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

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

OMB No 1545-0052

1993
2001

For calendar year 2001, or tax year beginning OCT 1, 1993, and ending SEP 30, 1994

G Check all that apply ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of organization

JOHN D BUCKMAN CHARITABLE TRUST

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

P.O. BOX 84

Room/suite

City or town, state, and ZIP code

MEMPHIS, TN 38101-0084

A Employer identification number

62-6155483

B Telephone number

901-681-2349

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 foundationI Fair market value of all assets at end of year
(from Part II, col (c), line 16)

\$ 5,732,235. (Part I, column (d) must be on cash basis.)

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____

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).)(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income
N/A(d) Disbursements
for charitable
purposes
(cash basis only)1 Contributions, gifts, grants, etc., received
Check ☒ if the foundation is not required to attach Sch B

2 Distributions from split-interest trusts

3 Interest on savings and temporary
cash investments

292,194.

292,194.

STATEMENT 2

4 Dividends and interest from securities

52,212.

52,212.

STATEMENT 3

5a Gross rents

b (Net rental income or (loss))

6a Net gain or (loss) from sale of assets not on
line 10

<14,299.>

STATEMENT 1

b Gross sales price for all
assets on line 6a 4,835,443.

7 Capital gain net income (from Part IV, line 2)

0.

8 Net short-term capital gain

9 If the foundation is a private foundation, enter the
amount of the net capital gain or (loss) from the sale of
assets on line 8a

10a Net gain or (loss) from sale of assets on line 8a

b Less: Cost of goods sold

c Gross profit or (loss) on

11 Other income

574.

574.

STATEMENT 4

12 Total. Add lines 1 through 11

330,681.

344,980.

13 Compensation of officers, directors, trustees, etc

36,377.

18,189.

18,188.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

STMT 5

1,052.

0.

1,052.

b Accounting fees

c Other professional fees

17 Interest

18 Taxes

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

24 Total operating and administrative
expenses. Add lines 13 through 23

56,888.

18,331.

19,240.

25 Contributions, gifts, grants paid

390,000.

390,000.

26 Total expenses and disbursements.
Add lines 24 and 25

446,888.

18,331.

409,240.

27 Subtract line 26 from line 12

<116,207.>

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

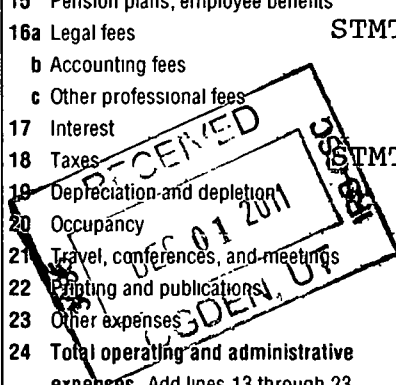
326,649.

c Adjusted net income (if negative, enter -0-)

N/A

STATUTE CLEARED

SCANNED DEC 12 2011



Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	27,519.	<24.>	<24.>
	2 Savings and temporary cash investments	45,556.	16,530.	16,530.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 7	516,911.	326,997.	326,997.
	b Investments - corporate stock STMT 8	767,369.	933,957.	1,336,563.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	4,201,310.	4,164,998.	4,052,169.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	5,558,665.	5,442,458.	5,732,235.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Organizations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	5,558,665.	5,558,665.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	<116,207.>	
	30 Total net assets or fund balances	5,558,665.	5,442,458.	
	31 Total liabilities and net assets/fund balances	5,558,665.	5,442,458.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,558,665.
2 Enter amount from Part I, line 27a	2	<116,207.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,442,458.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,442,458.

From 990-PF (2001)

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 ATTACHED SCHEDULE		P	VARIOUS	VARIOUS
b				
c				
d				
e				

(a) 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 4,835,443.		4,849,742.	<14,299.>
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			<14,299.>
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** **<14,299.>**

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).
If (loss), enter -0- in Part I, line 8 } **3** **N/A**

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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))
2000	448,674.	5,951,156.	.0753927
1999			
1998			
1997			
1996			

2 Total of line 1, column (d)	2	.0753927
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	.0753927
4 Enter the net value of noncharitable-use assets for 2001 from Part X, line 5	4	5,798,704.
5 Multiply line 4 by line 3	5	437,180.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,266.
7 Add lines 5 and 6	7	440,446.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	409,240.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)		
b	Domestic organizations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	6,533.
c	All other domestic organizations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	6,533.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	6,533.
6	Credits/Payments.		
a	2001 estimated tax payments and 2000 overpayment credited to 2001	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	14,186.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	14,186.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	394.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,259.
11	Enter the amount of line 10 to be credited to 2002 estimated tax ☐ 0. Refunded ☐	11	7,259.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities.		X
c Did the organization file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the organization ☐ \$ 0. (2) On organization managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers ☐ \$ 0.		
2 Has the organization engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the organization made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the organization have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ N/A		
b If the answer is "Yes" to line 7, has the organization furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2001 or the taxable year beginning in 2001 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X
11 Did the organization comply with the public inspection requirements for its annual returns and exemption application? Web site address ☐ NONE	X	
12 The books are in care of ☐ FIRST TENNESSEE BANK NATIONAL ASSOC Telephone no ☐ 901-681-2349 Located at ☐ P.O. BOX 84, MEMPHIS, TN ZIP+4 ☐ 38101-0084		
13 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 ☐ 13 ☐ N/A		

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 organization (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 organization agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 19 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	☐	1b X
c Did the organization 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 2001?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2001, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2001?	☐ Yes ☒ No	
If "Yes," list the years		
b Are there any years listed in 2a for which the organization 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 instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2001 as a result of (1) any purchase by the organization 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 organization had excess business holdings in 2001.)	N/A	3b
4a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the organization 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 2001?		4b X
5a During the year did the organization 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)?	☐ 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	5b
c If the answer is "Yes" to question 5a(4), does the organization 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 organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	
b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b X
If you answered "Yes" to 6b, also file Form 8870.		

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	N/A	
2		
All other program-related investments See instructions		
3		
Total. Add lines 1 through 3		0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	5,887,009.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,887,009.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,887,009.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	88,305.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,798,704.
6	Minimum investment return. Enter 5% of line 5	6	289,935.

Part XI Distributable Amount (see 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	289,935.
2a	Tax on investment income for 2001 from Part VI, line 5	2a	6,533.
b	Income tax for 2001 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	6,533.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	283,402.
4a	Recoveries of amounts treated as qualifying distributions	4a	0.
b	Income distributions from section 4947(a)(2) trusts	4b	0.
c	Add lines 4a and 4b	4c	0.
5	Add lines 3 and 4c	5	283,402.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	283,402.

Part XII Qualifying Distributions (see 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	409,240.
b	Program-related investments - Total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	409,240.
5	Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	409,240.

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 instructions)

	(a) Corpus	(b) Years prior to 2000	(c) 2000	(d) 2001
1 Distributable amount for 2001 from Part XI, line 7				283,402.
2 Undistributed income, if any, as of the end of 2000				
a Enter amount for 2000 only			0.	
b Total for prior years 19 __, 19 __, 19 __		0.		
3 Excess distributions carryover, if any, to 2001				
a From 1996				
b From 1997				
c From 1998				
d From 1999				
e From 2000				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2001 from Part XII, line 4 ▶ \$ 409,240.				
a Applied to 2000, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2001 distributable amount				283,402.
e Remaining amount distributed out of corpus	125,838.			
5 Excess distributions carryover applied to 2001 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	125,838.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2000 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2001 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2002				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3)	0.			
8 Excess distributions carryover from 1996 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2002. Subtract lines 7 and 8 from line 6a	125,838.			
10 Analysis of line 9				
a Excess from 1997				
b Excess from 1998				
c Excess from 1999				
d Excess from 2000				
e Excess from 2001	125,838.			

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2001, enter the date of the ruling

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

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 12				
Total			3a	390,000.
b Approved for future payment				
NONE				
Total			3b	0.

FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT	1
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(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
				PURCHASED	VARIOUS	VARIOUS
SEE ATTACHED SCHEDULE						
	(B)	(C)	(D)	(E)	(F)	
	GROSS	COST OR	EXPENSE OF	DEPREC.	GAIN OR LOSS	
	SALES PRICE	OTHER BASIS	SALE			
	4,835,443.	4,849,742.	0.	0.	<14,299.>	

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
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TOTAL TO FORM 990-PF, PART I, LINE 6A	<14,299.>
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FORM 990-PF	INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS	STATEMENT	2
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SOURCE	AMOUNT
INTEREST	292,194.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	292,194.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	3
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	50,080.	0.	50,080.
DIVIDENDS	2,132.	0.	2,132.
TOTAL TO FM 990-PF, PART I, LN 4	52,212.	0.	52,212.

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	AMOUNT
MISCELLANEOUS INCOME	574.
TOTAL TO FORM 990-PF, PART I, LINE 11, COLUMN A	574.

FORM 990-PF	LEGAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ATTORNEY	1,052.	0.		1,052.
TO FM 990-PF, PG 1, LN 16A	1,052.	0.		1,052.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PRIOR YEAR INCOME TAX	15,185.	0.		0.
FOREIGN INCOME TAX	90.	90.		0.
PRIOR YEAR INCOME TAX	4,132.	0.		0.
ADJUST P&I OF DAIMLER BENZ DUE 10/15/98	52.	52.		0.
TO FORM 990-PF, PG 1, LN 18	19,459.	142.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVT MUTUAL FD	X		326,997.	326,997.
TOTAL U.S. GOVERNMENT OBLIGATIONS			326,997.	326,997.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			326,997.	326,997.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	933,957.	1,336,563.
TOTAL TO FORM 990-PF, PART II, LINE 10B	933,957.	1,336,563.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME	4,164,996.	4,052,167.
MISC	2.	2.
TOTAL TO FORM 990-PF, PART II, LINE 13	4,164,998.	4,052,169.

FORM 990-PF	PART XV, LINE 2B APPLICATION REQUIREMENTS	STATEMENT	10
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DESCRIPTION

BRIEF STATEMENT OF THE PURPOSE OF THE ORGANIZATION AND INTENDED USE OF FUNDS

FORM 990-PF

PART XV, LINE 2D
AWARD RESTRICTIONS AND LIMITATIONS

STATEMENT 11

DESCRIPTION

ONE-HALF OF THE INCOME FROM THIS TRUST IS INTENDED FOR NEEDY CAUSES WHICH DO NOT RECEIVE EXTENSIVE NATIONAL PUBLICITY AND WHICH ARE OF BENEFIT TO CHILDREN.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT STATUS	PURPOSE OF GRANT	RECIPIENT RELATIONSHIP	AMOUNT
ST. JUDE CHILDREN'S RESEARCH HOSPITAL, 262 DANNY THOMAS PLACE,	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	105,000.
LEBONHEUR CHILDREN'S HOSPITAL, 50 N. DUNLAP STREET, MEMPHIS, TN 38103	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	105,000.
MIFA, 910 VANCE AVENUE, MEMPHIS, TN 38126	PUBLIC CHARITY	RELIGION	NONE	20,000.
BADDOUR MEMORIAL CENTER, 3297 HIGHWAY 51 SOUTH, SENATOBIA, MS 38668	PUBLIC CHARITY	BENEFIT DISABLED ADULTS	NONE	50,000.
GIRLS, INC, 2670 UNION AVENUE EXTENDED, STE 606, MEMPHIS, TN 38112	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	20,000.
TN BAPTIST CHILDREN'S HOME, 6896 HIGHWAY 70, MEMPHIS, TN 38133	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	5,000.
CATHOLIC CHARITIES OF TN, 21 WHITE BRIDGE ROAD, SUITE 201, NASHVILLE, TN 372	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	15,000.
ST. THERESE LITTLE FLOWER, 1644 JACKSON AVENUE, MEMPHIS, TN 38107-5053	PUBLIC CHARITY	EDUCATION	NONE	15,000.
SECOND CHANCE MINISTRY, 4770 CROMWELL AVENUE # 1, MEMPHIS, TN 38118-6334	PUBLIC CHARITY	RELIGION	NONE	15,000.

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YOUNG LIFE, 4085 MALLORY LANE, STE 202, FRANKLIN, TN 37067	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	10,000.
YOUTH FOR CHRIST, 2996 SANTA VALLEY STREET, MEMPHIS TN 38133	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	18,500.
MEMPHIS HEMOPHILIA FUND, PO BOX 16508, MEMPHIS, TN 38186-0508	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	4,000.
MEMPHIS ARTS COUNCIL, 119 S MAIN, MEMPHIS, TN 38103	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	7,500.
TOTAL TO FORM 990-PF, PART XV, LINE 3A				<u>390,000.</u>

Gain/Loss Schedule

- PRINCIPAL CASH RECEIPTS -

PROCEEDS FROM SALES

ASSOCIATES CORP OF NA NT 8.85%

DTD 10/01/90 DUE 10/01/93

10/04/93 PROCEEDS MATURITY 150,000.000

150,000.00

-157,735.50

-157,735.50



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TRANSACTION DESCRIPTION	TOTAL CASH	ASSET CARRYING VALUE	COST
BAXTER INTERNATIONAL INC WITH RIGHTS EXP 3/20/99 01/06/94 MORGAN KEEGAN & CO SALE 2,000.00 SHS @ 24.25000 ON 12/30/93, MISC 1.62, COMMS 160.00	48,338.38	-53,893.60	-60,660.00
05/12/94 ROBINSON HUMPHREY SALE 2,000.00 SHS @ 24.37500 ON 05/05/94, MISC 1.63, COMMS 140.00	48,608.37	-53,893.60	-47,127.20
CBL & ASSOCIATES PROPERTIES 08/19/94 ROBINSON HUMPHREY SALE 2,250.00 SHS @ 20.00000 ON 08/12/94, MISC 1.50, COMMS 157.50	44,841.00	-43,875.00	-43,875.00
DAIMLER BENZ AUTO REC TR 1993A 3.90% DTD 10/15/93 DUE 10/15/98 ORIG 1-36 AL P & I MONTHLY 11/18/93 PRINCIPAL PAYMENT DUE 11/15/93	20,044.92	-20,023.00	-20,022.99
12/21/93 PRINCIPAL PAYMENT DUE 12/15/93	21,638.50	-21,614.83	-21,614.83
01/25/94 PRINCIPAL PAYMENT DUE 01/15/94	21,176.05	-21,152.89	-21,152.89
02/23/94 PRINCIPAL PAYMENT DUE 02/15/94	19,749.70	-19,728.10	-19,728.09
03/18/94 PRINCIPAL PAYMENT DUE 03/15/94	19,207.05	-19,186.04	-19,186.04
04/20/94 PRINCIPAL PAYMENT DUE 04/15/94	19,429.24	-19,407.99	-19,407.98
05/23/94 PRINCIPAL PAYMENT DUE 05/15/94	18,341.76	-18,321.70	-18,321.69
06/22/94 PRINCIPAL PAYMENT DUE 06/15/94	18,332.58	-18,312.53	-18,312.52
07/22/94 PRINCIPAL PAYMENT DUE 07/15/94	18,130.88	-18,111.05	-18,111.04



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TRANSACTION DESCRIPTION	TOTAL CASH	ASSET CARRYING VALUE	COST
08/18/94 PRINCIPAL PAYMENT DUE 08/15/94	16,197.20	-16,179.49	-16,179.50
09/21/94 PRINCIPAL PAYMENT DUE 09/15/94	17,281.60	-17,262.70	-17,262.69
DOW CHEMICAL 02/14/94 SMITH, BARNEY, SHEARSON INC SALE 1,200.00 SHS @ 63.25000 ON 02/07/94, MISC 2.53, COMMS 120.00	75,777.47	-63,546.00	-63,546.00
ERICSSON L M TEL CO ADR CL B NEM 05/09/94 MERRILL LYNCH SALE 1,400.00 SHS @ 45.07000 ON 05/02/94, MISC .00, COMMS .00	63,098.00	-55,475.00	-55,475.00
FHLB MTN (502)*10 YR CMT+ 150 BP, 4.50% FLR) DTD 2/25/93 DUE 02/25/98 (ADJ RATE) 09/30/94 GOLDMAN SACHS & CO SALE 150,000.00 PAR @ 94.59720 ON 09/21/94, MISC .00, COMMS .00	141,895.80	-150,000.00	-150,000.00
FNMA MTN 6.31% DTD 8/25/93 DUE 8/25/03 CALL 8/25/94 @ 100 11/03/93 MERRILL LYNCH SALE 500,000.00 PAR @ 100.42187 ON 11/02/93, MISC .00, COMMS .00	502,109.38	-500,000.00	-500,000.00
FIRST FUNDS U S GOVERNMENT PORTFOLIO MUTUAL FUND 10/06/93 PROCEEDS SALE 36,450.000 PAR VALUE	36,450.00	-36,450.00	-36,450.00
10/26/93 PROCEEDS SALE 4,232.000 PAR VALUE	4,232.00	-4,232.00	-4,232.00
10/29/93 PROCEEDS SALE 499,453.000 PAR VALUE	499,453.00	-499,453.00	-499,453.00



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TRANSACTION DESCRIPTION	TOTAL CASH	ASSET CARRYING VALUE	COST
11/08/93 PROCEEDS SALE 43,875.000 PAR VALUE	43,875.00	-43,875.00	-43,875.00
12/07/93 PROCEEDS SALE 153,924.000 PAR VALUE	153,924.00	-153,924.00	-153,924.00
12/17/93 PROCEEDS SALE 240,610.000 PAR VALUE	240,610.00	-240,610.00	-240,610.00
12/20/93 PROCEEDS SALE 199,812.000 PAR VALUE	199,812.00	-199,812.00	-199,812.00
12/21/93 PROCEEDS SALE 12,984.000 PAR VALUE	12,984.00	-12,984.00	-12,984.00
01/21/94 PROCEEDS SALE 42,755.000 PAR VALUE	42,755.00	-42,755.00	-42,755.00
02/10/94 PROCEEDS SALE 8,300.000 PAR VALUE	8,300.00	-8,300.00	-8,300.00
02/17/94 PROCEEDS SALE 54,243.000 PAR VALUE	54,243.00	-54,243.00	-54,243.00
02/22/94 PROCEEDS SALE 14,800.000 PAR VALUE	14,800.00	-14,800.00	-14,800.00
04/12/94 PROCEEDS SALE 47,160.000 PAR VALUE	47,160.00	-47,160.00	-47,160.00
04/22/94 PROCEEDS SALE 43,960.000 PAR VALUE	43,960.00	-43,960.00	-43,960.00
04/29/94 PROCEEDS SALE 2,402.000 PAR VALUE	2,402.00	-2,402.00	-2,402.00
05/02/94 PROCEEDS SALE 197,500.000 PAR VALUE	197,500.00	-197,500.00	-197,500.00
05/13/94 PROCEEDS SALE 9,031.000 PAR VALUE	9,031.00	-9,031.00	-9,031.00
05/16/94 PROCEEDS SALE 13,200.000 PAR VALUE	13,200.00	-13,200.00	-13,200.00
05/19/94 PROCEEDS SALE 99,790.000 PAR VALUE	99,790.00	-99,790.00	-99,790.00
05/27/94 PROCEEDS SALE 59,776.000 PAR VALUE	59,776.00	-59,776.00	-59,776.00
05/31/94 AUTOMATIC CASH INVESTMENT (ACI) SALE	19,464.41	-19,464.41	-19,464.41



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TRANSACTION DESCRIPTION	TOTAL CASH	ASSET CARRYING VALUE	COST
06/22/94 AUTOMATIC CASH INVESTMENT (ACI) SALE	379.67	-379.67	-379.67
08/01/94 AUTOMATIC CASH INVESTMENT (ACI) SALE	52,864.96	-52,864.96	-52,864.96
08/04/94 AUTOMATIC CASH INVESTMENT (ACI) SALE	199,422.00	-199,422.00	-199,422.00
08/24/94 AUTOMATIC CASH INVESTMENT (ACI) SALE	249,610.00	-249,610.00	-249,610.00
IBM CREDIT CORP NT 7.20% DTD 2/19/91 DUE 2/19/94	251,000.00	-248,100.00	-248,100.00
01/05/94 VINING SPARKS SALE 250,000.00 PAR @ 100.40000 ON 12/29/93, MISC .00, COMMS .00			
IBM 01/05/94 BEAR STEARNS & CO SALE 700.00 SHS @ 58.37500 ON 12/29/93, MISC 1.37, COMMS 147.00	40,714.13	-32,707.50	-32,707.50
RTC MTG PASS THRU SER 92M-3 CL A-2 MTFAM 8.625% DTD 4/1/92 DUE 7/25/30 ORG 6 YR AVG LIFE			
10/27/93 PRINCIPAL PAYMENT DUE 10/25/93	682.47	-679.70	-679.70
12/01/93 PRINCIPAL PAYMENT DUE 11/25/93	668.28	-665.56	-665.56
12/31/93 PRINCIPAL PAYMENT DUE 12/25/93	395.41	-393.80	-393.80
01/31/94 PRINCIPAL PAYMENT DUE 01/25/94	2,850.16	-2,838.58	-2,838.58
03/04/94 PRINCIPAL PAYMENT DUE 02/25/94	3,123.41	-3,110.72	-3,110.72
03/31/94 PRINCIPAL PAYMENT DUE 03/25/94	1,299.13	-1,293.85	-1,293.85
04/29/94 PRINCIPAL PAYMENT DUE 04/25/94	2,000.10	-1,991.97	-1,991.97



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TRANSACTION DESCRIPTION	TOTAL CASH	ASSET CARRYING VALUE	COST
06/01/94 PRINCIPAL PAYMENT DUE 05/25/94	684.19	-880.60	-880.60
06/30/94 PRINCIPAL PAYMENT DUE 06/25/94	226.08	-225.16	-225.16
07/29/94 PRINCIPAL PAYMENT DUE 07/25/94	2,844.48	-2,832.92	-2,832.93
08/31/94 PRINCIPAL PAYMENT DUE 08/25/94	858.68	-855.19	-855.19
09/28/94 PRINCIPAL PAYMENT DUE 09/25/94	403.70	-402.06	-402.06
US TREAS NT 5.875% DTD 5/15/92 DUE 5/15/95 07/29/94 C. MCENTEE SALE 100,000.00 PAR @ 100.29687 ON 07/28/94, MISC .00, COMMS .00	100,296.88	-100,109.38	-100,109.38
US TREAS NT 6.375% DTD 06/30/92 DUE 06/30/97 07/29/94 G X CLARKE SALE 100,000.00 PAR @ 99.78125 ON 07/28/94, MISC .00, COMMS .00	99,781.25	-105,216.15	-105,734.40
U S TREAS NT 4.25% DTD 05/17/93 DUE 05/15/96 04/26/94 C. MCENTEE SALE 200,000.00 PAR @ 97.34375 ON 04/25/94, MISC .00, COMMS .00	194,687.50	-199,781.25	-199,781.20
04/28/94 G X CLARKE SALE 200,000.00 PAR @ 97.17187 ON 04/21/94, MISC .00, COMMS .00	194,343.75	-199,781.25	-199,781.20
05/11/94 C. MCENTEE SALE 100,000.00 PAR @ 96.31250 ON 05/10/94, MISC .00, COMMS .00	96,312.50	-99,890.63	-99,890.73



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TRANSACTION DESCRIPTION	TOTAL CASH	ASSET CARRYING VALUE	COST
U S TREAS NT 9.50% DTD 10/15/87 DUE 10/15/94 08/18/94 G X CLARKE SALE 250,000.00 PAR @ 100.75000 ON 08/17/94, MISC .00, COMMS .00	251,875.00	-253,750.00	-253,750.00
TOTAL PROCEEDS FROM SALES	<u>4,835,443.02</u>	<u>-4,849,223.33</u>	<u>-4,849,741.52</u>
TOTAL - PRINCIPAL CASH RECEIPTS -	<u>4,835,443.02</u>	<u>-4,849,223.33</u>	<u>-4,849,741.52</u>
- PRINCIPAL CASH DISBURSEMENTS -			