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

Department of the Treasury
Internal Revenue Service

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

For calendar year **2001**, or tax year beginning **OCT 1, 1995**, and ending **SEP 30, 1996**

G Check all that apply Initial return Final return Amended return Address change Name change

Use 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) Room/suite P.O. BOX 84 City or town, state, and ZIP code MEMPHIS, TN 38101-0084	A Employer identification number 62-6155483 B Telephone number 901-681-2349
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) 6,417,527.	(Part I, column (d) must be on cash basis.)	

Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</i>	(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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
2 Distributions from split-interest trusts				
3 Interest on savings and temporary cash investments	296,793.	296,793.		STATEMENT 1
4 Dividends and interest from securities	61,263.	61,263.		STATEMENT 2
5a Gross rents				
b (Net rental income or (loss))				
6a Net gain or (loss) from sale of assets not on line 10	139,315.			
b Gross sales price for all assets on line 6a 2,235,932.				
7 Capital gain net income (from Part IV, line 2)		139,315.		
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)				
11 Other income				
12 Total. Add lines 1 through 11	497,371.	497,371.		
13 Compensation of officers, directors, trustees, etc	37,793.	18,897.		18,897.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 3	2,156.	0.		2,156.
b Accounting fees				
c Other professional fees				
17 Interest				
18 Taxes STMT 4	9,325.	0.		0.
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	49,274.	18,897.		21,053.
25 Contributions, gifts, grants, paid	302,000.			302,000.
26 Total expenses and disbursements. Add lines 24 and 25	351,274.	18,897.		323,053.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	146,097.			
b Net investment income (if negative, enter -0-)		478,474.		
c Adjusted net income (if negative, enter -0-)			N/A	

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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			479.	479.
	2	Savings and temporary cash investments		20,050.	37,209.	37,209.
	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 5		76,589.	269,839.	269,839.
		b Investments - corporate stock STMT 6		914,873.	959,315.	1,776,264.
		c Investments - corporate bonds STMT 7		4,473,830.	4,364,598.	4,333,735.
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 8		2.	1.	1.	
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		5,485,344.	5,631,441.	6,417,527.	
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 ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Organizations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
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		<73,321.>	72,776.		
30	Total net assets or fund balances		5,485,344.	5,631,441.		
31	Total liabilities and net assets/fund balances		5,485,344.	5,631,441.		

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	5,485,344.
2	Enter amount from Part I, line 27a	2	146,097.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	5,631,441.
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	5,631,441.

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			

(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 2,235,932.		2,096,617.	139,315.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			139,315.
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	139,315.
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	366,898.	5,855,829.	.0626552
1999	409,240.	5,798,704.	.0705744
1998	448,674.	5,951,156.	.0753927
1997			
1996			

2 Total of line 1, column (d)	2	.2086223
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	.0695408
4 Enter the net value of noncharitable-use assets for 2001 from Part X, line 5	4	6,193,336.
5 Multiply line 4 by line 3	5	430,690.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,785.
7 Add lines 5 and 6	7	435,475.
8 Enter qualifying distributions from Part XII, line 4	8	323,053.

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

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	9,569.
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	9,569.
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	9,569.
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	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	0.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	577.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	10,146.
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 2002 estimated tax Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X
11	X	

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?

1b 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.

1c Did the organization file Form 1120-POL for this year?

2 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.

3 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.

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

4a Did the organization have unrelated business gross income of \$1,000 or more during the year?

4b If "Yes," has it filed a tax return on Form 990-T for this year? N/A

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either
• By language in the governing instrument or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

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.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) N/A

8b 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

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

10 Did any persons become substantial contributors during the tax year?
If "Yes," attach a schedule listing their names and addresses.

11 Did the organization comply with the public inspection requirements for its annual returns and exemption application?
Web site address NONE

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 N/A
and enter the amount of tax-exempt interest received or accrued during the year

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.

Table with columns for question descriptions, Yes/No checkboxes, and a grid for Yes/No responses. Includes questions 1a through 6b regarding disqualifying activities, taxes, and business holdings.

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:

Table with 5 columns: (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. Row 1: FIRST TENNESSEE BANK NATIONAL ASSOC. TRUSTEE, 2, 37,793., 0., 0.

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

Table with 5 columns: (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. Row 1: NONE

Total number of other employees paid over \$50,000 0

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Row 1: NONE

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

Table with 2 columns: Description of activities, Expenses. Row 1: 1 N/A

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		
3	All other program-related investments See instructions	
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	6,287,651.
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	6,287,651.
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	6,287,651.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	94,315.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,193,336.
6	Minimum investment return. Enter 5% of line 5	6	309,667.

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	309,667.
2a	Tax on investment income for 2001 from Part VI, line 5	2a	9,569.
b	Income tax for 2001 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	9,569.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	300,098.
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	300,098.
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	300,098.

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	323,053.
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	323,053.
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	323,053.

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				300,098.
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		125,838.		
e From 2000		82,586.		
f Total of lines 3a through e	208,424.			
4 Qualifying distributions for 2001 from Part XII, line 4 ▶ \$ 323,053.				
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				300,098.
e Remaining amount distributed out of corpus	22,955.			
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:	231,379.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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	231,379.			
10 Analysis of line 9				
a Excess from 1997				
b Excess from 1998				
c Excess from 1999		125,838.		
d Excess from 2000		82,586.		
e Excess from 2001		22,955.		

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)

	Tax year		Prior 3 years		(e) Total
	(a) 2001	(b) 2000	(c) 1999	(d) 1998	
2 a 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 organization had \$5,000 or more in assets at any time during the year-see page 26 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 organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc. (see 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

MRS. LEIGH LAWYER, TRUST OFFICER, P.O. BOX 84, MEMPHIS, TN 38101-0084843
(901) 681-2349

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

SEE STATEMENT 9

c Any submission deadlines

NONE

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

SEE STATEMENT 10

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
<p>a Paid during the year</p> <p style="text-align: center; font-weight: bold;">SEE STATEMENT 11</p>				
<p>Total</p>			<p>▶ 3a 302,000.</p>	
<p>b Approved for future payment</p> <p style="text-align: center; font-weight: bold;">NONE</p>				
<p>Total</p>			<p>▶ 3b 0.</p>	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments (14, 296,793), 4 Dividends and interest from securities (14, 61,263), 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory (18, 139,315), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal (0, 497,371), 13 Total (0, 497,371).

(See worksheet in line 13 instructions to verify calculations.)

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

Table with 2 columns: 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 organization's exempt purposes (other than by providing funds for such purposes). The table contains multiple blank rows for explanation.

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

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?		Yes	No
a Transfers from the reporting organization 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 organization. If the organization 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 organization 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	

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.

First Tennessee Bank National Association

BY: [Signature] 11/28/11 Vice President - Trust Office
 Signature of Preparer Date Title

Preparer's signature: [Signature] Date: 11/28/11
 Check if self-employed: Preparer's SSN or PTIN

Firm's name (or yours if self-employed): WATKINS USERALL, PLLC
 address, and ZIP code: 1661 AARON BRENNER DR., STE 300 MEMPHIS, TENNESSEE 38120
 EIN: Phone no: (901) 761-2720

John D Buckman Charitable Trust

<u>Year</u>	<u>Tax</u>		<u>Tax Due</u>
1992	(354)	768	414
1993	-		
1994	-		
1995	9,569	577	10,146
1996	8,867	534	9,401
1997	17,187	1,035	18,222
1998	15,102	909	16,011
1999	20,177	1,217	21,394
2000	34,861	1,828	36,689
2001	8,941	392	9,333
2002	16,500	559	17,059
2003	11,668	290	11,958
2004	11,899	567	12,466
2005	40,312	697	41,009
2006	50,265	2,181	52,446
2007	12,634	536	13,170
2008	18,904	387	19,291
2009	24,568	534	25,102
2010	21,114	549	21,663
Total	<u>322,214</u>	<u>13,560</u>	<u>335,774</u>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST	296,793.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	296,793.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	59,825.	0.	59,825.
DIVIDENDS	1,438.	0.	1,438.
TOTAL TO FM 990-PF, PART I, LN 4	61,263.	0.	61,263.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ATTORNEY	2,156.	0.		2,156.
TO FM 990-PF, PG 1, LN 16A	2,156.	0.		2,156.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EST TAX PMNT	9,325.	0.		0.
TO FORM 990-PF, PG 1, LN 18	9,325.	0.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 5

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVT MUTUAL FUND	X		269,839.	269,839.
TOTAL U.S. GOVERNMENT OBLIGATIONS			269,839.	269,839.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			269,839.	269,839.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	959,315.	1,776,264.
TOTAL TO FORM 990-PF, PART II, LINE 10B	959,315.	1,776,264.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME	4,364,598.	4,333,735.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,364,598.	4,333,735.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
OTHER ASSETS	1.	1.
TOTAL TO FORM 990-PF, PART II, LINE 13	1.	1.

FORM 990-PF

PART XV, LINE 2B
APPLICATION REQUIREMENTS

STATEMENT 9

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 10

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 11

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	80,000.
LEBONHEUR CHILDREN'S HOSPITAL, 50 N. DUNLAP STREET, MEMPHIS, TN 38103	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	80,000.
LIFE CHOICES, 806 S COOPER ST, MEMPHIS, TN 38104	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	20,000.
NEIGHBORHOOD CHRISTIAN CENTER, 785 JACKSON AVE, MEMPHIS, TN 38107	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	10,000.
SECOND CHANCE MINISTRY, 4770 CROMWELL AVE # 1, MEMPHIS, TN 38118-6334	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	10,000.
YOUTH FOR CHRIST, 2996 SANTA VALLEY ST, MEMPHIS, TN 38133	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	7,000.

FELLOWSHIP OF CHRISTIAN, 1584 YORKSHIRE DR, MEMPHIS, TN 38119	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	5,000.
FINAL NET, INC, 204 N SECOND ST, MEMPHIS, TN 38105	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	5,000.
MEMPHIS LEADERSHIP FOUNDATION, 1548 POPLAR AVE, MEMPHIS, TN 38104-2432	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	10,000.
THE NEIGHBORHOOD SCHOOL, 175 TILMAN ST, MEMPHIS, TN 38111	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	10,000.
CATHOLIC CHARITIES-ST. THERESE, 1666 JACKSON AVE, MEMPHIS, TN 38107	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	5,000.
MARIAH HOUSE, 6252 GILLESPIE RD, MEMPHIS, TN 38134-5936	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	10,000.
BADDOUR MEMORIAL CENTER, 3297 HWY 51 SOUTH, SENATOBIA, MS 38668	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	50,000.
COMMUNITY FOUNDATION, 1900 UNION AVE, MEMPHIS, TN 38104	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	0.
TOTAL TO FORM 990-PF, PART XV, LINE 3A				<u>302,000.</u>

SALE-MATURITY OF ASSETS

10/17/95	AUTOMATIC CASH INVESTMENT (ACI) SALE FIRST FUNDS U S GOVERNMENT PORTFOLIO MUTUAL FUND	986.92	-986.92		
10/27/95	PRINCIPAL PAYMENT DUE 10/15/95 DAIMLER BENZ AUTO REC TR 1993A 3.90% DTD 10/15/93 DUE 10/15/98 ORIG 1-36 AL P & I MONTHLY	10,276.75	-10,172.44	11.24	104.31
10/31/95	PRINCIPAL PAYMENT DUE 10/25/95 RTC MTG PASS THRU SER 92M-3 CL A-2 HTFAM 8.625% DTD 4/1/92 DUE 7/25/30 ORG 6 YR AVG LIFE	171.81	-176.62	.70	-4.81
10/31/95	AUTOMATIC CASH INVESTMENT (ACI) SALE FIRST FUNDS U S GOVERNMENT PORTFOLIO MUTUAL FUND	60,481.23	-60,481.23		
11/20/95	PRINCIPAL PAYMENT DUE 11/15/95 DAIMLER BENZ AUTO REC TR 1993A 3.90% DTD 10/15/93 DUE 10/15/98 ORIG 1-36 AL P & I MONTHLY	9,799.76	-9,700.29	10.72	99.47
11/21/95	AUTOMATIC CASH INVESTMENT (ACI) SALE FIRST FUNDS U S GOVERNMENT PORTFOLIO MUTUAL FUND	10,276.74	-10,276.74		



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TRANSACTION DESCRIPTION	INCOME CASH	PRINCIPAL CASH	COST/MARKET CHANGES	REALIZED GAIN/LOSS	MARKET APPR/DEPR CURRENT PERIOD
11/29/95 PRINCIPAL PAYMENT DUE 11/25/95 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		9,297.34	-9,557.57	37.77	-260.23
12/15/95 CALLED 200,000.00 PAR ON 12/15/95 AT \$100.000 FHLB NT 7.00% DTD 6/15/95 DUE 6/15/00 CALLABLE		200,000.00	-199,876.00		124.00
12/20/95 PRINCIPAL PAYMENT DUE 12/15/95 DAIMLER BENZ AUTO REC TR 1993A 3.90% DTD 10/15/93 DUE 10/15/98 ORIG 1-36 AL P & I MONTHLY		8,928.68	-8,838.05	9.76	90.63
12/28/95 PRINCIPAL PAYMENT DUE 12/25/95 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		7,430.14	-7,638.11	30.18	-207.97
01/17/96 AUTOMATIC CASH INVESTMENT (ACI) SALE FIRST FUNDS U S GOVERNMENT PORTFOLIO MUTUAL FUND		258,129.31	-258,129.31		
01/19/96 PRINCIPAL PAYMENT DUE 01/15/96 DAIMLER BENZ AUTO REC TR 1993A 3.90% DTD 10/15/93 DUE 10/15/98 ORIG 1-36 AL P & I MONTHLY		7,725.82	-7,647.40	8.44	78.42
01/30/96 PRINCIPAL PAYMENT DUE 01/25/96 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		330.15	-339.39	1.34	-9.24
01/31/96 AUTOMATIC CASH INVESTMENT (ACI) SALE FIRST FUNDS U S GOVERNMENT PORTFOLIO MUTUAL FUND		80,000.00	-80,000.00		



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02/01/96 AUTOMATIC CASH INVESTMENT (ACI) SALE FIRST FUNDS U S GOVERNMENT PORTFOLIO MUTUAL FUND		36,709.16	-36,709.16		
02/16/96 AUTOMATIC CASH INVESTMENT (ACI) SALE FIRST FUNDS U S GOVERNMENT PORTFOLIO MUTUAL FUNDS		405.40	-405.40		
02/21/96 PRINCIPAL PAYMENT DUE 02/15/96 DAIMLER BENZ AUTO REC TR 1993A 3.90% DTD 10/15/93 DUE 10/15/98 ORIG 1-36 AL P & I MONTHLY		7,373.36	-7,298.52	8.07	74.84
02/28/96 PRINCIPAL PAYMENT DUE 02/25/96 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		855.93	-879.89	3.48	-23.96
03/19/96 PRINCIPAL PAYMENT DUE 03/15/96 DAIMLER BENZ AUTO REC TR 1993A 3.90% DTD 10/15/93 DUE 10/15/98 ORIG 1-36 AL P & I MONTHLY		6,893.07	-6,823.11	7.54	69.96
03/26/96 REDEEMED 0.333 SHARE @ \$23.19 3/26/96 360 COMMUNICATIONS CO		7.72	-6.03	1.69	1.69
03/27/96 PRINCIPAL PAYMENT DUE 03/25/96 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		512.71	-527.06	2.08	-14.35
04/11/96 SMITH, BARNEY, SHEARSON INC SALE 2,500.00 SHS @ 21.87500 ON 04/08/96, MISC 1.83, COMMS 175.00 MAL-MART STORES		54,510.67	-61,875.00	21,045.67	-7,364.33



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TRANSACTION DESCRIPTION	INCOME CASH	PRINCIPAL CASH	COST/MARKET CHANGES	REALIZED GAIN/LOSS	MARKET APPR/DEPR CURRENT PERIOD
04/17/96 PRINCIPAL PAYMENT DUE 04/15/96 DAIMLER BENZ AUTO REC TR 1993A 3.90% DTD 10/15/93 DUE 10/15/98 ORIG 1-36 AL P & I MONTHLY		6,351.48	-6,287.01	6.94	64.47
04/23/96 AUTOMATIC CASH INVESTMENT (ACI) SALE FIRST FUNDS U S GOVERNMENT PORTFOLIO MUTUAL FUNDS	9,101.73		-9,101.73		
04/25/96 ROBINSON HUMPHREY SALE 1,200.00 SHS @ 82.12500 ON 04/22/96, MISC 3.29, COMMS 84.00 BRISTOL MYERS SQUIBB	98,462.71		-87,450.00	86,011.78	11,012.71
04/25/96 ROBINSON HUMPHREY SALE 2,000.00 SHS @ 49.87500 ON 04/22/96, MISC 3.33, COMMS 140.00 RAYTHEON CO	99,606.67		-85,000.00	36,161.67	14,606.67
04/25/96 ROBINSON HUMPHREY SALE 333.00 SHS @ 23.00000 ON 04/22/96, MISC .26, COMMS 23.31 360 COMMUNICATIONS CO	7,635.43		-6,026.06	1,609.37	1,609.37
04/26/96 PRUDENTIAL SECURITIES SALE 200,000.00 PAR @ 99.21875 ON 04/22/96, MISC .00, COMMS .00 NATIONSBANK CR CD TR SER 93-1A 4.75% DTD 12/16/93 DUE 9/15/98	198,437.50		-197,256.00	-1,375.10	1,181.50
04/26/96 AUTOMATIC CASH INVESTMENT (ACI) SALE FIRST FUNDS U S GOVERNMENT PORTFOLIO MUTUAL FUNDS	26.39		-26.39		
04/29/96 PRINCIPAL PAYMENT DUE 04/25/96 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	791.00		-813.14	3.21	-22.14



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04/30/96 AUTOMATIC CASH INVESTMENT (ACI) SALE FIRST FUNDS U S GOVERNMENT PORTFOLIO MUTUAL FUNDS		60,076.72	-60,076.72		
05/17/96 PRINCIPAL PAYMENT DUE 05/15/96 DAIMLER BENZ AUTO REC TR 1993A 3.90% DTD 10/15/93 DUE 10/15/98 ORIG 1-36 AL P & I MONTHLY		6,365.89	-6,301.28	6.96	64.61
05/30/96 PRINCIPAL PAYMENT DUE 05/25/96 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		790.55	-812.68	3.21	-22.13
06/20/96 PRINCIPAL PAYMENT DUE 06/15/96 DAIMLER BENZ AUTO REC TR 1993A 3.90% DTD 10/15/93 DUE 10/15/98 ORIG 1-36 AL P & I MONTHLY		5,773.52	-5,714.92	6.32	58.60
06/27/96 PRINCIPAL PAYMENT DUE 06/25/96 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		224.27	-230.55	.91	-6.28
06/27/96 AUTOMATIC CASH INVESTMENT (ACI) SALE FIRST FUNDS U S GOVERNMENT PORTFOLIO MUTUAL FUNDS		250.00	-250.00		
07/01/96 PROCEEDS MATURITY 250,000.000 PHILLIP MORRIS 8.875% DTD 7/1/89 DUE 7/1/96 NC		250,000.00	-254,720.00	-4,325.00	-4,720.00
07/15/96 AUTOMATIC CASH INVESTMENT (ACI) SALE FIRST FUNDS U S GOVERNMENT PORTFOLIO MUTUAL FUNDS		35,678.75	-35,678.75		



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08/29/96 PRINCIPAL PAYMENT DUE 08/25/96 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		160.28	-164.77	.65	-4.49
09/17/96 PRINCIPAL PAYMENT DUE 09/15/96 DAIMLER BENZ AUTO REC TR 1993A 3.90% DTD 10/15/93 DUE 10/15/98 ORIG 1-36 AL P & I MONTHLY		4,859.91	-4,810.58	5.31	49.33
09/30/96 PRINCIPAL PAYMENT DUE 09/25/96 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		333.66	-343.00	1.36	-9.34
TOTAL SALE-MATURITY OF ASSETS		<u>2,113,298.24</u>	<u>-2,096,616.84</u>	<u>139,315.17</u>	<u>16,681.40</u>