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 07/01 **, 2010, and ending** 06/30, **20** 11

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: CHESLEY G MAGRUDER FOUNDATION 52-5636229

A Employer identification number: 59-1920736

Number and street (or P O box number if mail is not delivered to street address): SUNTRUST BANK, 200 S ORANGE AVE, SOAB 10

Room/suite:

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

City or town, state, and ZIP code: ORLANDO, FL 32801

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 ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 16,722,303.

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

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

			(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	384,918.	392,276.		STMT 1
	5a	Gross rents	330,705.	330,705.	NONE	
	b	Net rental income or (loss) 330,603.				
	6a	Net gain or (loss) from sale of assets not on line 10	62,080.			
	b	Gross sales price for all assets on line 6a 2,634,604.				
	7	Capital gain net income (from Part IV, line 2)		62,079.		
	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)	212.	212.		STMT 2
	12	**Total.** Add lines 1 through 11	777,915.	785,272.	NONE	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 3	7,830.	NONE	NONE	7,830.
	c	Other professional fees (attach schedule) STMT 4	68,698.	34,349.		34,349.
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 5	8,378.	4,612.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT. 6	1,299.	102.		1,197.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	86,205.	39,063.	NONE	43,376.
	25	Contributions, gifts, grants paid	652,500.			652,500.
	26	**Total expenses and disbursements** Add lines 24 and 25	738,705.	39,063.	NONE	695,876.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	39,210.			
	b	**Net investment income** (if negative, enter -0-)		746,209.		
	c	**Adjusted net income** (if negative, enter -0-)			NONE	

For Paperwork Reduction Act Notice, see page 30 of the instructions. JSA Form **990-PF** (2010)

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	-473.	14,788.	14,787.
	2	Savings and temporary cash investments	213,688.	45,515.	45,515.
	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 7	13,093,692.	13,260,814.	16,662,001.
	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)	13,306,907.	13,321,117.	16,722,303.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	50,000.	25,000.	
	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)	50,000.	25,000.	
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	13,256,907.	13,296,117.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	13,256,907.	13,296,117.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	13,306,907.	13,321,117.	

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	13,256,907.
2	Enter amount from Part I, line 27a	2	39,210.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	25,000.
4	Add lines 1, 2, and 3	4	13,321,117.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	25,000.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,296,117.

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	62,079.
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			
2008			
2007			
2006			
2005			

2 **Total** of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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	14,924.
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	14,924.
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	14,924.
6	Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	11,260.		
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	11,260.
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** . Paid by EFTPS . . . . ▶			9	3,664.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			10	
11	Enter the amount of line 10 to be. **Credited to 2011 estimated tax ▶** **Refunded ▶**			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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	N/A	
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 10			
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)*

		Line	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 Telephone no. ▶ (407)237-4293

Located at ▶ 200 S. ORANGE AVE, ORLANDO, FL ZIP + 4 ▶ 32801

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

		Line	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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. Yes No

1a During the year did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No

(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No

		Line	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 ▶ 2009 , , ,

		Line	Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 22 of the instructions.) STMT 11	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

		Line	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

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 12		-0-	-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
SEE STATEMENT 14		NONE

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

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	16,076,985.
b	Average of monthly cash balances	1b	368,983.
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	16,445,968.
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	16,445,968.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	246,690.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,199,278.
6	**Minimum investment return.** Enter 5% of line 5	6	809,964.

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	809,964.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	14,924.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	14,924.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	795,040.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	795,040.
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	795,040.

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	695,876.
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	695,876.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	695,876.

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				795,040.
2	Undistributed income, if any, as of the end of 2010:				
a	Enter amount for 2009 only			704,401.	
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 NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 695,876.				
a	Applied to 2009, but not more than line 2a			695,876.	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d	Applied to 2010 distributable amount				NONE
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).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
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			8,525.	
f	Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				795,040.
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	NONE			
10	Analysis of line 9:				
a	Excess from 2006 NONE				
b	Excess from 2007 NONE				
c	Excess from 2008 NONE				
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	
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).)

NONE

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

NONE

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

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

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

SEE STATEMENT 15

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:

N/A

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient 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 16				
Total . . . . ▶ 3a				652,500.
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	384,918.	
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			15	330,603.	
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	62,080.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b OTHER INCOME			01	212.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				777,813.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 777,813.

(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

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.

▶ DR. G Brock Magruder | NOV 8, 2011 | ▶ PRESIDENT

Signature of officer or trustee DR. G. BROCK MAGRUDER | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY E. KUHLIN	Jeffrey E Kuhlin	10/27/2011		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

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶**Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2010

Name of estate or trust	**Employer identification number**
CHESLEY G MAGRUDER FOUNDATION 52-5636229	59-1920736

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**	10,120.
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**	10,120.

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			62,391.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	**6b**	-16,262.
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**	5,830.
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**	51,959.

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			10,120.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			51,959.
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			62,079.

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: CHESLEY G MAGRUDER FOUNDATION 52-5636229

Employer identification number: 59-1920736

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 605.765 INVESCO SMALL CAP GROWTH-I	03/01/2010	09/20/2010	15,762.00	14,599.00	1,163.00
135.31 GOLDMAN SACHS TRGROWTH OPPORTUNITIES FD I	11/10/2009	09/20/2010	3,012.00	2,643.00	369.00
4958.609 PACIFIC INVESTMENT MANAGEMENT INSTI	06/14/2010	09/20/2010	57,024.00	55,090.00	1,934.00
243.267 PIMCO COMMODITY REALRTN STRATEGY-I	03/01/2010	09/20/2010	1,951.00	1,958.00	-7.00
1029.606 INVESCO SMALL CAP GROWTH-I	03/01/2010	01/28/2011	31,125.00	24,814.00	6,311.00
170.533 JANUS PERKINS SMALL CAP VALUE-I	09/20/2010	01/28/2011	4,129.00	3,779.00	350.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 10,120.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side
CHESLEY G MAGRUDER FOUNDATION 52-5636229

Employer identification number
59-1920736

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 389. IPATH DJ-UBS COMMDTY TTL RTRN ETN	08/22/2008	09/20/2010	16,198.00	23,356.00	-7,158.00
11642.097 RIDGEWORTH FD-INTL EQTY INDEX #RGD8	08/04/2005	09/20/2010	144,362.00	154,374.00	-10,012.00
540. SPDR DJ WILSHIRE INTL REAL ESTATE FD	06/18/2008	09/20/2010	20,287.00	27,327.00	-7,040.00
282. SPDR DOW JONES REIT ETF	07/30/2008	09/20/2010	16,750.00	19,360.00	-2,610.00
2564.548 VANGUARD INSTITUTIONAL INDEX FDSHR B	08/09/2006	09/21/2010	268,662.00	297,257.00	-28,595.00
1620. IPATH DJ-UBS COMMDTY TTL RTRN ETN	09/25/2008	01/28/2011	79,184.00	90,260.00	-11,076.00
987.51 GOLDMAN SACHS TRGROWTH OPPORTUNITIES FD I	11/10/2009	01/28/2011	24,115.00	19,286.00	4,829.00
176.101 JANUS PERKINS SMALL CAP VALUE-I	09/09/2009	01/28/2011	4,263.00	3,404.00	859.00
3343.407 RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	04/30/2007	01/28/2011	40,823.00	45,403.00	-4,580.00
14858.125 RIDGEWORTH FD-INTL EQTY INDEX #RGD8	06/24/2009	01/28/2011	197,167.00	160,868.00	36,299.00
126268.433 RIDGEWORTH FD-INTERMEDIATE BD #RGCF	12/28/2007	01/28/2011	1,315,717.00	1,279,099.00	36,618.00
680. SPDR DJ WILSHIRE INTL REAL ESTATE FD	06/18/2008	01/28/2011	26,152.00	34,412.00	-8,260.00
2576. SPDR DOW JONES REIT ETF	07/30/2008	01/28/2011	160,200.00	176,846.00	-16,646.00
1193.94 VANGUARD INSTITUTIONAL INDEX FDSHR B	08/09/2006	01/28/2011	139,500.00	138,390.00	1,110.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . -16,262.00

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

GOLDMAN SACHS TRGROWTH OPPORTUNITIES FD INSTL	8,029.00	
JANUS PERKINS SMALL CAP VALUE-I	8,018.00	
PIMCO GLOBAL BD US$ HEDGED-I	1,462.00	
PACIFIC INVESTMENT MANAGEMENT INSTITUTIONAL T	21,039.00	
RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	6,306.00	
RIDGEWORTH FD-INTERMEDIATE BD #RGCF	17,536.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		62,391.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		62,391.00

STATEMENT 1

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					62,391.	
		605.765 INVESCO SMALL CAP GROWTH-I PROPERTY TYPE: SECURITIES					03/01/2010	09/20/2010
15,762.00		14,599.00					1,163.00	
		389. IPATH DJ-UBS COMMDTY TTL RTRN ETN PROPERTY TYPE: SECURITIES					08/22/2008	09/20/2010
16,198.00		23,356.00					-7,158.00	
		135.31 GOLDMAN SACHS TRGROWTH OPPORTUNIT PROPERTY TYPE: SECURITIES					11/10/2009	09/20/2010
3,012.00		2,643.00					369.00	
		4958.609 PACIFIC INVESTMENT MANAGEMENT I PROPERTY TYPE: SECURITIES					06/14/2010	09/20/2010
57,024.00		55,090.00					1,934.00	
		243.267 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES					03/01/2010	09/20/2010
1,951.00		1,958.00					-7.00	
		11642.097 RIDGEWORTH FD-INTL EQTY INDEX PROPERTY TYPE: SECURITIES					08/04/2005	09/20/2010
144,362.00		154,374.00					-10,012.00	
		540. SPDR DJ WILSHIRE INTL REAL ESTATE F PROPERTY TYPE: SECURITIES					06/18/2008	09/20/2010
20,287.00		27,327.00					-7,040.00	
		282. SPDR DOW JONES REIT ETF PROPERTY TYPE: SECURITIES					07/30/2008	09/20/2010
16,750.00		19,360.00					-2,610.00	
		2564.548 VANGUARD INSTITUTIONAL INDEX FD PROPERTY TYPE: SECURITIES					08/09/2006	09/21/2010
268,662.00		297,257.00					-28,595.00	
		1029.606 INVESCO SMALL CAP GROWTH-I PROPERTY TYPE: SECURITIES					03/01/2010	01/28/2011
31,125.00		24,814.00					6,311.00	

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)	
		1620. IPATH DJ-UBS COMMDTY TTL RTRN ETN PROPERTY TYPE: SECURITIES					09/25/2008	01/28/2011
79,184.00		90,260.00					-11,076.00	
		987.51 GOLDMAN SACHS TRGROWTH OPPORTUNIT PROPERTY TYPE: SECURITIES					11/10/2009	01/28/2011
24,115.00		19,286.00					4,829.00	
		170.533 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES					09/20/2010	01/28/2011
4,129.00		3,779.00					350.00	
		176.101 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES					09/09/2009	01/28/2011
4,263.00		3,404.00					859.00	
		3343.407 RIDGEWORTH FD-MIDCAP VAL EQTY # PROPERTY TYPE: SECURITIES					04/30/2007	01/28/2011
40,823.00		45,403.00					-4,580.00	
		14858.125 RIDGEWORTH FD-INTL EQTY INDEX PROPERTY TYPE: SECURITIES					06/24/2009	01/28/2011
197,167.00		160,868.00					36,299.00	
		126268.433 RIDGEWORTH FD-INTERMEDIATE BD PROPERTY TYPE: SECURITIES					12/28/2007	01/28/2011
1315717.00		1279099.00					36,618.00	
		680. SPDR DJ WILSHIRE INTL REAL ESTATE F PROPERTY TYPE: SECURITIES					06/18/2008	01/28/2011
26,152.00		34,412.00					-8,260.00	
		2576. SPDR DOW JONES REIT ETF PROPERTY TYPE: SECURITIES					07/30/2008	01/28/2011
160,200.00		176,846.00					-16,646.00	
		1193.94 VANGUARD INSTITUTIONAL INDEX FDS PROPERTY TYPE: SECURITIES					08/09/2006	01/28/2011
139,500.00		138,390.00					1,110.00	

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)	
TOTAL GAIN(LOSS)							62,079.	

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
CHESLEY G MAGRUDER FOUNDATION 52-5636229	59-1920736

DESCRIPTION OF PROPERTY

2155 W COLONIAL DR, ORLANDO, FLORIDA

☐ Yes ☐ No Did you actively participate in the operation of the activity during the tax year?

RENTAL INCOME		330,705.	
OTHER INCOME			
TOTAL GROSS INCOME			330,705.
OTHER EXPENSES:			
INSURANCE		97.	
OTHER EXPENSES		5.	
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			102.
TOTAL RENT OR ROYALTY INCOME (LOSS)			330,603.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			330,603.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des.	(e) Bus. %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
JSA **Totals**									

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER DEDUCTIONS

OTHER RENTAL EXPENSES	5.
	5.

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST		384,918.	392,276.
	TOTAL	384,918.	392,276.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME	212.	212.
TOTALS	212.	212.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREP FEES	1,000.			1,000.
AUDIT FEES	6,830.			6,830.
TOTALS	7,830.	NONE	NONE	7,830.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	68,698.	34,349.	34,349.
TOTALS	68,698.	34,349.	34,349.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX		4,612.
FEDERAL EXCISE TAX	8,378.	
TOTALS	8,378.	4,612.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
RENT AND ROYALTY EXPENSES	102.		
RENT & ROYALTY EXPENSES		102.	
P.O BOX RENTAL FEE	1,020.		1,020.
ANNUAL REPORT	61.		61.
MISCELLANEOUS EXPENSES	116.		116.
TOTALS	1,299.	102.	1,197.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENTS	C	13,093,692.	13,260,814.	16,662,001.
TOTALS		13,093,692.	13,260,814.	16,662,001.

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

DESCRIPTION	AMOUNT
REDUCTION IN LIABILITIES- TRINITY PREP SCHOOL SET ASIDE	25,000.
TOTAL	25,000.

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

DESCRIPTION	AMOUNT
BV ADJ GRANT TO TRINITY PREP SCHOOL	25,000.
TOTAL	25,000.

STATEMENT 9

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STATE(S) WHERE THE FOUNDATION IS REGISTERED
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     FL
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STATEMENT 10

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

THE FOUNDATION DID NOT HAVE ANY UNDISTRIBUTED INCOME FROM PRIOR TAX YEARS. THIS QUESTION DOES NOT APPLY.

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

OFFICER NAME:
ROBERT N. BLACKFORD
ADDRESS:
200 S ORANGE AVE, SOAB 10
ORLANDO, FL 32801
TITLE:
TRUSTEE, AS REQ'D

OFFICER NAME:
DR. G BROCK MAGRUDER
ADDRESS:
200 S ORANGE AVE, SOAB 10
ORLANDO, FL 32801
TITLE:
PRESIDENT, AS REQ'D

OFFICER NAME:
DR. SCOTT GREENWOOD
ADDRESS:
200 S ORANGE AVE, SOAB 10
ORLANDO, FL 32801
TITLE:
VICE PRESIDENT, AS REQ'D

OFFICER NAME:
DR. ALLEN K. HOLCOMB
ADDRESS:
200 S ORANGE AVE, SOAB 10
ORLANDO, FL 32801
TITLE:
SECRETARY/TREASURER, AS REQ'D

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

OFFICER NAME:
  LEON H. HANDLEY
ADDRESS:
  200 SOUTH ORANGE AVE, SOAB 10
  ORLANDO, FL 32801
TITLE:
  TRUSTEE, AS REQ'D

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

NAME:
SUNTRUST BANK
ADDRESS:
200 S ORANGE AVE, SOAB-10
ORLANDO, FL
TYPE OF SERVICE:
INVESTMENT MANAGEMENT

STATEMENT 14

FORM 990PF, PART XV - LINES 2a - 2d
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RECIPIENT NAME:
CHESLEY G MAGRUDER FOUNDATION
ADDRESS:
P.O BOX 4926
ORLANDO, FL 32802
FORM, INFORMATION AND MATERIALS:
SEE ATTACHED GRANT APPLICATION GUIDELINES &
GRANT PROPOSAL SHEET
RESTRICTIONS OR LIMITATIONS ON AWARDS:
LIMITED TO 501(C) 3 ORGANIZATIONS WITH CENTRAL
FLORIDA OPERATIONS

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

RECIPIENT NAME:
SEE ATTACHED STATEMENT
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 652,500.

TOTAL GRANTS PAID: 652,500.

RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
2155 W COLONIAL DR,	330,705.		102.	330,603.
TOTALS	330,705.		102.	330,603.

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311   CASH CONTRIBUTIONS
          DISTRIBUTIONS NOT MATCHED TO BENEFICIARY
          ----------------------------------------
11/08/10  CASH DISBURSEMENT                                        -5000.00                   -5000.00   1011000017
          CHARITABLE CONTRIBUTIONS                                            BENE DISTRIBUTION WITH NO SSN
          CENTRAL FLORIDA HIGH SCHOOL FRIENDSHIP PROJECT                            **CHANGED** 12/02/10 RSR
          FOR:
          PAID TO:
                   BEST BUDDIES FLORIDA
          TR TRAN#=IN000905000001  TR CD=072    REG=0    PORT=PRIN

11/08/10  CASH DISBURSEMENT                                        -5000.00                   -5000.00   1011000018
          CHARITABLE CONTRIBUTIONS                                            BENE DISTRIBUTION WITH NO SSN
          RESIDENTS SCHOLARSHIP FUND                                                **CHANGED** 12/02/10 RSR
          FOR:
          PAID TO:
                   BISHOP GRADY VILLAS, INC
          TR TRAN#=IN000905000002  TR CD=072    REG=0    PORT=PRIN

11/08/10  CASH DISBURSEMENT                                        -8000.00                   -8000.00   1011000019
          CHARITABLE CONTRIBUTIONS                                            BENE DISTRIBUTION WITH NO SSN
          PROGRAM SCHOLARSHIPS                                                      **CHANGED** 12/02/10 RSR
          FOR:
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TAX                                                                                                        EDIT
CODE/DATE TRANSACTIONS                                                   TAXABLE        INCOME    PRINCIPAL  NUMBER
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311    CASH CONTRIBUTIONS (CONTINUED)
          DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)
          ---------------------------------------------------

          PAID TO:
                   BOYS & GIRLS CLUBS OF CENTRAL
                   FLORIDA
          TR TRAN#=IN000905000003  TR CD=072    REG=0    PORT=PRIN

11/08/10  CASH DISBURSEMENT                                             -5000.00                     -5000.00  1011000021
          CHARITABLE CONTRIBUTIONS                                                  BENE DISTRIBUTION WITH NO SSN
          DOG PLACEMENT AND FOLLOW-UP SERVICE                                                 **CHANGED** 12/02/10 RSR
          FOR:
          PAID TO:
                   CANINE COMPANIONS FOR INDEPENDENCE
          TR TRAN#=IN000905000005  TR CD=072    REG=0    PORT=PRIN

11/08/10  CASH DISBURSEMENT                                            -10000.00                    -10000.00  1011000022
          CHARITABLE CONTRIBUTIONS                                                  BENE DISTRIBUTION WITH NO SSN
          FAMILY EMERGENCY SERVICES AND DAILY BREAD PROGRAMS                                  **CHANGED** 12/02/10 RSR
          FOR:
          PAID TO:
                   CHRISTIAN SERVICE CENTER FOR CENTRAL
                   FLORIDA
          TR TRAN#=IN000905000006  TR CD=072    REG=0    PORT=PRIN

11/08/10  CASH DISBURSEMENT                                            -10000.00                    -10000.00  1011000023
          CHARITABLE CONTRIBUTIONS                                                  BENE DISTRIBUTION WITH NO SSN
          CASE MANAGER                                                                        **CHANGED** 12/02/10 RSR
          FOR:
          PAID TO:
                   COALITION FOR THE HOMELESS OF
                   CENTRAL FLORIDA
          TR TRAN#=IN000905000007  TR CD=072    REG=0    PORT=PRIN

11/08/10  CASH DISBURSEMENT                                             -5000.00                     -5000.00  1011000024
          CHARITABLE CONTRIBUTIONS                                                  BENE DISTRIBUTION WITH NO SSN
          COMMUNITY SERVICE CENTER PROGRAMS                                                   **CHANGED** 12/02/10 RSR
          FOR:
          PAID TO:
                   FAMILY SERVICES OF METRO ORLANDO/
                   COMMUNITY SERVICE CENTER
          TR TRAN#=IN000905000008  TR CD=072    REG=0    PORT=PRIN

11/08/10  CASH DISBURSEMENT                                             -5000.00                     -5000.00  1011000020
          CHARITABLE CONTRIBUTIONS                                                  BENE DISTRIBUTION WITH NO SSN
          THERAPEUTIC SUMMER CAMP PROGRAMS                                                    **CHANGED** 12/02/10 RSR
          FOR:
          PAID TO:
                   CAMP BOGGY CREEK
          TR TRAN#=IN000905000004  TR CD=072    REG=0    PORT=PRIN

11/08/10  CASH DISBURSEMENT                                            -10000.00                    -10000.00  1011000026
          CHARITABLE CONTRIBUTIONS                                                  BENE DISTRIBUTION WITH NO SSN
          SALARY AND OPERATING EXPENSES                                                       **CHANGED** 12/02/10 RSR
          FOR:
          PAID TO:
                   JUSTICE AND PEACE OFFICE, INC.
          TR TRAN#=IN000905000010  TR CD=072    REG=0    PORT=PRIN

11/08/10  CASH DISBURSEMENT                                            -10000.00                    -10000.00  1011000027
          CHARITABLE CONTRIBUTIONS                                                  BENE DISTRIBUTION WITH NO SSN
          EARLY INTERVENTION AND SCHOOL AGE PROGRAM SERVICES                                  **CHANGED** 12/02/10 RSR
          FOR:
          PAID TO:
                   LIGHTHOUSE CENTRAL FLORIDA
          TR TRAN#=IN000905000011  TR CD=072    REG=0    PORT=PRIN

11/08/10  CASH DISBURSEMENT                                            -10000.00                    -10000.00  1011000028
          CHARITABLE CONTRIBUTIONS                                                  BENE DISTRIBUTION WITH NO SSN
          GROUP AND INDIVIDUAL COUNSELING SERVICES                                            **CHANGED** 12/02/10 RSR
          FOR:
          PAID TO:
                   LIVING HOPE INTERNATIONAL MINISTRY,
                   INC
          TR TRAN#=IN000905000012  TR CD=072    REG=0    PORT=PRIN

11/08/10  CASH DISBURSEMENT                                             -5000.00                     -5000.00  1011000029
          CHARITABLE CONTRIBUTIONS                                                  BENE DISTRIBUTION WITH NO SSN
          DOMESTIC VIOLENCE PREVENTION PROGRAM                                                **CHANGED** 12/02/10 RSR
          FOR:
          PAID TO:
                   MICHELEE PUPPETS, INC.
          TR TRAN#=IN000905000013  TR CD=072    REG=0    PORT=PRIN

11/08/10  CASH DISBURSEMENT                                            -10000.00                    -10000.00  1011000025
          CHARITABLE CONTRIBUTIONS                                                  BENE DISTRIBUTION WITH NO SSN
          GENERAL PROGRAM AND OPERATING SUPPORT                                               **CHANGED** 12/02/10 RSR
          FOR:
          PAID TO:
                   HISTORICAL SOCIETY OF CENTRAL
                   FLORIDA
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TAX                                                                                               EDIT
CODE/DATE TRANSACTIONS                                          TAXABLE        INCOME     PRINCIPAL   NUMBER
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311    CASH CONTRIBUTIONS (CONTINUED)
          DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)
          ---------------------------------------------------

          TR TRAN#=IN000905000009  TR CD=072    REG=0    PORT=PRIN

11/08/10  CASH DISBURSEMENT                                       -10000.00                  -10000.00  1011000031
          CHARITABLE CONTRIBUTIONS                                              BENE DISTRIBUTION WITH NO SSN
          SCHOLARSHIP ASSISTANCE                                                         **CHANGED** 12/02/10 RSR
          FOR:
          PAID TO:
                   WEEKDAY SCHOOL-FIRST PRESBYTERIAN
                   CHURCH
          TR TRAN#=IN000905000015  TR CD=072    REG=0    PORT=PRIN

11/08/10  CASH DISBURSEMENT                                        -5000.00                   -5000.00  1011000032
          CHARITABLE CONTRIBUTIONS                                              BENE DISTRIBUTION WITH NO SSN
          COACHING FOR YOUTH MINISTRY                                                    **CHANGED** 12/02/10 RSR
          FOR:
          PAID TO:
                   YOUTH MINISTRY INSTITUTE OF ORLANDO
          TR TRAN#=IN000905000016  TR CD=072    REG=0    PORT=PRIN

11/08/10  CASH DISBURSEMENT                                        -5000.00                   -5000.00  1011000030
          CHARITABLE CONTRIBUTIONS                                              BENE DISTRIBUTION WITH NO SSN
          GENERAL OPERATING EXPENSES                                                     **CHANGED** 12/02/10 RSR
          FOR:
          PAID TO:
                   ORLANDO UNION RESCUE MISSION
          TR TRAN#=IN000905000014  TR CD=072    REG=0    PORT=PRIN

12/15/10  CASH DISBURSEMENT                                       -50000.00                  -50000.00  1012000033
          CHARITABLE CONTRIBUTIONS                                              BENE DISTRIBUTION WITH NO SSN
          GRANT PAYMENT                                                                  **CHANGED** 01/03/11 RSR
          FOR:
          PAID TO: M0008618
                   ROLLINS COLLEGE
          TR TRAN#=ZY000516000243  TR CD=072    REG=0    PORT=PRIN

12/15/10  CASH DISBURSEMENT                                       -10000.00                  -10000.00  1012000034
          CHARITABLE CONTRIBUTIONS                                              BENE DISTRIBUTION WITH NO SSN
          GRANT COMMITMENT SCHEDULE 11/26/08                                             **CHANGED** 01/03/11 RSR
          FOR:
          PAID TO: F5636229
                   DR. PHILLIPS ORLANDO PERFORMING ARTS
                   CENTER
          TR TRAN#=ZY000516000244  TR CD=072    REG=0    PORT=PRIN

12/17/10  CASH DISBURSEMENT                                       -10000.00                  -10000 00  1012000040
          OTHER ALLOCABLE EXP 2%                                                         **CHANGED** 08/19/11 SXH
          LITTLE FLORIDA COAST LINE HISTORICAL TRAIN
          EDUCATION
          FOR
          PAID TO:
                   CENTRAL FLORIDA ZOO & BOTANICAL
                   GARDENS
          TR TRAN#=IN002265000001  TR CD=073    REG=0    PORT=PRIN

12/17/10  CASH DISBURSEMENT                                        -5000.00                   -5000 00  1012000041
          OTHER ALLOCABLE EXP 2%                                                         **CHANGED** 08/19/11 SXH
          FOOD PROGRAM FOR UNEMPLOYED AND THEIR CHILDREN
          FOR:
          PAID TO
                   CHRISTIAN HELP, INC
          TR TRAN#=IN002265000003  TR CD=073    REG=0    PORT=PRIN

12/17/10  CASH DISBURSEMENT                                       -10000 00                  -10000 00  1012000042
          OTHER ALLOCABLE EXP 2%                                                         **CHANGED** 08/19/11 SXH
          FOUR 12
          FOR·
          PAID TO
                   FIRST PRESBYTERIAN CHURCH OF ORLANDO
          TR TRAN#=IN002265000004  TR CD=073    REG=0    PORT=PRIN

12/17/10  CASH DISBURSEMENT                                       -10000 00                  -10000 00  1012000043
          OTHER ALLOCABLE EXP 2%                                                         **CHANGED** 08/19/11 SXH
          COMPASSION CORNER
          FOR
          PAID TO:
                   FIRST PRESBYTERIAN CHURCH OF ORLANDO
          TR TRAN#=IN002265000005  TR CD=073    REG=0    PORT=PRIN

12/17/10  CASH DISBURSEMENT                                        -5000 00                   -5000 00  1012000044
          OTHER ALLOCABLE EXP 2%                                                         **CHANGED** 08/19/11 SXH
          MENTAL HEALTH SERVICES AND PROGRAMS
          FOR:
          PAID TO
                   LUTHERAN COUNSELING SERVICE
          TR TRAN#=IN002265000006  TR CD=073    REG=0    PORT=PRIN

12/17/10  CASH DISBURSEMENT                                       -10000.00                  -10000 00  1012000045
          OTHER ALLOCABLE EXP 2%                                                         **CHANGED** 08/19/11 SXH
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TAX                                                                                                    EDIT
CODE/DATE TRANSACTIONS                                           TAXABLE         INCOME      PRINCIPAL  NUMBER
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311    CASH CONTRIBUTIONS (CONTINUED)
          DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)
          ---------------------------------------------------

          REMODELING/NEW HOME PROJECT
          FOR.
          PAID TO:
                   RUSSELL HOME FOR ATYPICAL CHILDREN
          TR TRAN#=IN002265000007  TR CD=073    REG=0    PORT=PRIN

12/17/10  CASH DISBURSEMENT                                        -5000.00                          -5000 00   1012000046
          OTHER ALLOCABLE EXP 2%                                                              **CHANGED** 08/19/11 SXH
          GENERAL OPERATING - CENTRAL FLORIDA AREA
          FOR·
          PAID TO·
                   SALVATION ARMY
          TR TRAN#=IN002265000008  TR CD=073    REG=0    PORT=PRIN

12/17/10  CASH DISBURSEMENT                                       -10000 00                         -10000 00   1012000047
          OTHER ALLOCABLE EXP 2%                                                              **CHANGED** 08/19/11 SXH
          IMPROVING EDUCATION CURRICULUM
          FOR·
          PAID TO.
                   UCP CHILD DEVELOPMENT CENTER
          TR TRAN#=IN002265000009  TR CD=073    REG=0    PORT=PRIN

12/17/10  CASH DISBURSEMENT                                        -5000.00                          -5000 00   1012000048
          OTHER ALLOCABLE EXP 2%                                                              **CHANGED** 08/19/11 SXH
          GENERAL OPERATING
          FOR
          PAID TO:
                   HI TECH TUTORING
          TR TRAN#=IN002265000010  TR CD=073    REG=0    PORT=PRIN

12/17/10  CASH DISBURSEMENT                                       -10000.00                         -10000 00   1012000049
          OTHER ALLOCABLE EXP 2%                                                              **CHANGED** 08/19/11 SXH
          ROBINSON RESIDENCE
          FOR
          PAID TO:
                   HOSPICE OF THE COMFORTER
          TR TRAN#=IN002265000011  TR CD=073    REG=0    PORT=PRIN

12/17/10  CASH DISBURSEMENT                                       -10000.00                         -10000 00   1012000050
          OTHER ALLOCABLE EXP 2%                                                              **CHANGED** 08/19/11 SXH
          HOUSING FOR WOMEN AND CHILDREN
          FOR
          PAID TO:
                   THE MUSTARD SEED
          TR TRAN#=IN002265000012  TR CD=073    REG=0    PORT=PRIN

03/30/11  CASH DISBURSEMENT                                        -5000 00                          -5000.00   1103000032
          CHARITABLE CONTRIBUTIONS                                                            **CHANGED** 10/05/11 SXH
          MENTORING AT-RISK YOUTH
          FOR
          PAID TO
                   BIG BROTHER BIG SISTERS
                   OF CENTRAL FLORIDA
          TR TRAN#=IN003505000001  TR CD=072    REG=0    PORT=PRIN

03/30/11  CASH DISBURSEMENT                                       -10000 00                         -10000 00   1103000033
          CHARITABLE CONTRIBUTIONS                                                            **CHANGED** 10/05/11 SXH
          RESIDENTIAL PROGRAM
          FOR:
          PAID TO
                   BETA CENTER INC
          TR TRAN#=IN003505000002  TR CD=072    REG=0    PORT=PRIN

03/30/11  CASH DISBURSEMENT                                       -10000.00                         -10000 00   1103000035
          CHARITABLE CONTRIBUTIONS                                                            **CHANGED** 10/05/11 SXH
          TRANSPORTATION COSTS
          FOR.
          PAID TO:
                   CENTRAL CARE MISSION OF ORLANDO
          TR TRAN#=IN003505000004  TR CD=072    REG=0    PORT=PRIN

03/30/11  CASH DISBURSEMENT                                        -5000.00                          -5000.00   1103000034
          CHARITABLE CONTRIBUTIONS                                                            **CHANGED** 10/05/11 SXH
          JROTC PROGRAM
          FOR:
          PAID TO
                   BOONE HIGH SCHOOL
          TR TRAN#=IN003505000003  TR CD=072    REG=0    PORT=PRIN

03/30/11  CASH DISBURSEMENT                                        -5000 00                          -5000 00   1103000043
          CHARITABLE CONTRIBUTIONS                                                            **CHANGED** 10/05/11 SXH
          SOFTWARE AND MARKETING MATERIALS
          FOR.
          PAID TO:
                   ITN ORLANDO
          TR TRAN#=IN003505000012  TR CD=072    REG=0    PORT=PRIN

03/30/11  CASH DISBURSEMENT                                        -5000 00                          -5000 00   1103000047
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TAX                                                                                                      EDIT
CODE/DATE TRANSACTIONS                                                  TAXABLE        INCOME     PRINCIPAL   NUMBER
--------- ------------                                               ------------  ------------  ------------ ----------

311   CASH CONTRIBUTIONS (CONTINUED)
        DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)
        --------------------------------------------------

        CHARITABLE CONTRIBUTIONS                                                                **CHANGED** 10/05/11 SXH
        FALL 2011 WORKSHOPS
        FOR
        PAID TO
                ORANGE COUNTY LIBRARY SYSTEM
        TR TRAN#=IN003505000016  TR CD=072    REG=0    PORT=PRIN

03/30/11  CASH DISBURSEMENT                                            -10000 00                    -10000 00   1103000048
        CHARITABLE CONTRIBUTIONS                                                                **CHANGED** 10/05/11 SXH
        TUESDAY GATHERINGS AND PROJECTS
        FOR
        PAID TO
                THE GATHERING USA
        TR TRAN#=IN003505000017  TR CD=072    REG=0    PORT=PRIN

03/30/11  CASH DISBURSEMENT                                            -10000.00                    -10000 00   1103000036
        CHARITABLE CONTRIBUTIONS                                                                **CHANGED** 10/05/11 SXH
        VETERANS MEMORIAL PARK
        FOR.
        PAID TO
                CENTRAL FLORIDA VETERANS MEMORIAL
                PARK FDN
        TR TRAN#=IN003505000005  TR CD=072    REG=0    PORT=PRIN

03/30/11  CASH DISBURSEMENT                                            -10000 00                    -10000 00   1103000037
        CHARITABLE CONTRIBUTIONS                                                                **CHANGED** 10/05/11 SXH
        YOUTH SCHOLARSHIP FUND
        FOR:
        PAID TO:
                CENTRAL FLORIDA YMCA
        TR TRAN#=IN003505000006  TR CD=072    REG=0    PORT=PRIN

03/30/11  CASH DISBURSEMENT                                            -25000.00                    -25000 00   1103000038
        CHARITABLE CONTRIBUTIONS                                                                **CHANGED** 10/05/11 SXH
        CHRISTIAN MINISTRY ($75000 OVER 3 YRS)
        FOR.
        PAID TO
                FIRST PRESBYTERIAN CHURCH
                OF GAINESVILLE
        TR TRAN#=IN003505000007  TR CD=072    REG=0    PORT=PRIN

03/30/11  CASH DISBURSEMENT                                            -12000.00                    -12000 00   1103000039
        CHARITABLE CONTRIBUTIONS                                                                **CHANGED** 10/05/11 SXH
        ENDOWED SCHOLARSHIP ($36000 OVER 3 YRS)
        FOR
        PAID TO
                FLORIDA SOUTHERN COLLEGE
        TR TRAN#=IN003505000008  TR CD=072    REG=0    PORT=PRIN

03/30/11  CASH DISBURSEMENT                                            -50000.00                    -50000.00   1103000040
        CHARITABLE CONTRIBUTIONS                                                                **CHANGED** 10/05/11 SXH
        ELECTRONIC HEALTHCARE RECORDS
        FOR
        PAID TO:
                GRACE MEDICAL HOME
        TR TRAN#=IN003505000009  TR CD=072    REG=0    PORT=PRIN

03/30/11  CASH DISBURSEMENT                                            -10000.00                    -10000.00   1103000041
        CHARITABLE CONTRIBUTIONS                                                                **CHANGED** 10/05/11 SXH
        GENERAL OPERATING SUPPORT
        FOR
        PAID TO:
                HEALTH CARE CENTER FOR THE HOMELESS
        TR TRAN#=IN003505000010  TR CD=072    REG=0    PORT=PRIN

03/30/11  CASH DISBURSEMENT                                            -15000.00                    -15000 00   1103000042
        CHARITABLE CONTRIBUTIONS                                                                **CHANGED** 10/05/11 SXH
        GENERAL OPERATING EXPENSES
        FOR
        PAID TO:
                IDIGNITY
        TR TRAN#=IN003505000011  TR CD=072    REG=0    PORT=PRIN

03/30/11  CASH DISBURSEMENT                                            -10000 00                    -10000 00   1103000044
        CHARITABLE CONTRIBUTIONS                                                                **CHANGED** 10/05/11 SXH
        SCHOLARSHIP FUNDING
        FOR
        PAID TO:
                JOBS PARTNERSHIP OF FLORIDA
        TR TRAN#=IN003505000013  TR CD=072    REG=0    PORT=PRIN

03/30/11  CASH DISBURSEMENT                                            -20000 00                    -20000 00   1103000045
        CHARITABLE CONTRIBUTIONS                                                                **CHANGED** 10/05/11 SXH
        JA PROGRAMS
        FOR·
        PAID TO
                JUNIOR ACHIEVEMENT OF
                CENTRAL FLORIDA
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TAX                                                                                                      EDIT
CODE/DATE TRANSACTIONS                                          TAXABLE        INCOME       PRINCIPAL   NUMBER
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311    CASH CONTRIBUTIONS (CONTINUED)
          DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)
          ---------------------------------------------------

          TR TRAN#=IN003505000014  TR CD=072     REG=0     PORT=PRIN

03/30/11  CASH DISBURSEMENT                                       -10000 00                      -10000 00   1103000046
          CHARITABLE CONTRIBUTIONS                                                              **CHANGED** 10/05/11 SXH
          TELEPHONE SYSTEM
          FOR
          PAID TO·
                   LEGAL AID SOCIETY OF ORANGE COUNTY
          TR TRAN#=IN003505000015  TR CD=072     REG=0     PORT=PRIN

06/07/11  CASH DISBURSEMENT                                        -7500.00                       -7500 00   1106000019
          CHARITABLE CONTRIBUTIONS                                                              **CHANGED** 10/05/11 SXH
          ERASING THE GAP
          FOR:
          PAID TO:
                   A GIFT FOR TEACHING
          TR TRAN#=IN000779000001  TR CD=072     REG=0     PORT=PRIN

06/07/11  CASH DISBURSEMENT                                       -10000 00                      -10000 00   1106000020
          CHARITABLE CONTRIBUTIONS                                                              **CHANGED** 10/05/11 SXH
          LITERACY AND EDUCATIONAL SERVICES
          FOR:
          PAID TO:
                   ADULT LITERACY LEAGUE
          TR TRAN#=IN000779000002  TR CD=072     REG=0     PORT=PRIN

06/07/11  CASH DISBURSEMENT                                       -10000.00                      -10000.00   1106000021
          CHARITABLE CONTRIBUTIONS                                                              **CHANGED** 10/05/11 SXH
          MEDICAL STAFF
          FOR
          PAID TO
                   CAMP THUNDERBIRD
          TR TRAN#=IN000779000003  TR CD=072     REG=0     PORT=PRIN

06/07/11  CASH DISBURSEMENT                                       -10000.00                      -10000 00   1106000022
          CHARITABLE CONTRIBUTIONS                                                              **CHANGED** 10/05/11 SXH
          A PLACE FOR CHILDREN
          FOR:
          PAID TO:
                   CHILDRENS HOME SOCIETY OF FLORIDA
          TR TRAN#=IN000779000004  TR CD=072     REG=0     PORT=PRIN

06/07/11  CASH DISBURSEMENT                                       -10000.00                      -10000 00   1106000023
          CHARITABLE CONTRIBUTIONS                                                              **CHANGED** 10/05/11 SXH
          ELEVATE MORE STUDENTS
          FOR.
          PAID TO.
                   ELEVATE ORLANDO
          TR TRAN#=IN000779000005  TR CD=072     REG=0     PORT=PRIN

06/07/11  CASH DISBURSEMENT                                       -10000 00                      -10000 00   1106000024
          CHARITABLE CONTRIBUTIONS                                                              **CHANGED** 10/05/11 SXH
          EDUCATIONAL INITIATIVE
          FOR
          PAID TO·
                   FOUNDATION FOR FOSTER CHILDREN
          TR TRAN#=IN000779000006  TR CD=072     REG=0     PORT=PRIN

06/07/11  CASH DISBURSEMENT                                       -10000.00                      -10000 00   1106000025
          CHARITABLE CONTRIBUTIONS                                                              **CHANGED** 10/05/11 SXH
          COUNSELOR & TEEN SCHOLARSHIPS
          FOR
          PAID TO
                   HOUSE OF HOPE ORLANDO
          TR TRAN#=IN000779000007  TR CD=072     REG=0     PORT=PRIN

06/07/11  CASH DISBURSEMENT                                       -35000.00                      -35000 00   1106000026
          CHARITABLE CONTRIBUTIONS                                                              **CHANGED** 10/05/11 SXH
          FINANCIAL AID ENDOWMENT
          FOR·
          PAID TO·
                   LAKE HIGHLAND PREPARATORY SCHOOL INC
          TR TRAN#=IN000779000008  TR CD=072     REG=0     PORT=PRIN

06/07/11  CASH DISBURSEMENT                                       -25000.00                      -25000 00   1106000027
          CHARITABLE CONTRIBUTIONS                                                              **CHANGED** 10/05/11 SXH
          OMA FY2011-2012 SEASON OF EXCELLENCE
          FOR
          PAID TO:
                   ORLANDO MUSEUM OF ART
          TR TRAN#=IN000779000009  TR CD=072     REG=0     PORT=PRIN

06/07/11  CASH DISBURSEMENT                                       -35000.00                      -35000 00   1106000028
          CHARITABLE CONTRIBUTIONS                                                              **CHANGED** 10/05/11 SXH
          PROFESSIONAL DEVELOPMENT & FINANCIAL ASSISTANCE
          FOR
          PAID TO.
                   THE CHRIST SCHOOL
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TAX                                                                                                                 EDIT
CODE/DATE TRANSACTIONS                                                      TAXABLE         INCOME      PRINCIPAL   NUMBER
--------- ------------                                                 ------------   ------------   ------------   ----------

311   CASH CONTRIBUTIONS (CONTINUED)
          DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)
          ----------------------------------------------------

          TR TRAN#=IN000779000010  TR CD=072    REG=0    PORT=PRIN
                                                                       ------------   ------------   ------------
          TOTAL CODE 311 - CASH CONTRIBUTIONS                            -652500.00           0.00     -652500.00
                                                                       ============   ============   ============
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THE CHESLEY G. MAGRUDER FOUNDATION, INC.

SunTrust Bank
Foundations and Endowments Specialty Practice
Attn: Nicole D'Alessandro
PO Box 4926
Orlando, Florida 32802-4926
Or
200 S. Orange Avenue, SOAB - 10th Floor
Orlando, FL 32801

GRANT APPLICATION GUIDELINES

THE CHESLEY G. MAGRUDER FOUNDATION, INC GENERALLY RESTRICTS ITS FUNDING POLICY TO LOCAL (CENTRAL FLORIDA) ENDEAVORS.

APPLICANTS MUST BE TAX EXEMPT UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE.

DIRECT SUPPORT TO INDIVIDUALS IS NOT PERMITTED.

ONLY ONE GRANT REQUEST WILL BE CONSIDERED DURING THE FOUNDATION'S FISCAL YEAR (JULY 1 – JUNE 30).

HOW TO APPLY

INSTITUTIONS/ORGANIZATIONS WISHING TO APPLY FOR FUNDS SHOULD SUPPLY THE FOUNDATION WITH ONE ORIGINAL AND FIVE (5) COPIES OF A FULLY DEVELOPED PROPOSAL. PLEAE DO NOT SUBMIT PROPOSALS IN THREE RING BINDERS.

THE PROPOSAL SHOULD INCLUDE THE FOLLOWING AND BE FORWARDED TO THE ADDRESS ABOVE ON OR BEFORE THE SCHEDULED DEADLINE.

- COMPLETE THE APPLICATION PROVIDED AND ATTACH A COPY TO EACH OF THE SIX GRANT PROPOSALS
- DESCRIPTION OF THE ORGANIZATION'S/INSTITUTION'S PRINCIPAL OBJECTIVES
- BRIEF HISTORY OF THE ORGANIZATION, INCLUDING STATEMENT OF SPECIFIC LOCAL IMPACT OF THE ORGANIZATION'S ACTIVITIES IN EACH OF THE PRIOR 3 YEARS
- QUALIFICATIONS OF THE ORGANIZATION/INSTITUTION
- LIST OF THE BOARD OF DIRECTORS
- BRIEF DESCRIPTION OF SPECIFIC PROPOSAL OR PURPOSE OF THE GRANT
- PROVIDE PROOF OF TAX EXEMPT STATUS
- EXPECTED OUTCOME OF THE PROJECT INCLUDING STATEMENT OF SPECIFIC LOCAL IMPACT OF ORGANIZATION
- FINANCIAL INFORMATION FOR PRIOR 3 YEARS (FINANCIAL STATEMENTS; AUDITED OR UNAUDITED)
- PROPOSED ORGANIZATIONAL BUDGET FOR CURRENT YEAR AND PROJECT BUDGET
- SOURCE(S) OF OTHER FUNDING (IF APPLICABLE)

FOLLOW-UP PROCESS

PROPOSALS WILL BE REVIEWED UPON RECEIPT. ADDITIONAL INFORMATION MAY BE REQUESTED. ONCE ALL REQUIRED INFORMATION IS RECEIVED, THE PROPOSAL WILL BE PRESENTED AT THE NEXT REGULARLY SCHEDULED MEETING OF THE BOARD OF TRUSTEES.

ONCE A DECISION IS MADE BY THE TRUSTEES, THE FOUNDATION PRESIDENT WILL COMMUNICATE THE DECISION TO THE APPLICANT FORMALLY IN WRITING.

FOR FURTHER INFORMATION, PLEASE CALL MELANIE CIANCIOTTO OR NICOLE D'ALESSANDRO AT SUNTRUST BANK FOUNDATION AND ENDOWMENT SPECIALTY PRACTICE, (407) 237-4500.

THE CHESLEY G. MAGRUDER FOUNDATION, INC.
SunTrust Bank
Foundations and Endowments Specialty Practice
Attn: Melanie Cianciotto
PO Box 4926
Orlando, Florida 32802-4926

GRANT PROPOSAL APPLICATION

DATE: ____________

NAME OF ORGANIZATION: ____________

NAME, TITLE & ADDRESS CONTACT:

(PERSON) ____________

(TITLE) ____________

(STREET ADDRESS) ____________

(CITY / STATE / ZIP) ____________

(PHONE NUMBER) ____________ (FAX) ____________

(E-MAIL ADDRESS) ____________

AMOUNT OF CURRENT GRANT REQUEST: $ ____________

PURPOSE OF GRANT REQUEST: ____________

____

____

____

PRIOR GRANTS RECEIVED FROM THE CHESLEY G. MAGRUDER FOUNDATION

PURPOSE OF GRANT REQUEST: ____________

____

____

DATE: ____________ AMOUNT: $ ____________

PURPOSE OF GRANT REQUEST: ____________

____

____

DATE: ____________ AMOUNT: $ ____________

PURPOSE OF GRANT REQUEST: ____________

____

____

DATE: ____________ AMOUNT: $ ____________

SUNTRUST

AGRUDER, CHESLEY G. FDN IM
:COUNT NO. 5636229

PORTFOLIO SUMMARY

AS OF 06/30/11

AJOR INVESTMENT CLASS	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
:INCIPAL PORTFOLIO						
:INCIPAL CASH	39,055.84-	0.23-%	39,055.84-			
'IF & MONEY MARKET FUNDS	45,515.45	0.27 %	45,515.45	0.00	44	0.10 %
!UITY SECURITIES	781,647.94	4.67 %	797,288.14	15,640.20-	25,085	3.21 %
ITUAL FUNDS	10,476,786.73	62.65 %	9,314,834.95	1,161,951.78	212,482	2.03 %
:OPRIETARY FUNDS	1,728,566.78	10.34 %	1,616,020.87	112,545.91	57,957	3.35 %
:AL ESTATE	3,700,000.00	22.13 %	1,532,669.00	2,167,331.00	0	0.00 %
'SCELLANEOUS ASSETS	0.00	0.00 %	1.00	1.00-	0	0.00 %
ABILITIES	25,000.00-	0.15-%	25,000.00-	0.00	0	0.00 %
PRINCIPAL PORTFOLIO TOTAL	16,668,461.06	99.68 %	13,242,273.57	3,426,187.49	295,568	1.77 %
ICOME PORTFOLIO						
ICOME CASH	53,843.26	0.32 %	53,843.26			
TAL ASSETS	16,722,304.32	100.00 %	13,296,116.83	3,426,187.49	295,568	1.77 %

SUNTRUST

ıGRUDER, CHESLEY G. FDN IM
:COUNT NO. 5636229

PORTFOLIO DETAIL

AS OF 06/30/11

ıR VALUE ı 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
:INCIPAL PORTFOLIO						
	PRINCIPAL CASH	39,055.55- 0.23-%	39,055.55-			
'IF & MONEY MARKET FUNDS						
45,515.45	FEDERATED MONEY MKT OBLIGS TR PRIME OBLIGS INSTL FFS #10 CUSIP: 609010DF7	45,515.45 1.000 0.27 %	45,515.45 1.00	0.00	44	0.10 % 0.00 %
ıUITY SECURITIES						
NANCIALS						
3,363	SPDR DJ WILSHIRE INTL REAL ESTATE ETF CUSIP: 78463X863	135,797.94 40.380 0.81 %	170,187.64 50.61	34,389.70-	11,905	8.77 % 0.00 %
2,050	SPDR DOW JONES REIT ETF CUSIP: 78464A607	136,530.00 66.600 0.82 %	136,583.86 66.63	53.86-	3,948	2.89 % 0.00 %
2,400	SUNTRUST BANKS INC COM CUSIP: 867914103	61,920.00 25.800 0.37 %	86,460.00 36.02	24,540.00-	96	0.16 % 0.00 %
TOTAL FINANCIALS		334,247.94	393,231.50	58,983.56-	15,949	4.77 %

PORTFOLIO DETAIL

IAGRUDER, CHESLEY G. FDN IM
CCOUNT NO. 5636229

AS OF 06/30/11

AR VALUE R 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
UTUAL FUNDS-EQUITY						
4,120	BARCLAYS BK PLC IPATH DOW JONES-UBS COMMODITY INDEX TOTAL RETURN ETN 06/12/36 CUSIP: 06738C778	194,587.60 47.230 1.16 %	164,049.66 39.82	30,537.94	0	0.00 % 0.00 %
UTUAL FUNDS-FIXED INCOME						
2,285	ISHARES TR US TRSY INFLN PROTECTED SECS BD ETF CUSIP: 464287176	252,812.40 110.640 1.51 %	240,006.98 105.04	12,805.42	9,135	3.61 % 0.00 %
TOTAL EQUITY SECURITIES		781,647.94	797,288.14	15,640.20-	25,085	3.21 %
UTUAL FUNDS						
78,675.875	FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL CUSIP: 34984T600	856,780.28 10.890 5.12 %	831,261.00 10.57	25,519.28	3,540	0.41 % 0.00 %
35,909.025	GOLDMAN SACHS TR GROWTH OPPORTUNITIES FD INSTL CL CUSIP: 38142Y401	911,730.14 25.390 5.45 %	701,303.28 19.53	210,426.86	0	0.00 % 0.00 %
3,589.037	HARBOR FD CAP APPRECIATION FD INSTL CL CUSIP: 411511504	142,915.45 39.820 0.85 %	131,933.00 36.76	10,982.45	276	0.19 % 0.00 %
11,141.954	INVESCO GROWTH SER SMALL CAP GROWTH FD CL INSTL CUSIP: 00141M622	376,263.79 33.770 2.25 %	268,521.08 24.10	107,742.71	0	0.00 % 0.00 %

AGRUDER, CHESLEY G. FDN IM
CCOUNT NO. 5636229

PORTFOLIO DETAIL

AS OF 06/30/11

AR VALUE R 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
12,828.581	JANUS FDS PERKINS SMALL CAP VALUE FD CL I CUSIP: 47103C183	320,842.81 25.010 1.92 %	247,976.47 19.33	72,866.34	1,501	0.47 % 0.00 %
23,097.327	LEGG MASON GLOBAL TR BATTERYMARCH EMERGING MKTS TR INSTL CUSIP: 52465U607	561,034.07 24.290 3.36 %	422,324.00 18.28	138,710.07	3,950	0.70 % 0.00 %
49,050.618	MFS FDS RESEARCH INTL FD INSTL CL CUSIP: 552983470	821,107.35 16.740 4.91 %	685,977.00 13.99	135,130.35	11,380	1.39 % 0.00 %
21,442.212	PIMCO FDS COMMODITY REALRETURN STRATEGY INSTL CUSIP: 722005667	187,404.93 8.740 1.12 %	175,590.70 8.19	11,814.23	24,830	13.25 % 0.00 %
11,642.836	PIMCO FDS GLOBAL BD FD US$ HEDGED INSTL CL CUSIP: 693390130	114,681.93 9.850 0.69 %	112,078.64 9.63	2,603.29	3,015	2.63 % 0.00 %
47,029.469	PIMCO FDS PAC INVT MGMT SER INVT GRADE CORP BD FD INSTL CL CUSIP: 722005816	500,863.84 10.650 3.00 %	494,750.00 10.52	6,113.84	27,653	5.52 % 0.00 %
44,358.022	PIMCO FDS LOW DURATION FD INSTL CL CUSIP: 693390304	465,759.23 10.500 2.79 %	461,767.00 10.41	3,992.23	10,690	2.30 % 0.00 %
124,345.261	PIMCO FDS TOTAL RETURN FD INSTL CL CUSIP: 693390700	1,366,554.42 10.990 8.17 %	1,381,475.85 11.11	14,921.43-	46,132	3.38 % 0.00 %
26,071.812	TEMPLETON INCOME TR GLOBAL BD FD ADVISOR CL CUSIP: 880208400	361,616.03 13.870 2.16 %	349,623.00 13.41	11,993.03	16,530	4.57 % 0.00 %

AR VALUE R 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
9,637.317	JENSEN PORTFOLIO INC CL I CUSIP: 476313309	275,627.27 28.600 1.65 %	229,850.00 23.85	45,777.27	3,489	1.27 % 0.00 %
26,596.087	VANGUARD INSTL INDEX FD INSTL CL CUSIP: 922040100	3,213,605.19 120.830 19.22 %	2,820,403.93 106.05	393,201.26	59,495	1.85 % 0.00 %
TOTAL MUTUAL FUNDS		10,476,786.73	9,314,834.95	1,161,951.78	212,482	2.03 %
ROPRIETARY FUNDS						
24,846.233	RIDGEWORTH FD-LTD TERM FED MTG SECS I SHS #RGCM CUSIP: 76628T777	267,345.47 10.760 1.60 %	263,867.00 10.62	3,478.47	6,833	2.56 % 0.00 %
66,504.57	RIDGEWORTH FD-MIDCAP VAL EQUITY I SHS #RGD5 CUSIP: 76628R615	829,311.99 12.470 4.96 %	772,655.93 11.62	56,656.06	7,648	0.92 % 0.00 %
29,156.575	RIDGEWORTH FD-SEIX FLTG RT HIGH INCM I SHS #RGCJ CUSIP: 76628T678	260,368.21 8.930 1.56 %	263,867.00 9.05	3,498.79-	15,220	5.85 % 0.00 %
37,228.568	RIDGEWORTH FD-SEIX HIGH YIELD I SHS #RGCL CUSIP: 76628T645	371,541.11 9.980 2.22 %	315,630.94 8.48	55,910.17	28,256	7.61 % 0.00 %
TOTAL PROPRIETARY FUNDS		1,728,566.78	1,616,020.87	112,545.91	57,957	3.35 %

SUNTRUST

AGRUDER, CHESLEY G. FDN IM
CCOUNT NO. 5636229

PORTFOLIO DETAIL

AS OF 06/30/11

AR VALUE R 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
EAL ESTATE						
1	2155 W COLONIAL DR, ORLANDO, FLORIDA COMMERCIAL LAND UNDER LEASE CUSIP: 9901103V8	3,700,000.00 3,700,000.000 22.13 %	1,532,669.00 1,532,669.00	2,167,331.00	0	0.00 % 0.00 %
ISCELLANEOUS ASSETS						
1	CLASS ACTION PENDING ENRON CORP ON RCPT OF FINAL PMT CUSIP: 997000WS9	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 %
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 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 %
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 %

AR VALUE R 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 MISCELLANEOUS ASSETS		0.00	1.00	1.00-	0	0.00 %
IABILITIES						
25,000-	TRINITY PREPARATORY SCHOOL DEMAND NT ORIG AMT $100,000.00 DTD 06/25/09 0.000% DUE 06/25/12 ANNUAL PYMT $25,000.00 CUSIP: 993806CM8	25,000.00- 100.000 0.15-%	25,000.00- 100.00	0.00	0	0.00 % 0.00 %
RINCIPAL PORTFOLIO TOTAL		16,668,461.35	13,242,273.86	3,426,187.49	295,568	1.77 %
NCOME PORTFOLIO						
	INCOME CASH	53,842.97 0.32 %	53,842.97			
OTAL ASSETS		16,722,304.32	13,296,116.83	3,426,187.49	295,568	1.77 %