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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

OMB No. 1545-0052

**2010**

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

For calendar year 2010, or tax year beginning 07/01, 2010, and ending 06/30, 2011

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return  
☐ Amended return ☐ Address change ☐ Name changeName of foundation: **EDGAR A THURMAN FOUNDATION FOR CHILDREN**  
59-7021212A Employer identification number  
54-6113281Number and street (or P.O. box number if mail is not delivered to street address): **SUNTRUST BANK PO BOX 1908**  
Room/suite: **(540) 982-3076**City or town, state, and ZIP code: **ORLANDO, FL 32802-1908**H Check type of organization: ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **6,407,568.**  
J Accounting method: ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis.)C If exemption application is pending, check here ☐  
D 1 Foreign organizations, check here ☐  
2. Foreign organizations meeting the 85% test, check here and attach computation ☐  
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐  
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	207,703.	201,769.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	308,651.			
b Gross sales price for all assets on line 6a	5,809,258.			
7 Capital gain net income (from Part IV, line 2)		308,649.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less. Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	516,354.	510,418.		
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc.	51,369.	25,684.		25,685.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	1,000.	NONE	NONE	1,000.
c Other professional fees (attach schedule)	3,104.			3,104.
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	12,592.	1,422.		
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	68,065.	27,106.	NONE	29,789.
25 Contributions, gifts, grants paid	199,000.			199,000.
26 Total expenses and disbursements. Add lines 24 and 25	267,065.	27,106.	NONE	228,789.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	249,289.			
b Net investment income (if negative, enter -0-)		483,312.		
c Adjusted net income (if negative, enter -0-)				

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

JSA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing . . . . .			
	2 Savings and temporary cash investments . . . . .	85,800.	127,124.	127,124.
	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) . . . . .	5,420,869.	5,628,834.	6,280,444.
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation (attach schedule) ▶				
12 Investments - mortgage loans . . . . .				
13 Investments - other (attach schedule) . . . . .				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶) . . . . .				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	5,506,669.	5,755,958.	6,407,568.	
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 ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds . . . . .	5,552,833.	5,839,600.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .			
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .	-46,164.	-83,642.	
	30 Total net assets or fund balances (see page 17 of the instructions) . . . . .	5,506,669.	5,755,958.	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	5,506,669.	5,755,958.		

## 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	5,506,669.
2 Enter amount from Part I, line 27a . . . . .	2	249,289.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3 . . . . .	4	5,755,958.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	5,755,958.

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**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.)
<b>1a</b> SEE PART IV DETAIL			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

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))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

<b>2</b> 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	<b>2</b>	308,649.
<b>3</b> 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.		<b>3</b>	

**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	219,441.	5,692,576.	0.03854862895
2008	376,150.	5,423,118.	0.06936046754
2007	405,769.	6,952,647.	0.05836180091
2006	390,728.	6,936,081.	0.05633267547
2005	384,781.	6,811,928.	0.05648635746

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.27908993033
<b>3</b> 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	<b>3</b>	0.05581798607
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	<b>4</b>	6,189,334.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	345,476.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	4,833.
<b>7</b> Add lines 5 and 6	<b>7</b>	350,309.
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	<b>8</b>	228,789.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. . . .			
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 <input type="checkbox"/> and enter 1% of Part I, line 27b . . . .		1	9,666.
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	9,666.
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	9,666.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010 . . . .	6a	7,168.	
b Exempt foreign organizations-tax withheld at source . . . .	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868) . . . .	6c	NONE	
d Backup withholding erroneously withheld . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . .	7	7,168.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . .	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed <b>PAID BY EFTS</b> . . . .	9	2,498.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . .	10		
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> . . . .	11		

**Part VII-A Statements Regarding Activities**

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>SUNTRUST BANK, TRUST ADMIN</u> Telephone no. <u>(540) 982-3076</u>			
Located at <u>ROANKOKE, VA</u> ZIP + 4 <u>24011</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country				

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

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

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

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No  
Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d).**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No  
If "Yes" to 6b, file Form 8870.**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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		51,369.	-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**

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**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	
<b>Total.</b> Add lines 1 through 3 . . . . .	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	6,142,403.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	141,185.
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	6,283,588.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	6,283,588.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	94,254.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	6,189,334.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	309,467.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	309,467.
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	9,666.
<b>b</b>	Income tax for 2010. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	9,666.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	299,801.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	299,801.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	299,801.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	228,789.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	228,789.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	228,789.

**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 . . . . .				299,801.
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 . . . . .	33,858.			
b From 2006 . . . . .	53,359.			
c From 2007 . . . . .	58,464.			
d From 2008 . . . . .	105,420.			
e From 2009 . . . . .	NONE			
f Total of lines 3a through e . . . . .	251,101.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 228,789.				
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 . . . . .				228,789.
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2010 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a).)	71,012.			71,012.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	180,089.			
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 . . . . .	180,089.			
10 Analysis of line 9.				
a Excess from 2006 . . . . .	16,205.			
b Excess from 2007 . . . . .	58,464.			
c Excess from 2008 . . . . .	105,420.			
d Excess from 2009 . . . . .	NONE			
e Excess from 2010 . . . . .	NONE			

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

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

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

4942(j)(3) or

4942(j)(5)

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

SEE STATEMENT 8

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

SEE ATTACHED STATEMENT FOR LINE 2

**c** Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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
<b>a Paid during the year</b>  SEE STATEMENT 9				
<b>Total</b> .....			▶ <b>3a</b>	199,000.
<b>b Approved for future payment</b>				
<b>Total</b> .....			▶ <b>3b</b>	

Form 990-PF (2010)

## Enter gross amounts unless otherwise indicated.

Part XVI-B	Relationship of Activities to the Accomplishment of Exempt Purposes
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Form **990-PF** (2010)



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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					36,275.	
870.00		19.685 DREYFUS/TBC SMALLCAP GROWTH-I PROPERTY TYPE: SECURITIES 875.00					06/24/2010 -5.00	09/07/2010
7,405.00		167.49 DREYFUS/TBC SMALLCAP GROWTH-I PROPERTY TYPE: SECURITIES 5,611.00					01/30/2009 1,794.00	09/07/2010
27,550.00		1299.528 GOLDMAN SACHS GROWTH OPPTYS-I PROPERTY TYPE: SECURITIES 24,275.00					11/03/2009 3,275.00	09/07/2010
21,200.00		680.359 HARBOR CAPITAL APPRECIATION PROPERTY TYPE: SECURITIES 21,411.00					05/28/2010 -211.00	09/07/2010
32,350.00		1901.822 HARTFORD DIVIDEND & GROWTH-Y PROPERTY TYPE: SECURITIES 34,955.00					04/06/2010 -2,605.00	09/07/2010
8,700.00		407.494 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES 7,974.00					06/24/2010 726.00	09/07/2010
29,950.00		1250.522 THE JENSEN PORTFOLIO-I PROPERTY TYPE: SECURITIES 32,038.00					04/06/2010 -2,088.00	09/07/2010
41,550.00		4716.232 JPMORGAN TR I US EQUITY-I PROPERTY TYPE: SECURITIES 41,597.00					05/28/2010 -47.00	09/07/2010
5,975.00		282.907 LEGG MASON BATTERYMRC EMRG MKTS- PROPERTY TYPE: SECURITIES 5,663.00					06/24/2010 312.00	09/07/2010
34,400.00		2481.962 MFS RESEARCH INTL-I PROPERTY TYPE: SECURITIES 27,550.00					05/13/2009 6,850.00	09/07/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
6,850.00		850.932 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES 7,250.00					12/29/2009 -400.00	09/07/2010
18,175.00		1750.963 RIDGEWORTH FD-MIDCAP VAL EQTY # PROPERTY TYPE: SECURITIES 18,140.00					05/01/2008 35.00	09/07/2010
28,925.00		2620.018 RIDGEWORTH FD-LARGECAP VAL EQTY PROPERTY TYPE: SECURITIES 34,375.00					05/01/2008 -5,450.00	09/07/2010
3,625.00		221.848 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES 4,449.00					05/01/2008 -824.00	09/07/2010
289,350.00		3556. VANGUARD BD INDEX SHORT TERM BD ET PROPERTY TYPE: SECURITIES 283,249.00					12/29/2009 6,101.00	09/07/2010
158,911.00		3119.566 DREYFUS/TBC SMALLCAP GROWTH-I PROPERTY TYPE: SECURITIES 104,505.00					01/30/2009 54,406.00	11/19/2010
7,500.00		321.612 GOLDMAN SACHS GROWTH OPPTYS-I PROPERTY TYPE: SECURITIES 6,008.00					11/03/2009 1,492.00	11/19/2010
31,275.00		878.018 HARBOR CAPITAL APPRECIATION PROPERTY TYPE: SECURITIES 27,631.00					05/28/2010 3,644.00	11/19/2010
2,300.00		125.136 HARTFORD DIVIDEND & GROWTH-Y PROPERTY TYPE: SECURITIES 2,300.00					04/06/2010	11/19/2010
475.00		20.247 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES 391.00					09/09/2009 84.00	11/19/2010
14,575.00		558.858 THE JENSEN PORTFOLIO-I PROPERTY TYPE: SECURITIES 14,318.00					04/06/2010 257.00	11/19/2010

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
22,800.00		2345.679 JPMORGAN TR I US EQUITY-I PROPERTY TYPE: SECURITIES 20,757.00				09/30/2010 2,043.00	11/19/2010
10,575.00		440.809 LEGG MASON BATTERYMRC EMRG MKTS- PROPERTY TYPE: SECURITIES 8,790.00				06/24/2010 1,785.00	11/19/2010
19,400.00		1239.617 MFS RESEARCH INTL-I PROPERTY TYPE: SECURITIES 13,760.00				05/13/2009 5,640.00	11/19/2010
6,575.00		769.006 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES 6,552.00				12/29/2009 23.00	11/19/2010
18,453.00		1592.109 RIDGEWORTH FD-MIDCAP VAL EQTY # PROPERTY TYPE: SECURITIES 15,985.00				09/21/2010 2,468.00	11/19/2010
231,793.00		19999.374 RIDGEWORTH FD-MIDCAP VAL EQTY PROPERTY TYPE: SECURITIES 187,213.00				09/22/2009 44,580.00	11/19/2010
34,533.00		2853.938 RIDGEWORTH FD-LARGCAP VAL EQTY PROPERTY TYPE: SECURITIES 31,014.00				09/21/2010 3,519.00	11/19/2010
269,555.00		22277.251 RIDGEWORTH FD-LARGCAP VAL EQT PROPERTY TYPE: SECURITIES 226,892.00				09/22/2009 42,663.00	11/19/2010
192,411.00		17620.1 RIDGEWORTH FD-TOTAL RETURN BD #R PROPERTY TYPE: SECURITIES 195,694.00				10/29/2010 -3,283.00	11/19/2010
781,165.00		71535.294 RIDGEWORTH FD-TOTAL RETURN BD PROPERTY TYPE: SECURITIES 734,565.00				03/31/2009 46,600.00	11/19/2010
245,960.00		24970.546 RIDGEWORTH FD-SEIX HIGH YIELD PROPERTY TYPE: SECURITIES 233,503.00				10/29/2010 12,457.00	11/19/2010

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
2,859.00		115.942 GOLDMAN SACHS GROWTH OPPTYS-I PROPERTY TYPE: SECURITIES 2,784.00				12/08/2010 75.00	01/26/2011
12,191.00		494.358 GOLDMAN SACHS GROWTH OPPTYS-I PROPERTY TYPE: SECURITIES 9,235.00				11/03/2009 2,956.00	01/26/2011
4,150.00		207.812 HARTFORD DIVIDEND & GROWTH-Y PROPERTY TYPE: SECURITIES 3,882.00				12/22/2010 268.00	01/26/2011
5,462.00		51. ISHARES TR BARCLAYS TIPS BD ETF PROPERTY TYPE: SECURITIES 5,559.00				11/19/2010 -97.00	01/26/2011
428.00		4. ISHARES TR BARCLAYS TIPS BD ETF PROPERTY TYPE: SECURITIES 415.00				12/29/2009 13.00	01/26/2011
19,566.00		425. ISHARES RUSSELL MIDCAP VALUE INDEX PROPERTY TYPE: SECURITIES 18,050.00				11/19/2010 1,516.00	01/26/2011
100.00		4.073 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES 97.00				12/20/2010 3.00	01/26/2011
1197659.00		110485.167 PIMCO FDS PAC INVT MGMT SER T PROPERTY TYPE: SECURITIES 1273144.00				12/31/2010 -75,485.00	01/26/2011
170,891.00		15764.833 PIMCO FDS PAC INVT MGMT SER TO PROPERTY TYPE: SECURITIES 170,418.00				12/29/2009 473.00	01/26/2011
2,847.00		308.086 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES 2,862.00				12/31/2010 -15.00	01/26/2011
2,103.00		227.628 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES 1,939.00				12/29/2009 164.00	01/26/2011

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
325,833.00		20806.679 PUTNAM EQUITY INCOME INSTL-Y PROPERTY TYPE: SECURITIES 299,481.00					12/28/2010 26,352.00	01/26/2011
4,918.00		275.603 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES 4,502.00					12/13/2010 416.00	01/26/2011
61,344.00		3437.99 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES 49,424.00					12/11/2009 11,920.00	01/26/2011
251,881.00		5315. ISHARES RUSSELL MIDCAP VALUE INDEX PROPERTY TYPE: SECURITIES 225,733.00					11/19/2010 26,148.00	03/28/2011
3,786.00		151.308 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES 3,610.00					12/20/2010 176.00	03/28/2011
127,806.00		5108.163 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES 98,741.00					09/09/2009 29,065.00	03/28/2011
119,128.00		1075. ISHARES TR BARCLAYS TIPS BD ETF PROPERTY TYPE: SECURITIES 111,489.00					12/29/2009 7,639.00	05/26/2011
158,385.00		1724. ISHARES IBOXX \$HIGHYLD CORP BD ETF PROPERTY TYPE: SECURITIES 155,383.00					01/26/2011 3,002.00	05/26/2011
476,000.00		45290.199 PIMCO LOW DURATION-I PROPERTY TYPE: SECURITIES 471,041.00					04/29/2011 4,959.00	05/26/2011
11,600.00		360.36 INVESCO SMALL CAP GROWTH-I PROPERTY TYPE: SECURITIES 10,103.00					01/26/2011 1,497.00	06/09/2011
7,150.00		789.183 EATON VANCE FLTG-RT-I PROPERTY TYPE: SECURITIES 7,166.00					05/26/2011 -16.00	06/09/2011

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
28,175.00		6033.19 FEDERATED STRATEGIC VALUE-I PROPERTY TYPE: SECURITIES 26,932.00					05/27/2011 1,243.00	06/09/2011
5,500.00		222.312 GOLDMAN SACHS GROWTH OPPTYS-I PROPERTY TYPE: SECURITIES 4,153.00					11/03/2009 1,347.00	06/09/2011
15,175.00		397.981 HARBOR CAPITAL APPRECIATION PROPERTY TYPE: SECURITIES 14,924.00					01/26/2011 251.00	06/09/2011
1,202.00		60.472 HARTFORD DIVIDEND & GROWTH-Y PROPERTY TYPE: SECURITIES 1,215.00					03/28/2011 -13.00	06/09/2011
2,073.00		104.266 HARTFORD DIVIDEND & GROWTH-Y PROPERTY TYPE: SECURITIES 1,916.00					04/06/2010 157.00	06/09/2011
2,349.00		26. ISHARES IBOX \$HIGHYLD CORP BD ETF PROPERTY TYPE: SECURITIES 2,342.00					11/19/2010 7.00	06/09/2011
11,881.00		111. ISHARES BARCLAYS MBS BD ETF PROPERTY TYPE: SECURITIES 11,871.00					05/26/2011 10.00	06/09/2011
10,050.00		358.8 THE JENSEN PORTFOLIO-I PROPERTY TYPE: SECURITIES 9,946.00					01/26/2011 104.00	06/09/2011
1,650.00		158.807 JPMORGAN TR I US EQUITY-I PROPERTY TYPE: SECURITIES 1,699.00					03/31/2011 -49.00	06/09/2011
3,475.00		144.311 LEGG MASON BATTERYMRC EMRG MKTS- PROPERTY TYPE: SECURITIES 3,498.00					01/26/2011 -23.00	06/09/2011
17,475.00		1047.662 MFS RESEARCH INTL-I PROPERTY TYPE: SECURITIES 16,951.00					01/26/2011 524.00	06/09/2011

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
11,450.00		1089.439 PIMCO LOW DURATION-I PROPERTY TYPE: SECURITIES 11,343.00					05/31/2011 107.00	06/09/2011
37,175.00		3367.301 PIMCO FDS PAC INVT MGMT SER TOT PROPERTY TYPE: SECURITIES 37,179.00					05/31/2011 -4.00	06/09/2011
3,743.00		384.268 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES 3,589.00					03/17/2011 154.00	06/09/2011
10,482.00		1076.204 PIMCO COMMODITY REALRTN STRATEG PROPERTY TYPE: SECURITIES 9,169.00					12/29/2009 1,313.00	06/09/2011
25,150.00		2337.361 PIMCO INVT GRADE CORP BD-I PROPERTY TYPE: SECURITIES 25,245.00					05/31/2011 -95.00	06/09/2011
14,350.00		1032.375 TEMPLETON GLOBAL BD-ADV PROPERTY TYPE: SECURITIES 14,289.00					05/26/2011 61.00	06/09/2011
TOTAL GAIN(LOSS) .....							----- 308,649. =====	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST	207,703.	201,769.
TOTAL	207,703.	201,769.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREP FEE	1,000.			1,000.
	-----	-----	-----	-----
TOTALS	1,000.	NONE	NONE	1,000.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
STANFORD FELLERS, JR FILING/RECORDING FEE	3,104. -----	3,104. -----
TOTALS	3,104. =====	3,104. =====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES		
PRIOR YR BALANCE DUE	5,424.	1,422.
CURRENT YR ESTIMATES	7,168.	
	-----	-----
TOTALS	12,592.	1,422.
	=====	=====

EDGAR A THURMAN FOUNDATION FOR CHILDREN

54-6113281

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED STATEMENT	5,420,869. -----	5,628,834. -----	6,280,444. -----
TOTALS	5,420,869. =====	5,628,834. =====	6,280,444. =====

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

VA

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

=====

OFFICER NAME:

SUNTRUST BANK

ADDRESS:

P.O. BOX 13888

ROANOKE, VA 24038

TITLE:

TRUSTEE, AS REQ'D

COMPENSATION ..... 51,369.

TOTAL COMPENSATION:

51,369.

=====

=====

RECIPIENT NAME:

JACQUETTA SIMMONS, C/O SUNTRUST BANK

ADDRESS:

P.O. BOX 13888

ROANOKE, VA 24038

RECIPIENT'S PHONE NUMBER: 540-982-3076

FORM, INFORMATION AND MATERIALS:

APPLICATION FORMS ARE AVAILABLE UPON REQUEST FROM CAROLYN MCCOY AT  
SUNTRUST BANK.

SUBMISSION DEADLINES:

JUNE 30TH OF EACH YEAR

RESTRICTIONS OR LIMITATIONS ON AWARDS:

ORGANIZATIONS MUST OPERATE PROGRAMS FOR THE NEEDY AND NECESSITOUS  
CHILDREN OF VIRGINIA WITH PREFERENCE GIVEN TO THE ROANOKE AREA.

EDGAR A THURMAN FOUNDATION FOR CHILDREN 54-6113281  
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

RECIPIENT NAME:

SEE ATTACHED SCHEDULE

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID ..... 199,000.

TOTAL GRANTS PAID: 199,000.  
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**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

EDGAR A THURMAN FOUNDATION FOR CHILDREN

Employer identification number

54-6113281

**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)
<b>1a</b>					

<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	<b>1b</b>	19,047.
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	<b>2</b>	
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>3</b>	
<b>4</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet . . . . .	<b>4</b>	( )
<b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back . . . . . ►	<b>5</b>	19,047.

**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)
<b>6a</b>					
LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			36,275.

<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	<b>6b</b>	252,917.
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	<b>7</b>	
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>8</b>	
<b>9</b> Capital gain distributions . . . . .	<b>9</b>	410.
<b>10</b> Gain from Form 4797, Part I . . . . .	<b>10</b>	
<b>11</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet . . . . .	<b>11</b>	( )
<b>12</b> <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back . . . . . ►	<b>12</b>	289,602.

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

Schedule D (Form 1041) 2010

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		19,047.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year . . . . .	<b>14a</b>		289,602.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.) . . . .	<b>14b</b>		
c	28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . . ▶	<b>15</b>		308,649.

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

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

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

<b>Part V Tax Computation Using Maximum Capital Gains Rates</b>	
<b>Form 1041 filers.</b> 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.	
<b>Caution:</b> 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.	
<b>Form 990-T trusts.</b> Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.	
<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .
<b>18</b>	Enter the smaller of line 14a or 15 in column (2) but not less than zero . . . . .
<b>19</b>	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .
<b>20</b>	Add lines 18 and 19 . . . . .
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .
<b>24</b>	Enter the smaller of the amount on line 17 or \$2,300 . . . . .
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23 . . . . .
<b>26</b>	Subtract line 25 from line 24 . . . . .
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22 . . . . .
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .
<b>29</b>	Subtract line 28 from line 27 . . . . .
<b>30</b>	Multiply line 29 by 15% (.15) . . . . .
<b>31</b>	Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .
<b>32</b>	Add lines 30 and 31 . . . . .
<b>33</b>	Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .
<b>34</b>	<b>Tax on all taxable income.</b> Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .

Schedule D (Form 1041) 2010

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

Department of the Treasury  
Internal Revenue Service

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

► See instructions for Schedule D (Form 1041).

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

OMB No. 1545-0092

**2010**

Name of estate or trust

EDGAR A THURMAN FOUNDATION FOR CHILDREN

Employer identification number

54-6113281

**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 19.685 DREYFUS/TBC SMALLCAP GROWTH-I	06/24/2010	09/07/2010	870.00	875.00	-5.00
1299.528 GOLDMAN SACHS GROWTH OPPTY-I	11/03/2009	09/07/2010	27,550.00	24,275.00	3,275.00
680.359 HARBOR CAPITAL APPRECIATION	05/28/2010	09/07/2010	21,200.00	21,411.00	-211.00
1901.822 HARTFORD DIVIDEND & GROWTH-Y	04/06/2010	09/07/2010	32,350.00	34,955.00	-2,605.00
407.494 JANUS PERKINS SMALL CAP VALUE-I	06/24/2010	09/07/2010	8,700.00	7,974.00	726.00
1250.522 THE JENSEN PORTFOLIO-I	04/06/2010	09/07/2010	29,950.00	32,038.00	-2,088.00
4716.232 JPMORGAN TR I US EQUITY-I	05/28/2010	09/07/2010	41,550.00	41,597.00	-47.00
282.907 LEGG MASON BATTERYMRC EMRG MKTS-I	06/24/2010	09/07/2010	5,975.00	5,663.00	312.00
850.932 PIMCO COMMODITY REALRTN STRATEGY-I	12/29/2009	09/07/2010	6,850.00	7,250.00	-400.00
3556. VANGUARD BD INDEX SHORT TERM BD ETF	12/29/2009	09/07/2010	289,350.00	283,249.00	6,101.00
878.018 HARBOR CAPITAL APPRECIATION	05/28/2010	11/19/2010	31,275.00	27,631.00	3,644.00
125.136 HARTFORD DIVIDEND & GROWTH-Y	04/06/2010	11/19/2010	2,300.00	2,300.00	
558.858 THE JENSEN PORTFOLIO-I	04/06/2010	11/19/2010	14,575.00	14,318.00	257.00
2345.679 JPMORGAN TR I US EQUITY-I	09/30/2010	11/19/2010	22,800.00	20,757.00	2,043.00
440.809 LEGG MASON BATTERYMRC EMRG MKTS-I	06/24/2010	11/19/2010	10,575.00	8,790.00	1,785.00
769.006 PIMCO COMMODITY REALRTN STRATEGY-I	12/29/2009	11/19/2010	6,575.00	6,552.00	23.00
1592.109 RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	09/21/2010	11/19/2010	18,453.00	15,985.00	2,468.00
2853.938 RIDGEWORTH FD-LARGCAP VAL EQTY#RGD4	09/21/2010	11/19/2010	34,533.00	31,014.00	3,519.00
17620.1 RIDGEWORTH FD-TOTAL RETURN BD #RGCP	10/29/2010	11/19/2010	192,411.00	195,694.00	-3,283.00
24970.546 RIDGEWORTH FD-SEIX HIGH YIELD #RGCL	10/29/2010	11/19/2010	245,960.00	233,503.00	12,457.00
115.942 GOLDMAN SACHS GROWTH OPPTY-I	12/08/2010	01/26/2011	2,859.00	2,784.00	75.00
207.812 HARTFORD DIVIDEND & GROWTH-Y	12/22/2010	01/26/2011	4,150.00	3,882.00	268.00
51. ISHARES TR BARCLAYS TIPS BD ETF	11/19/2010	01/26/2011	5,462.00	5,559.00	-97.00
425. ISHARES RUSSELL MIDCAP VALUE INDEX	11/19/2010	01/26/2011	19,566.00	18,050.00	1,516.00

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

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

Schedule D-1 (Form 1041) 2010

**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

EDGAR A THURMAN FOUNDATION FOR CHILDREN

Employer identification number

54-6113281

**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 4.073 JANUS PERKINS SMALL CAP VALUE-I	12/20/2010	01/26/2011	100.00	97.00	3.00
110485.167 PIMCO FDS PAC INVT MGMT SER TOTAL RETURN	12/31/2010	01/26/2011	1,197,659.00	1,273,144.00	-75,485.00
308.086 PIMCO COMMODITY REALRTN STRATEGY-I	12/31/2010	01/26/2011	2,847.00	2,862.00	-15.00
20806.679 PUTNAM EQUITY INCOME INSTL-Y	12/28/2010	01/26/2011	325,833.00	299,481.00	26,352.00
275.603 ROWE T PRICE REAL ESTATE FD COM	12/13/2010	01/26/2011	4,918.00	4,502.00	416.00
5315. ISHARES RUSSELL MIDCAP VALUE INDEX	11/19/2010	03/28/2011	251,881.00	225,733.00	26,148.00
151.308 JANUS PERKINS SMALL CAP VALUE-I	12/20/2010	03/28/2011	3,786.00	3,610.00	176.00
1724. ISHARES IBOXX \$HIGHYLD CORP BD ETF	01/26/2011	05/26/2011	158,385.00	155,383.00	3,002.00
45290.199 PIMCO LOW DURATION-I	04/29/2011	05/26/2011	476,000.00	471,041.00	4,959.00
360.36 INVESCO SMALL CAP GROWTH-I	01/26/2011	06/09/2011	11,600.00	10,103.00	1,497.00
789.183 EATON VANCE FLTG-RT-I	05/26/2011	06/09/2011	7,150.00	7,166.00	-16.00
6033.19 FEDERATED STRATEGIC VALUE-I	05/27/2011	06/09/2011	28,175.00	26,932.00	1,243.00
397.981 HARBOR CAPITAL APPRECIATION	01/26/2011	06/09/2011	15,175.00	14,924.00	251.00
60.472 HARTFORD DIVIDEND & GROWTH-Y	03/28/2011	06/09/2011	1,202.00	1,215.00	-13.00
26. ISHARES IBOXX \$HIGHYLD CORP BD ETF	11/19/2010	06/09/2011	2,349.00	2,342.00	7.00
111. ISHARES BARCLAYS MBS BD ETF	05/26/2011	06/09/2011	11,881.00	11,871.00	10.00
358.8 THE JENSEN PORTFOLIO-I	01/26/2011	06/09/2011	10,050.00	9,946.00	104.00
158.807 JPMORGAN TR I US EQUITY-I	03/31/2011	06/09/2011	1,650.00	1,699.00	-49.00
144.311 LEGG MASON BATTERYMRC EMRG MKTS-I	01/26/2011	06/09/2011	3,475.00	3,498.00	-23.00
1047.662 MFS RESEARCH INTL-I	01/26/2011	06/09/2011	17,475.00	16,951.00	524.00
1089.439 PIMCO LOW DURATION-I	05/31/2011	06/09/2011	11,450.00	11,343.00	107.00
3367.301 PIMCO FDS PAC INVT MGMT SER TOTAL RETURN	05/31/2011	06/09/2011	37,175.00	37,179.00	-4.00
384.268 PIMCO COMMODITY REALRTN STRATEGY-I	03/17/2011	06/09/2011	3,743.00	3,589.00	154.00
2337.361 PIMCO INVT GRADE CORP BD-I	05/31/2011	06/09/2011	25,150.00	25,245.00	-95.00

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

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

Schedule D-1 (Form 1041) 2010

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

► See instructions for Schedule D (Form 1041).

OMB No 1545-0092

2010

54-6113281

(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 1032.375 TEMPLETON GLOBAL  
BD-ADV**

05/26/2011

06/09/2011

14,350.00

14,289.00

61.00

<b>1b Total.</b> Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .	19,047.00
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**For Paperwork Reduction Act Notice, see the Instructions for Form 1041.**

Schedule D-1 (Form 1041) 2010

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

Employer identification number

EDGAR A THURMAN FOUNDATION FOR CHILDREN

54-6113281

**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 167.49 DREYFUS/TBC SMALLCAP GROWTH-I	01/30/2009	09/07/2010	7,405.00	5,611.00	1,794.00
2481.962 MFS RESEARCH INTL-I	05/13/2009	09/07/2010	34,400.00	27,550.00	6,850.00
1750.963 RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	05/01/2008	09/07/2010	18,175.00	18,140.00	35.00
2620.018 RIDGEWORTH FD-LARGCAP VAL EQTY#RGD4	05/01/2008	09/07/2010	28,925.00	34,375.00	-5,450.00
221.848 ROWE T PRICE REAL ESTATE FD COM	05/01/2008	09/07/2010	3,625.00	4,449.00	-824.00
3119.566 DREYFUS/TBC SMALLCAP GROWTH-I	01/30/2009	11/19/2010	158,911.00	104,505.00	54,406.00
321.612 GOLDMAN SACHS GROWTH OPPTYS-I	11/03/2009	11/19/2010	7,500.00	6,008.00	1,492.00
20.247 JANUS PERKINS SMALL CAP VALUE-I	09/09/2009	11/19/2010	475.00	391.00	84.00
1239.617 MFS RESEARCH INTL-I	05/13/2009	11/19/2010	19,400.00	13,760.00	5,640.00
19999.374 RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	09/22/2009	11/19/2010	231,793.00	187,213.00	44,580.00
22277.251 RIDGEWORTH FD-LARGCAP VAL EQTY#RGD4	09/22/2009	11/19/2010	269,555.00	226,892.00	42,663.00
71535.294 RIDGEWORTH FD-TOTAL RETURN BD #RGCP	03/31/2009	11/19/2010	781,165.00	734,565.00	46,600.00
494.358 GOLDMAN SACHS GROWTH OPPTYS-I	11/03/2009	01/26/2011	12,191.00	9,235.00	2,956.00
4. ISHARES TR BARCLAYS TIPS BD ETF	12/29/2009	01/26/2011	428.00	415.00	13.00
15764.833 PIMCO FDS PAC INVNT MGMT SER TOTAL RETURN	12/29/2009	01/26/2011	170,891.00	170,418.00	473.00
227.628 PIMCO COMMODITY REALRTN STRATEGY-I	12/29/2009	01/26/2011	2,103.00	1,939.00	164.00
3437.99 ROWE T PRICE REAL ESTATE FD COM	12/11/2009	01/26/2011	61,344.00	49,424.00	11,920.00
5108.163 JANUS PERKINS SMALL CAP VALUE-I	09/09/2009	03/28/2011	127,806.00	98,741.00	29,065.00
1075. ISHARES TR BARCLAYS TIPS BD ETF	12/29/2009	05/26/2011	119,128.00	111,489.00	7,639.00
222.312 GOLDMAN SACHS GROWTH OPPTYS-I	11/03/2009	06/09/2011	5,500.00	4,153.00	1,347.00
104.266 HARTFORD DIVIDEND & GROWTH-Y	04/06/2010	06/09/2011	2,073.00	1,916.00	157.00
1076.204 PIMCO COMMODITY REALRTN STRATEGY-I	12/29/2009	06/09/2011	10,482.00	9,169.00	1,313.00

**6b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . . 252,917.00

Schedule D-1 (Form 1041) 2010

## FEDERAL CAPITAL GAIN DIVIDENDS

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## LONG-TERM CAPITAL GAIN DIVIDENDS

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## 15% RATE CAPITAL GAIN DIVIDENDS

GOLDMAN SACHS GROWTH OPPTYS-I	2,784.00
JANUS PERKINS SMALL CAP VALUE-I	3,109.00
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD I	30,383.00

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TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	36,275.00
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TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	36,275.00
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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

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311 CASH CONTRIBUTIONS SEE ATTACHED SCHEDULE - SEEATTACHED				
06/10/11 CASH DISBURSEMENT BEQUEST CHARITABLE 2011 GRANT FOR: SEEATTACHED PAID TO: BIG BROTHERS BIG SISTERS OF SOUTHWEST VIRGINIA INC TR TRAN#=IN001227000002 TR CD=147 REG=0 PORT=PRIN	-3000.00		-3000.00 1106000033 **CHANGED** 07/11/11 HCS	
06/10/11 CASH DISBURSEMENT BEQUEST CHARITABLE 2011 GRANT FOR: SEEATTACHED PAID TO: BLUE RIDGE AREA FOOD BANK INC TR TRAN#=IN001227000003 TR CD=147 REG=0 PORT=PRIN	-10000.00		-10000.00 1106000034 **CHANGED** 07/11/11 HCS	
06/10/11 CASH DISBURSEMENT BEQUEST CHARITABLE 2011 GRANT FOR: SEEATTACHED PAID TO: BOYS & GIRLS CLUBS OF SOUTHWEST VIRGINIA INC TR TRAN#=IN001227000004 TR CD=147 REG=0 PORT=PRIN	-3500.00		-3500.00 1106000035 **CHANGED** 07/11/11 HCS	
06/10/11 CASH DISBURSEMENT BEQUEST CHARITABLE 2011 GRANT FOR: SEEATTACHED PAID TO: APPLE RIDGE FARM INCORPORATED TR TRAN#=IN001227000001 TR CD=147 REG=0 PORT=PRIN	-7500 00		-7500.00 1106000032 **CHANGED** 07/11/11 HCS	
06/10/11 CASH DISBURSEMENT BEQUEST CHARITABLE 2011 GRANT FOR: SEEATTACHED PAID TO: CENTER FOR CHRISTIAN ACTION INC TR TRAN#=IN001227000006 TR CD=147 REG=0 PORT=PRIN	-2500.00		-2500.00 1106000037 **CHANGED** 07/11/11 HCS	
06/10/11 CASH DISBURSEMENT BEQUEST CHARITABLE 2011 GRANT FOR: SEEATTACHED PAID TO: CENTER IN THE SQUARE (THE WESTERN VIRGINIA FOUNDATION FOR THE ARTS AND SCIENCES) TR TRAN#=IN001227000007 TR CD=147 REG=0 PORT=PRIN	-2500.00		-2500.00 1106000038 **CHANGED** 07/11/11 HCS	
06/10/11 CASH DISBURSEMENT BEQUEST CHARITABLE 2011 GRANT FOR: SEEATTACHED PAID TO: CHILD HEALTH INVESTMENT PARTNERSHIP OF ROANOKE VALLEY TR TRAN#=IN001227000008 TR CD=147 REG=0 PORT=PRIN	-7500.00		-7500.00 1106000039 **CHANGED** 07/11/11 HCS	
06/10/11 CASH DISBURSEMENT BEQUEST CHARITABLE	-5000.00		-5000 00 1106000040 **CHANGED** 07/11/11 HCS	

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311 CASH CONTRIBUTIONS (CONTINUED) SEE ATTACHED SCHEDULE - SEEATTACHED (CONTINUED)				
2011 GRANT FOR: SEEATTACHED PAID TO: CHILDREN'S HOME SOCIETY OF VIRGINIA TR TRAN#-IN001227000009 TR CD=147 REG=0 PORT=PRIN				
06/10/11 CASH DISBURSEMENT BEQUEST CHARITABLE 2011 GRANT FOR SEEATTACHED PAID TO: BRADLEY FREE CLINIC TR TRAN#-IN001227000005 TR CD=147 REG=0 PORT=PRIN	-8000 00		-8000.00 1106000036 **CHANGED** 07/11/11 HCS	
06/10/11 CASH DISBURSEMENT BEQUEST CHARITABLE 2011 GRANT FOR: SEEATTACHED PAID TO: COMMUNITY CHRISTMAS STORE TR TRAN#-IN001227000011 TR CD=147 REG=0 PORT=PRIN	-2500 00		-2500.00 1106000042 **CHANGED** 07/11/11 HCS	
06/10/11 CASH DISBURSEMENT BEQUEST CHARITABLE 2011 GRANT FOR SEEATTACHED PAID TO: FAMILY SERVICE OF ROANOKE VALLEY TR TRAN#-IN001227000012 TR CD=147 REG=0 PORT=PRIN	-4000.00		-4000 00 1106000043 **CHANGED** 07/11/11 HCS	
06/10/11 CASH DISBURSEMENT BEQUEST CHARITABLE 2011 GRANT FOR. SEEATTACHED PAID TO: FEEDING AMERICA SOUTHWEST VIRGINIA TR TRAN#-IN001227000013 TR CD=147 REG=0 PORT=PRIN	-10000 00		-10000 00 1106000044 **CHANGED** 07/11/11 HCS	
06/10/11 CASH DISBURSEMENT BEQUEST CHARITABLE 2011 GRANT FOR SEEATTACHED PAID TO: GREENVALE NURSERY SCHOOL INC TR TRAN#-IN001227000014 TR CD=147 REG=0 PORT=PRIN	-4000 00		-4000 00 1106000045 **CHANGED** 07/11/11 HCS	
06/10/11 CASH DISBURSEMENT BEQUEST CHARITABLE 2011 GRANT FOR: SEEATTACHED PAID TO: CHRISTIAN OUTREACH MINISTRY TR TRAN#-IN001227000010 TR CD=147 REG=0 PORT=PRIN	-4500 00		-4500.00 1106000041 **CHANGED** 07/11/11 HCS	
06/10/11 CASH DISBURSEMENT BEQUEST CHARITABLE 2011 GRANT FOR SEEATTACHED PAID TO: PHOEBE NEEDLES CENTER TR TRAN#-IN001227000020 TR CD=147 REG=0 PORT=PRIN	-7500 00		-7500 00 1106000051 **CHANGED** 07/11/11 HCS	
06/10/11 CASH DISBURSEMENT BEQUEST CHARITABLE 2011 GRANT FOR: SEEATTACHED PAID TO: PLANNED PARENTHOOD HEALTH SYSTEM INC TR TRAN#-IN001227000021 TR CD=147 REG=0 PORT=PRIN	-10000.00		-10000 00 1106000052 **CHANGED** 07/11/11 HCS	
06/10/11 CASH DISBURSEMENT BEQUEST CHARITABLE 2011 GRANT FOR. SEEATTACHED PAID TO: PRESBYTERIAN COMMUNITY CENTER TR TRAN#-IN001227000022 TR CD=147 REG=0 PORT=PRIN	-4000 00		-4000 00 1106000053 **CHANGED** 07/11/11 HCS	
06/10/11 CASH DISBURSEMENT BEQUEST CHARITABLE 2011 GRANT FOR: SEEATTACHED PAID TO: ROANOKE AREA MINISTRIES TR TRAN#-IN001227000023 TR CD=147 REG=0 PORT=PRIN	-5000 00		-5000 00 1106000054 **CHANGED** 07/11/11 HCS	
06/10/11 CASH DISBURSEMENT BEQUEST CHARITABLE	-15000 00		-15000 00 1106000046 **CHANGED** 07/11/11 HCS	

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311 CASH CONTRIBUTIONS (CONTINUED)				
SEE ATTACHED SCHEDULE - SEEATTACHED (CONTINUED)				
2011 GRANT FOR SEEATTACHED PAID TO: HOPE TREE FAMILY SERVICES (VIRGINIA BAPTIST CHILDREN'S HOME AND FAMILY SERVICES) TR TRAN#=IN001227000015 TR CD=147 REG=0 PORT=PRIN				
06/10/11 CASH DISBURSEMENT BEQUEST CHARITABLE 2011 GRANT FOR. SEEATTACHED PAID TO: JEFFERSON CENTER FOUNDATION LTD TR TRAN#=IN001227000016 TR CD=147 REG=0 PORT=PRIN	-2500.00		-2500.00	1106000047 **CHANGED** 07/11/11 HCS
06/10/11 CASH DISBURSEMENT BEQUEST CHARITABLE 2011 GRANT FOR SEEATTACHED PAID TO: MOUNTAIN EMPIRE OLDER CITIZENS INC TR TRAN#=IN001227000017 TR CD=147 REG=0 PORT=PRIN	-5000 00		-5000 00	1106000048 **CHANGED** 07/11/11 HCS
06/10/11 CASH DISBURSEMENT BEQUEST CHARITABLE 2011 GRANT FOR SEEATTACHED PAID TO: NORTH CROSS SCHOOL TR TRAN#=IN001227000018 TR CD=147 REG=0 PORT=PRIN	-1000.00		-1000 00	1106000049 **CHANGED** 07/11/11 HCS
06/10/11 CASH DISBURSEMENT BEQUEST CHARITABLE 2011 GRANT FOR. SEEATTACHED PAID TO: NORTHWEST CHILD DEVELOPMENT CTR INC TR TRAN#=IN001227000019 TR CD=147 REG=0 PORT=PRIN	-10000 00		-10000 00	1106000050 **CHANGED** 07/11/11 HCS
06/10/11 CASH DISBURSEMENT BEQUEST CHARITABLE 2011 GRANT FOR SEEATTACHED PAID TO: ROANOKE CATHOLIC EDUCATIONAL FOUNDATION TR TRAN#=IN001227000024 TR CD=147 REG=0 PORT=PRIN	-4000 00		-4000 00	1106000055 **CHANGED** 07/11/11 HCS
06/10/11 CASH DISBURSEMENT BEQUEST CHARITABLE 2011 GRANT FOR: SEEATTACHED PAID TO: ROANOKE VALLEY BAPTIST ASSOCIATION (SOUTHERN BAPTIST CONVENTION ) TR TRAN#=IN001227000025 TR CD=147 REG=0 PORT=PRIN	-5000 00		-5000.00	1106000056 **CHANGED** 07/11/11 HCS
06/10/11 CASH DISBURSEMENT BEQUEST CHARITABLE 2011 GRANT FOR SEEATTACHED PAID TO: ROANOKE VALLEY SPEECH AND HEARING CENTER INC TR TRAN#=IN001227000026 TR CD=147 REG=0 PORT=PRIN	-6000 00		-6000.00	1106000057 **CHANGED** 07/11/11 HCS
06/10/11 CASH DISBURSEMENT BEQUEST CHARITABLE 2011 GRANT FOR. SEEATTACHED PAID TO: SALEM MINISTERS CONFERENCE COMMUNITY FOOD PANTRY TR TRAN#=IN001227000027 TR CD=147 REG=0 PORT=PRIN	-10000 00		-10000 00	1106000058 **CHANGED** 07/11/11 HCS
06/10/11 CASH DISBURSEMENT BEQUEST CHARITABLE 2011 GRANT FOR. SEEATTACHED PAID TO: SPECIAL OLYMPICS VIRGINIA INC TR TRAN#=IN001227000028 TR CD=147 REG=0 PORT=PRIN	-5000 00		-5000.00	1106000059 **CHANGED** 07/11/11 HCS
06/10/11 CASH DISBURSEMENT BEQUEST CHARITABLE 2011 GRANT FOR SEEATTACHED	-5000 00		-5000.00	1106000060 **CHANGED** 07/11/11 HCS

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311 CASH CONTRIBUTIONS (CONTINUED) SEE ATTACHED SCHEDULE - SEEATTACHED (CONTINUED)				
PAID TO: STRAIGHT STREET ROANOKE VALLEY INC TR TRAN#=IN001227000029 TR CD=147 REG=0 PORT=PRIN				
06/10/11 CASH DISBURSEMENT BEQUEST CHARITABLE 2011 GRANT FOR: SEEATTACHED PAID TO: THE RESCUE MISSION OR ROANOKE INC. TR TRAN#=IN001227000030 TR CD=147 REG=0 PORT=PRIN	-12500.00		-12500.00 **CHANGED** 07/11/11 HCS	1106000061
06/10/11 CASH DISBURSEMENT BEQUEST CHARITABLE 2011 GRANT FOR: SEEATTACHED PAID TO: W E SKELTON 4-H EDUCATIONAL CONFERENCE CTR AT SMITH MTN LAKE TR TRAN#=IN001227000031 TR CD=147 REG=0 PORT=PRIN	-6000.00		-6000.00 **CHANGED** 07/11/11 HCS	1106000062
06/10/11 CASH DISBURSEMENT BEQUEST CHARITABLE 2011 GRANT FOR: SEEATTACHED PAID TO: WEST END CENTER INC TR TRAN#=IN001227000032 TR CD=147 REG=0 PORT=PRIN	-5000.00		-5000.00 **CHANGED** 07/11/11 HCS	1106000063
06/10/11 CASH DISBURSEMENT BEQUEST CHARITABLE 2011 GRANT FOR: SEEATTACHED PAID TO: YMCA OF ROANOKE VALLEY INC TR TRAN#=IN001227000033 TR CD=147 REG=0 PORT=PRIN	-2500.00		-2500.00 **CHANGED** 07/11/11 HCS	1106000064
06/10/11 CASH DISBURSEMENT BEQUEST CHARITABLE 2011 GRANT FOR: SEEATTACHED PAID TO: YWCA OF ROANOKE VALLEY TR TRAN#=IN001227000034 TR CD=147 REG=0 PORT=PRIN	-3500.00		-3500.00 **CHANGED** 07/11/11 HCS	1106000065
TOTAL CODE 311 - CASH CONTRIBUTIONS	-199000.00	0.00	-199000.00	



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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
<u>PRINCIPAL PORTFOLIO</u>						
	PRINCIPAL CASH	83,640.43 1.31 %	83,640.43			
<u>STIF &amp; MONEY MARKET FUNDS</u>						
127,123.79	FEDERATED MONEY MKT OBLIGS TR PRIME OBLIGS INSTL FFS #10 CUSIP: 609010DF7	127,123.79 1.000 1.98 %	127,123.79 1.00	0.00	122	0.10 % 0.00 %
<u>EQUITY SECURITIES</u>						
<u>MUTUAL FUNDS-FIXED INCOME</u>						
2,144	ISHARES TR BARCLAYS MBS BD ETF CUSIP: 464288588	228,786.24 106.710 3.57 %	229,287.29 106.94	501.05-	7,800	3.41 % 0.00 %
1,050	ISHARES TR IBOXX \$ HIGH YIELD CORP BD ETF CUSIP: 464288513	95,875.50 91.310 1.50 %	94,569.20 90.07	1,306.30	7,430	7.75 % 0.00 %
TOTAL MUTUAL FUNDS-FIXED INCOME		324,661.74	323,856.49	805.25	15,230	4.69 %
TOTAL EQUITY SECURITIES		324,661.74	323,856.49	805.25	15,230	4.69 %



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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
<b>MUTUAL FUNDS</b>						
6,847.626	ADVISORS INNER CIRCLE FD CAMBIAR SMALL CAP FD INSTL CL CUSIP: 0075W0593	130,310.32 19.030 2.03 %	130,300.00 19.03	10.32	0	0.00 % 0.00 %
18,099.632	EATON VANCE MUT FDS TR FLTG-RT FD CL I CUSIP: 277911491	163,439.68 9.030 2.55 %	164,344.66 9.08	904.98-	6,769	4.14 % 0.00 %
73,632.306	FEDERATED EQUITY FDS STRATEGIC VALUE FD CL INSTL CUSIP: 314172560	346,071.84 4.700 5.40 %	326,265.32 4.43	19,806.52	12,812	3.70 % 0.00 %
12,076.401	GOLDMAN SACHS TR GROWTH OPPORTUNITIES FD INSTL CL CUSIP: 38142Y401	306,619.82 25.390 4.79 %	225,587.17 18.68	81,032.65	0	0.00 % 0.00 %
12,997.267	HARBOR FD CAP APPRECIATION FD INSTL CL CUSIP: 411511504	517,551.17 39.820 8.08 %	411,914.69 31.69	105,636.48	1,001	0.19 % 0.00 %
16,055.1	HARTFORD MUT FDS DIVIDEND & GROWTH INSTL FD CL Y CUSIP: 416645828	323,831.37 20.170 5.05 %	292,037.47 18.19	31,793.90	5,282	1.63 % 0.00 %
4,945.96	INVESCO GROWTH SER SMALL CAP GROWTH FD CL INSTL CUSIP: 00141M622	167,025.07 33.770 2.61 %	137,547.14 27.81	29,477.93	0	0.00 % 0.00 %
64,297.156	JPMORGAN TR I US EQUITY FD INSTL CL CUSIP: 4812A1142	685,407.68 10.660 10.70 %	571,220.30 8.88	114,187.38	6,558	0.96 % 0.00 %



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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
11,801.835	LEGG MASON GLOBAL TR BATTERYMARCH EMERGING MKTS TR INSTL CUSIP: 52465U607	286,666.57 24.290 4.47 %	218,535.03 18.52	68,131.54	2,018	0.70 % 0.00 %
22,802.302	MFS FDS RESEARCH INTL FD INSTL CL CUSIP: 552983470	381,710.54 16.740 5.96 %	269,034.07 11.80	112,676.47	5,290	1.39 % 0.00 %
13,672.315	PIMCO FDS COMMODITY REALRETURN STRATEGY INSTL CUSIP: 722005667	119,496.03 8.740 1.86 %	115,194.70 8.43	4,301.33	15,833	13.25 % 0.00 %
49,143.067	PIMCO FDS PAC INVT MGMT SER INVT GRADE CORP BD FD INSTL CL CUSIP: 722005816	523,373.66 10.650 8.17 %	521,886.72 10.62	1,486.94	28,896	5.52 % 0.00 %
21,903.146	PIMCO FDS LOW DURATION FD INSTL CL CUSIP: 693390304	229,983.03 10.500 3.59 %	227,792.72 10.40	2,190.31	5,279	2.30 % 0.00 %
67,348.857	PIMCO FDS TOTAL RETURN FD INSTL CL CUSIP: 693390700	740,163.94 10.990 11.55 %	728,834.24 10.82	11,329.70	24,986	3.38 % 0.00 %
9,313.7	RS INVT TR VALUE FD CL Y CUSIP: 74972H614	247,278.74 26.550 3.86 %	249,250.00 26.76	1,971.26-	0	0.00 % 0.00 %
20,071.232	TEMPLETON INCOME TR GLOBAL BD FD ADVISOR CL CUSIP: 880208400	278,387.99 13.870 4.34 %	271,208.98 13.51	7,179.01	12,725	4.57 % 0.00 %
17,778.49	JENSEN PORTFOLIO INC CL I CUSIP: 476313309	508,464.81 28.600 7.94 %	444,025.14 24.98	64,439.67	6,436	1.27 % 0.00 %



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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
TOTAL MUTUAL FUNDS		5,955,782.26	5,304,978.35	650,803.91	133,885	2.25 %
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 FANNIE MAE ON RCPT OF FINAL PMT CUSIP: 997000SS4	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING FEDERAL HOME LOAN MTG CORP ON RCPT OF FINAL PMT CUSIP: 997000NN0	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
TOTAL MISCELLANEOUS ASSETS		0.00	1.00	1.00-	0	0.00 %
PRINCIPAL PORTFOLIO TOTAL		6,491,208.22	5,839,600.06	651,608.16	149,238	2.33 %
INCOME PORTFOLIO						
INCOME CASH		83,640.43- 1.31-%	83,640.43-			



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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
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TOTAL ASSETS			5,755,959.63	651,608.16	149,218	2.33%
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