.50 112.094 0.15 %	27,033.20 108.13	990.30	1,188	4.24 % 2.67 %
30,000	UNITED STATES TREASURY BONDS DTD 08/15/93 6.250% DUE 08/15/23 CUSIP: 912810EQ7	37,256.40 124.188 0.19 %	30,791.40 102.64	6,465.00	1,875	5.03 % 3.78 %
200,000	UNITED STATES TREASURY BONDS DTD 02/15/00 6.250% DUE 05/15/30 CUSIP: 912810FM5	252,062.00 126.031 1.32 %	242,437.50 121.22	9,624.50	12,500	4.96 % 4.25 %

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
320,000	UNITED STATES TREASURY BONDS DTD 02/15/97 6.625% DUE 02/15/27 CUSIP: 912810EZ7	414,201.60 129.438 2.16 %	398,268.36 124.46	15,933.24	21,200	5.12 % 4.09 %
45,000	UNITED STATES TREASURY BONDS DTD 02/15/95 7.625% DUE 02/15/25 CUSIP: 912810ET1	62,838.45 139.641 0.33 %	60,382.61 134.18	2,455.84	3,431	5.46 % 3.90 %
TOTAL US GOVERNMENT & AGENCY BONDS		2,792,844.85	2,736,933.78	55,911.07	96,579	3.46 %
CORPORATE OBLIGATIONS						
25,000	AMERICAN EXPRESS GLOBAL SR NTS DTD 03/19/08 7.000% DUE 03/19/18 CUSIP: 025816AY5 MOODY'S RATING: A3	29,218.00 116.872 0.15 %	24,904.25 99.62	4,313.75	1,750	5.99 % 4.18 %
35,000	BANK OF AMERICA CORP GLOBAL BD DTD 12/04/08 3.125% DUE 06/15/12 CUSIP: 06050BAA9 MOODY'S RATING: AAA	36,089.20 103.112 0.19 %	35,047.25 100.13	1,041.95	1,094	3.03 % 0.53 %
27,000	BERKSHIRE HATHAWAY FIN GLOBAL NTS DTD 11/15/08 5.400% DUE 05/15/18 CALLABLE CUSIP: 084664BE0 MOODY'S RATING: AA2	29,727.27 110.101 0.16 %	27,752.22 102.79	1,975.05	1,458	4.90 % 3.77 %

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PORTFOLIO DETAIL

TR THORNTON/VENABLE MEM U/I 4
ACCOUNT NO. 1114757

AS OF 03/31/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
25,000	CHUBB CORP SR NTS DTD 05/11/07 6.000% DUE 05/11/37 CONTINUOUSLY CALLABLE CUSIP: 171232AQ4 MOODY'S RATING: A2	26,185.25 104.741 0.14 %	25,079.75 100.32	1,105.50	1,500	5.73 % 5.65 %
10,000	CS FIRST BOSTON MTG SECS CO SER 2004-C5 CL A3 DTD 12/01/04 4.499% DUE 11/15/37 CALLABLE CUSIP: 22541S2Q0 MOODY'S RATING: AAA	10,107.10 101.071 0.05 %	10,241.41 102.41	134.31-	450	4.45 % 4.43 %
20,000	ENERGY TRAN PTNR SR UNSECD NTS DTD 03/28/08 6.000% DUE 07/01/13 CALLABLE CUSIP: 29273RAG4 MOODY'S RATING: BAA3	21,728.00 108.640 0.11 %	19,962.20 99.81	1,765.80	1,200	5.52 % 2.05 %
15,000	ENTERPRISE PRODS OPER LP GLOBAL SR NT SER B DTD 10/04/04 5.600% DUE 10/15/14 CONTINUOUSLY CALLABLE CUSIP: 293791AN9 MOODY'S RATING: BAA3	16,571.40 110.476 0.09 %	16,399.05 109.33	172.35	840	5.07 % 2.49 %
26,000	GENERAL DYNAMICS NTS DTD 12/15/08 5.250% DUE 02/01/14 CUSIP: 369550AN8 MOODY'S RATING: A2	28,744.04 110.554 0.15 %	25,877.28 99.53	2,866.76	1,365	4.75 % 1.43 %

TR THORNTON/VENABLE MEM U/I 4
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AS OF 03/31/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
40,000	GENERAL ELEC CAP CORP MEDIUM TERM NTS DTD 03/04/05 4.875% DUE 03/04/15 CUSIP: 36962GP65 MOODY'S RATING: AA2	43,128.40 107.821 0.23 %	41,967.60 104.92	1,160.80	1,950	4.52 % 2.76 %
20,000	GENERAL ELEC CAP CORP GLOBAL SR UNSECD NTS SER A DTD 04/21/08 5.625% DUE 05/01/18 CUSIP: 36962G3U6 MOODY'S RATING: AA2	21,622.40 108.112 0.11 %	19,972.00 99.86	1,650.40	1,125	5.20 % 4.28 %
20,000	GENERAL MILLS INC SR UNSECD NT PUTABLE DTD 03/17/08 5.200% DUE 03/17/15 CALLABLE CUSIP: 370334BF0 MOODY'S RATING: BAA1	21,966.40 109.832 0.11 %	19,954.80 99.77	2,011.60	1,040	4.73 % 2.57 %
25,000	GOLDMAN SACHS CAP I SUB NOTES DTD 02/20/04 6.345% DUE 02/15/34 CONDITIONAL CALLABLE CUSIP: 38143VAA7 MOODY'S RATING: A3	24,022.75 96.091 0.13 %	25,000.00 100.00	977.25-	1,586	6.60 % 6.68 %
36,171.04	GREENWICH CAP COML FDG CORP SER 2005-GG3 COML PASSTHRU CL A-2 DTD 02/01/05 4.305% DUE 08/10/42 CALLABLE CUSIP: 396789JR1 MOODY'S RATING: AAA	36,196.72 100.071 0.19 %	36,351.62 100.50	154.90-	1,557	4.30 % 4.30 %

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
15,056.72	HONDA AUTO RECEIVABLES OWNER SER 2009-3 PASSTHRU CTF CL A3 DTD 07/14/09 2.310% DUE 05/15/13 CUSIP: 43812WAC1 MOODY'S RATING: AAA	15,200.51 100.955 0.08 %	15,054.17 99.98	146.34	348	2.29 % 1.85 %
20,000	INGERSOLL RAND GLOBAL HLDG SR NTS DTD 08/15/08 6.875% DUE 08/15/18 CALLABLE & PUTABLE CUSIP: 45687AAA0	23,220.00 116.100 0.12 %	19,971.40 99.86	3,248.60	1,375	5.92 % 4.30 %
85,000	JP MORGAN CHASE COML MTG SECS CORP SER 2004-CB8 CL-A4 DTD 03/01/04 4.404% DUE 01/12/39 CUSIP: 46625M2B4 MOODY'S RATING: AAA	88,675.40 104.324 0.46 %	85,424.41 100.50	3,250.99	3,743	4.22 % 4.14 %
55,000	JP MORGAN CHASE & CO GLOBAL SUB NT DTD 11/25/02 5.750% DUE 01/02/13 CUSIP: 46625HAT7 MOODY'S RATING: A1	58,798.85 106.907 0.31 %	58,896.52 107.08	97.67-	3,163	5.38 % 1.73 %
60,000	KFW GLOBAL GOVT GTD DTD 10/21/09 2.750% DUE 10/21/14 CUSIP: 500769DK7	61,988.40 103.314 0.32 %	59,955.60 99.93	2,032.80	1,650	2.66 % 1.78 %
8,226.21	LB-UBS COML MTG TR SER 2005-C1 CL A2 DTD 01/11/05 4.310% DUE 02/15/30 CUSIP: 52108H2R4 MOODY'S RATING: AAA	8,228.35 100.026 0.04 %	8,025.70 97.56	202.65	355	4.31 % 4.31 %

TR THORNTON/VENABLE MEM U/I 4
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AS OF 03/31/11

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50,000	MCDONALDS CORP SR UNSECD MTN SER I DTD 01/16/09 5.000% DUE 02/01/19 CALLABLE CUSIP: 58013MEG5 MOODY'S RATING: A2	54,534.00 109.068 0.28 %	50,457.60 100.92	4,076.40	2,500	4.58 % 3.66 %
20,000	OMNICOM GROUP INC NTS DTD 08/05/10 4.450% DUE 08/15/20 CALLABLE CUSIP: 682134AC5 MOODY'S RATING: BAA1	19,698.20 98.491 0.10 %	20,019.75 100.10	321.55-	890	4.52 % 4.65 %
40,000	ONTARIO PROVINCE GLOBAL BDS DTD 06/16/09 4.100% DUE 06/16/14 CUSIP: 6832348A9	42,947.20 107.368 0.22 %	39,973.20 99.93	2,974.00	1,640	3.82 % 1.73 %
13,000	PACIFICORP 1ST MTG DTD 07/17/08 5.650% DUE 07/15/18 CONTINUOUSLY CALLABLE CUSIP: 695114CH9 MOODY'S RATING: A2	14,600.17 112.309 0.08 %	13,006.89 100.05	1,593.28	735	5.03 % 3.71 %
40,000	PNC FDG CORP CO GTD DTD 06/09/09 6.700% DUE 06/10/19 CUSIP: 693476BF9 MOODY'S RATING: A3	46,528.80 116.322 0.24 %	39,916.40 99.79	6,612.40	2,680	5.76 % 4.31 %

PORTFOLIO DETAIL

AS OF 03/31/11

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10,000	PROGRESS ENERGY INC SR UNSECD NT DTD 01/21/11 4.400% DUE 01/15/21 CALLABLE CUSIP: 743263AR6 MOODY'S RATING: BAA2	9,925.70 99.257 0.05 %	9,963.30 99.63	37.60-	440	4.43 % 4.49 %
45,000	SBC COMMUNICATIONS INC GLOBAL BONDS DTD 08/18/04 6.450% DUE 06/15/34 CONDITIONAL CALLABLE CUSIP: 78387GAM5 MOODY'S RATING: A2	46,323.90 102.942 0.24 %	46,245.15 102.77	78.75	2,903	6.27 % 6.21 %
35,000	WELLS FARGO & CO GLOBAL NOTES-FDIC GTD DTD 12/10/08 3.000% DUE 12/09/11 CUSIP: 949744AA4 MOODY'S RATING: AAA	35,654.85 101.871 0.19 %	34,976.20 99.93	678.65	1,050	2.94 % 0.28 %
3,252.11	WELLS FARGO MTG BKD SECS 2006-16 TR PASSTHRU CTF CL A-12 DTD 10/01/06 5.000% DUE 11/25/36 CUSIP: 94984YAM0 MOODY'S RATING: AA2	3,256.34 100.130 0.02 %	3,235.22 99.48	21.12	163	5.01 % 4.99 %
TOTAL CORPORATE OBLIGATIONS		874,887.60	833,630.94	41,256.66	40,548	4.63 %

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
EQUITY SECURITIES						
MUTUAL FUNDS-EQUITY						
8,762	ISHARES TR MSCI EMERGING MKTS INDEX FD CUSIP: 464287234	426,446.54 48.670 2.23 %	403,376.22 46.04	23,070.32	5,660	1.33 % 0.00 %
10,003	ISHARES TR MSCI EAFE INDEX ETF CUSIP: 464287465	600,980.24 60.080 3.14 %	598,501.78 59.83	2,478.46	13,974	2.33 % 0.00 %
18,981	ISHARES TR RUSSELL TOP 200 GROWTH INDEX FD ETF CUSIP: 464289438	596,383.02 31.420 3.11 %	603,202.30 31.78	6,819.28-	7,725	1.30 % 0.00 %
TOTAL MUTUAL FUNDS-EQUITY		1,623,809.80	1,605,080.30	18,729.50	27,360	1.68 %
TOTAL EQUITY SECURITIES		1,623,809.80	1,605,080.30	18,729.50	27,360	1.68 %
MUTUAL FUNDS						
6,437	DREYFUS/THE BOSTON CO SMALL CAP GROWTH FD INSTL CL CUSIP: 26203E836	385,511.93 59.890 2.01 %	215,639.50 33.50	169,872.43	0	0.00 % 0.00 %
7,511	JANUS FDS PERKINS SMALL CAP VALUE FD CL I CUSIP: 47103C183	191,305.17 25.470 1.00 %	145,187.63 19.33	46,117.54	879	0.46 % 0.00 %
37,105.751	JPMORGAN TR I US EQUITY FD INSTL CL CUSIP: 4812A1142	397,031.54 10.700 2.07 %	400,000.00 10.78	2,968.46-	2,931	0.74 % 0.00 %

SUNTRUST

PORTFOLIO DETAIL

TR THORNTON/VENABLE MEM U/I 4
ACCOUNT NO. 1114757

AS OF 03/31/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
31,086.967	LEGG MASON GLOBAL TR BATTERYMARCH EMERGING MKTS TR INSTL CUSIP: 52465U607	761,319.82 24.490 3.97 %	433,600.92 13.95	327,718.90	5,316	0.70 % 0.00 %
1,671.327	LIGHTHOUSE DIVERSIFIED FD LTD OFFSHORE CL A CUSIP: 532LHP115	2,837,445.62 1,697.720 14.81 %	2,500,000.00 1,495.82	337,445.62	0	0.00 % 0.00 %
197,349.556	MFS SER TR I CORE GROWTH INSTL CL CUSIP: 552983678	3,769,376.52 19.100 19.67 %	2,445,161.00 12.39	1,324,215.52	0	0.00 % 0.00 %
16,608.711	PIMCO FDS COMMODITY REALRETURN STRATEGY INSTL CUSIP: 722005667	160,938.41 9.690 0.84 %	245,975.00 14.81	85,036.59-	14,782	9.18 % 0.00 %
33,609.319	PIMCO FDS GLOBAL BD FD UNHEDGED US INSTL CL CUSIP: 693390874	329,371.33 9.800 1.72 %	335,421.00 9.98	6,049.67-	8,268	2.51 % 0.00 %
42,044.931	PRICE T ROWE FDS REAL ESTATE FD CUSIP: 779919109	776,149.43 18.460 4.05 %	950,034.93 22.60	173,885.50-	17,238	2.22 % 0.00 %
21,275.191	VANGUARD INSTL INDEX FD INSTL CL CUSIP: 922040100	2,580,042.41 121.270 13.47 %	2,636,145.00 123.91	56,102.59-	46,720	1.81 % 0.00 %
TOTAL MUTUAL FUNDS		12,188,492.18	10,307,164.98	1,881,327.20	96,134	0.79 %

PORTFOLIO DETAIL

AS OF 03/31/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
PROPRIETARY FUNDS						
49,958.649	RIDGEWORTH FD-LARGECAP VALUE EQUITY I SHS #RGD4 CUSIP: 76628R672	672,943.00 13.470 3.51 %	572,026.53 11.45	100,916.47	8,693	1.29 % 0.00 %
20,049.699	RIDGEWORTH FD-MIDCAP VAL EQUITY I SHS #RGD5 CUSIP: 76628R615	254,631.18 12.700 1.33 %	294,931.07 14.71	40,299.89-	1,885	0.74 % 0.00 %
TOTAL PROPRIETARY FUNDS		927,574.18	866,957.60	60,616.58	10,577	1.14 %
MISCELLANEOUS ASSETS						
1	CLASS ACTION PENDING AMERICAN INTL GROUP ON RCPT OF FINAL PMT CUSIP: 997001FA5	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING AOL/TIME WARNER ON RCPT OF FINAL PMT CUSIP: 997000JA3	0.00 0.000 0.00 %	1.00 1.00	1.00-	0	0.00 % 0.00 %
1	CLASS ACTION PENDING CAREER EDUCATION ON RCPT OF FINAL PMT CUSIP: 997000ZM9	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING CATALINA MARKETING CORP ON RCPT OF FINAL PMT CUSIP: 997000RM8	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
1	CLASS ACTION PENDING CISCO SYSTEMS ON RCPT OF FINAL PMT CUSIP: 997000ND2	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
2	CLASS ACTION PENDING FEDERAL HOME LOAN MTG CORP ON RCPT OF FINAL PMT CUSIP: 997000NN0	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING HALLIBURTON ON RECEIPT OF FINAL PMT CUSIP: 997000BE3	0.00 0.000 0.00 %	1.00 1.00	1.00-	0	0.00 % 0.00 %
1	CLASS ACTION PENDING KING PHARMACEUTICALS ON RCPT OF FINAL PMT CUSIP: 997000QD9	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING MCKESSON/HBOC INC ON RCPT OF FINAL PMT CUSIP: 997000HZ0	0.00 0.000 0.00 %	1.00 1.00	1.00-	0	0.00 % 0.00 %
1	CLASS ACTION PENDING MERRILL LYNCH / TYCO ON RCPT OF FINAL PMT CUSIP: 997000VV3	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING TENET HEALTHCARE ON RCPT OF FINAL PMT CUSIP: 997000KE3	0.00 0.000 0.00 %	1.00 1.00	1.00-	0	0.00 % 0.00 %

PORTFOLIO DETAIL

AS OF 03/31/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
1	CLASS ACTION PENDING TENET HEALTHCARE CORP ON RCPT OF FINAL PMT CUSIP: 997001AH5	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING XEROX CORP ON RCPT OF FINAL PMT CUSIP: 997000TT1	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
TOTAL MISCELLANEOUS ASSETS		0.00	4.00	4.00-	0	0.00 %
PRINCIPAL PORTFOLIO TOTAL		21,708,460.43	19,650,623.42	2,057,837.01	272,392	1.42 %
INCOME PORTFOLIO						
	INCOME CASH	2,548,806.77- 13.30-%	2,548,806.77-			
TOTAL ASSETS		19,159,653.66	17,101,816.65	2,057,837.01	272,392	1.42 %

Form **8868**
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print

File by the due date for filing your return See instructions

Name of exempt organization: TR THORNTON/VENABLE MEM U/I 4
55-1114757

Employer identification number: 58-6174419

Number, street, and room or suite no If a P O. box, see instructions.: P.O. BOX 1908

City, town or post office, state, and ZIP code For a foreign address, see instructions.: ORLANDO, FL 32802-1908

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ SUNTRUST BANK, ATLANTA

Telephone No. ▶ (404)588-7384 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 11/15 , 20 11 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☐ calendar year 20 ____ or
▶ ☒ tax year beginning 04/01 , 2010 , and ending 03/31, 20 11 .

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 4,500.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 4,168.
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 332.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 1-2011)