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

1990
2001

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, 1996**, and ending **SEP 30, 1997**

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 | A Employer identification number 62-6155483 |
| | Number and street (or P.O. box number if mail is not delivered to street address) Room/suite P.O. BOX 84 | B Telephone number 901-681-2349 |
| | City or town, state, and ZIP code MEMPHIS, TN 38101-0084 | 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"/> |
| 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 | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 7,189,008. | J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

NOV 28 2001
DEVELOPE
POSTMARK DATE

| 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 <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 | 311,119. | 311,119. | | STATEMENT 1 |
| 4 | Dividends and interest from securities | 63,371. | 63,371. | | STATEMENT 2 |
| 5a | Gross rents | | | | |
| b | (Net rental income or (loss)) | | | | |
| 6a | Net gain or (loss) from sale of assets not on line 10 | 90,078. | | | |
| b | Gross sales price for all assets on line 6a 5,060,230. | | | | |
| 7 | Capital gain net income (from Part IV, line 2) | | 90,078. | | |
| 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 | 8. | 8. | | STATEMENT 3 |
| 12 | Total. Add lines 1 through 11 | 464,576. | 464,576. | | |
| 13 | Compensation of officers, directors, trustees, etc | 42,457. | 21,228. | | 21,229. |
| 14 | Other employee salaries and wages | | | | |
| 15 | Pension plans, employee benefits | | | | |
| 16a | Legal fees STMT 4 | 1,673. | 0. | | 1,673. |
| 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 | 44,130. | 21,228. | | 22,902. |
| 25 | Contributions, gifts, grants paid | 351,432. | | | 351,432. |
| 26 | Total expenses and disbursements. Add lines 24 and 25 | 395,562. | 21,228. | | 374,334. |
| 27 | Subtract line 26 from line 12 | | | | |
| a | Excess of revenue over expenses and disbursements | 69,014. | | | |
| b | Net investment income (if negative, enter -0-) | | 443,348. | | |
| c | Adjusted net income (if negative, enter -0-) | | | N/A | |

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OGDEN

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28

| 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 | | 481. | | | |
| | 2 | Savings and temporary cash investments | | 37,209. | 5,522. | 5,522. | |
| | 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 | | | 269,839. | 367,187. | 368,273. |
| | | b Investments - corporate stock STMT 6 | | | 959,315. | 1,211,029. | 2,678,938. |
| | | c Investments - corporate bonds STMT 7 | | | 4,364,598. | 4,116,718. | 4,136,273. |
| 11 | Investments - land, buildings, and equipment basis ▶ | | | | | | |
| | Less accumulated depreciation ▶ | | | | | | |
| 12 | Investments - mortgage loans | | | | | | |
| 13 | Investments - other STMT 8 | | | 2. | 2. | 2. | |
| 14 | Land, buildings, and equipment basis ▶ | | | | | | |
| | Less accumulated depreciation ▶ | | | | | | |
| 15 | Other assets (describe ▶) | | | | | | |
| 16 | Total assets (to be completed by all filers) | | | 5,631,444. | 5,700,458. | 7,189,008. | |
| 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 | | | 72,779. | 141,793. | | |
| 30 | Total net assets or fund balances | | | 5,631,444. | 5,700,458. | | |
| 31 | Total liabilities and net assets/fund balances | | | 5,631,444. | 5,700,458. | | |

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 | 5,631,444. |
| 2 | Enter amount from Part I, line 27a | 2 | 69,014. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 | Add lines 1, 2, and 3 | 4 | 5,700,458. |
| 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 | 5,700,458. |

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 | | | |

| (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 5,060,230. | | 4,970,152. | 90,078. |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|--------------------------------------|---|---|
| (j) FMV. as of 12/31/69 | (k) Adjusted basis as of 12/31/69 | (l) Excess of col. (i) over col. (j), if any | |
| a | | | 90,078. |
| 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 | 90,078. |
| 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 | 323,053. | 6,193,336. | .0521614 |
| 1999 | 366,898. | 5,855,829. | .0626552 |
| 1998 | 409,240. | 5,798,705. | .0705744 |
| 1997 | 448,674. | 5,951,156. | .0753927 |
| 1996 | | | |

| | | |
|--|---|------------|
| 2 Total of line 1, column (d) | 2 | .2607837 |
| 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 | .0651959 |
| 4 Enter the net value of noncharitable-use assets for 2001 from Part X, line 5 | 4 | 6,701,220. |
| 5 Multiply line 4 by line 3 | 5 | 436,892. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 4,433. |
| 7 Add lines 5 and 6 | 7 | 441,325. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 374,334. |

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)

Table with 11 rows for excise tax calculations. Includes items like 'Exempt operating foundations', 'Domestic organizations that meet the section 4940(e) requirements', 'Tax under section 511', 'Add lines 1 and 2', 'Subtitle A (income) tax', 'Tax based on investment income', 'Credits/Payments', 'Total credits and payments', 'Enter any penalty for underpayment of estimated tax', 'Tax due', 'Overpayment', and 'Enter the amount of line 10 to be Credited to 2002 estimated tax'.

Part VII-A Statements Regarding Activities

Table with 11 rows for activity statements. Includes questions like 'During the tax year, did the organization attempt to influence any national, state, or local legislation...', 'Did it spend more than \$100 during the year for political purposes...', 'Did the organization file Form 1120-POL for this year?', 'Enter the amount of tax on political expenditures...', 'Has the organization engaged in any activities that have not previously been reported to the IRS?', 'Has the organization made any changes, not previously reported to the IRS...', 'Did the organization have unrelated business gross income of \$1,000 or more during the year?', 'Was there a liquidation, termination, dissolution, or substantial contraction during the year?', 'Are the requirements of section 508(e) satisfied...', 'Did the organization have at least \$5,000 in assets at any time during the year?', 'Enter the states to which the foundation reports or with which it is registered', 'If the answer is "Yes" to line 7, has the organization furnished a copy of Form 990-PF to the Attorney General...', 'Is the organization claiming status as a private operating foundation...', 'Did any persons become substantial contributors during the tax year?', 'Did the organization comply with the public inspection requirements for its annual returns and exemption application?', 'The books are in care of...', 'Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here'.

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 6a regarding disqualifying acts, 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:

| (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 |
|---|---|---|---|---------------------------------------|
| FIRST TENNESSEE BANK NATIONAL ASSOC. P.O. BOX 84 MEMPHIS, TN 38101-008484 | TRUSTEE 2 | 42,457. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

2 Compensation of five highest-paid employees (other than those included on line 1). 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 | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| NONE | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

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

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 N/A | |
| 2 | |
| 3 | |
| 4 | |

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 | 6,803,269. |
| 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 | 6,803,269. |
| 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 | 6,803,269. |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 102,049. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 6,701,220. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 335,061. |

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 | 335,061. |
| 2a | Tax on investment income for 2001 from Part VI, line 5 | 2a | 8,867. |
| b | Income tax for 2001 (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 8,867. |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | 3 | 326,194. |
| 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 | 326,194. |
| 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 | 326,194. |

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 | 374,334. |
| 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 | 374,334. |
| 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 | 374,334. |

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 | | | | 326,194. |
| 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 | 125,838. | | | |
| d From 1999 | 82,586. | | | |
| e From 2000 | 22,956. | | | |
| f Total of lines 3a through e | 231,380. | | | |
| 4 Qualifying distributions for 2001 from Part XII, line 4 ▶ \$ 374,334. | | | | |
| 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 | | | | 326,194. |
| e Remaining amount distributed out of corpus | 48,140. | | | |
| 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 | 279,520. | | | |
| 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 | 279,520. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 1997 | | | | |
| b Excess from 1998 | 125,838. | | | |
| c Excess from 1999 | 82,586. | | | |
| d Excess from 2000 | 22,956. | | | |
| e Excess from 2001 | 48,140. | | | |

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 | | | | (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 XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income or (loss) from real estate, Net rental income or (loss) from personal property, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income or (loss) from special events, Gross profit or (loss) from sales of inventory, Other revenue, Subtotal, and Total.

(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. and 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).

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... a Transfers from the reporting organization to a noncharitable exempt organization of (1) Cash (2) Other assets b Other Transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content is mostly 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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content is mostly N/A.

Declaration of preparer: Under penalties of perjury, I declare that I have examined this return... Signature of preparer: [Signature] Date: 11/23/11 Title: Vice President - Trust Officer. Firm: WATKINS UBERALL, PLLC, 1661 AARON BRENNER DR., STE 300, MEMPHIS, TENNESSEE 38120. Phone: (901) 761-2720.

John D Buckman Charitable Trust

| <u>Year</u> | <u>Tax</u> | <u>!</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 | 311,119. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 311,119. |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|----------------------------------|--------------|-------------------------|-------------------|
| DIVIDENDS | 61,861. | 0. | 61,861. |
| DIVIDENDS | 1,510. | 0. | 1,510. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 63,371. | 0. | 63,371. |

FORM 990-PF OTHER INCOME STATEMENT 3

| DESCRIPTION | AMOUNT |
|---|--------|
| MISCELLANEOUS INCOME | 8. |
| TOTAL TO FORM 990-PF, PART I, LINE 11, COLUMN A | 8. |

FORM 990-PF LEGAL FEES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|----------------------------|------------------------|---------------------------|-------------------------|-------------------------|
| ATTORNEY | 1,673. | 0. | | 1,673. |
| TO FM 990-PF, PG 1, LN 16A | 1,673. | 0. | | 1,673. |

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 | | 367,187. | 368,273. |
| TOTAL U.S. GOVERNMENT OBLIGATIONS | | | 367,187. | 368,273. |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS | | | | |
| TOTAL TO FORM 990-PF, PART II, LINE 10A | | | 367,187. | 368,273. |

FORM 990-PF **CORPORATE STOCK** **STATEMENT** **6**

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|----------------------|
| CORPORATE STOCK | 1,211,029. | 2,678,938. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 1,211,029. | 2,678,938. |

FORM 990-PF **CORPORATE BONDS** **STATEMENT** **7**

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|----------------------|
| FIXED INCOME | 4,116,718. | 4,136,273. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 4,116,718. | 4,136,273. |

FORM 990-PF **OTHER INVESTMENTS** **STATEMENT** **8**

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|--|------------|----------------------|
| MISC | 2. | 2. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | 2. | 2. |

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 | 40,000. |
| 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 | 58,192. |
| COMMUNITY FOUNDATION, 1900 UNION AVE, MEMPHIS, TN 38104 | PUBLIC CHARITY | BENEFIT CHILDREN | NONE | 20,000. |

JOHN D BUCKMAN CHARITABLE TRUST

62-6155483

| | | | | |
|---|-------------------|------------------|------|-----------------|
| BADDOUR MEMORIAL CENTER, 3297 HWY 51 SOUTH, SENATOBIA, MS 38668 | PUBLIC CHARITY | BENEFIT CHILDREN | NONE | 50,000. |
| WHITE STATION HIGH LEADERSHIP | PUBLIC CHARITY | BENEFIT CHILDREN | NONE | 8,240. |
| MISSIONARIES OF CHARITY | PUBLIC CHARITY | BENEFIT CHILDREN | NONE | 5,000. |
| TOTAL TO FORM 990-PF, PART XV, LINE 3A | | | | <u>351,432.</u> |

PROCEEDS FROM SALES

| | | | |
|--|------------|-------------|-------------|
| DAIMLER BENZ AUTO REC TR 1993A 3.90% DTD 10/15/93 DUE 10/15/98 ORIG 1-36 AL P & I MONTHLY 10/18/96 PRINCIPAL PAYMENT DUE 10/15/96 | 4,528.77 | -4,523.82 | -4,523.82 |
| FIRST FUNDS U S GOVERNMENT PORTFOLIO MUTUAL FUNDS 10/17/96 AUTOMATIC CASH INVESTMENT (ACI) SALE | 9,251.63 | -9,251.63 | -9,251.63 |
| GREATER ORLANDO FL AUTH AMBAC 6.375% DTD 10/01/92 DUE 10/01/96 10/01/96 PROCEEDS MATURITY 250,000 | 250,000.00 | -250,000.00 | -250,000.00 |
| 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 10/29/96 PRINCIPAL PAYMENT DUE 10/25/96 | 1,670.07 | -1,663.28 | -1,663.28 |
| U S TREAS NT 6.875% DTD 10/31/91 DUE 10/31/96 10/31/96 PROCEEDS MATURITY 250,000 | 250,000.00 | -259,257.83 | -259,257.83 |



STATEMENT OF TRANSACTIONS

10/01/96 THROUGH 10/31/96

JOHN BUCKMAN CHARITABLE TRUST

ACCOUNT
10-01-001-3000871

TRANSACTION
DESCRIPTION

TOTAL CASH ASSET CARRYING VALUE COST

TOTAL PROCEEDS FROM SALES

515,450.47 ✓

-524,696.56

-524,696.56 ✓

TOTAL - PRINCIPAL CASH RECEIPTS -

515,450.47

-524,696.56

-524,696.56

- PRINCIPAL CASH DISBURSEMENTS -

PROCEEDS FROM SALES

| | | | |
|---|--------------------------------------|---|---|
| AIR PRODUCTS & CHEMICALS INC WITH RIGHTS EXP 3/16/98 11/05/96 ROBINSON HUMPHREY SALE 1,000 SHARES @ 58.875 ON 10/31/96 MISC 1.97 COMM 70.00 | 58,803.03 | -51,945.00 | -51,945.00 |
| DAIMLER BENZ AUTO REC TR 1993A 3.90% DTD 10/15/93 DUE 10/15/98 11/18/96 PRINCIPAL PAYMENT DUE 11/15/96 | 4,217.66 | -4,213.05 | -4,213.05 |
| FIRST FUNDS U S GOVERNMENT PORTFOLIO MUTUAL FUNDS 11/06/96 AUTOMATIC CASH INVESTMENT (ACI) SALE 11/12/96 AUTOMATIC CASH INVESTMENT (ACI) SALE 11/15/96 AUTOMATIC CASH INVESTMENT (ACI) SALE | 3,183.61 800,794.94 387,676.25 | -3,183.61 -800,794.94 -387,676.25 | -3,183.61 -800,794.94 -387,676.25 |



STATEMENT OF TRANSACTIONS

11/01/96 THROUGH 11/29/96

ACCOUNT
10-01-001-3000671

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JOHN BUCKMAN CHARITABLE TRUST

| TRANSACTION DESCRIPTION | TOTAL CASH | ASSET CARRYING VALUE | COST |
|---|---------------------|----------------------|------------------------|
| GNAC MTN 7.65% DTD 11/5/91 DUE 11/5/96 NC PAYS 4/1 & 10/1 11/05/96 PROCEEDS MATURITY 100,000 | 100,000.00 | -106,797.00 | -106,797.00 |
| RAYTHEON CO 11/20/96 GOLDMAN SACHS & CO SALE 2,000 SHARES @ 50.752 ON 11/15/96 MISC 3.38 COMM 120.00 | 101,360.62 | -63,445.00 | -63,445.00 |
| 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 11/26/96 PRINCIPAL PAYMENT DUE 11/25/96 | 84.28 | -83.94 | -83.94 |
| TOTAL PROCEEDS FROM SALES | <u>1,456,140.39</u> | <u>-1,418,138.79</u> | <u>-1,418,138.79</u> ✓ |

PROCEEDS FROM SALES

| | | | |
|---|--------------------|-------------------|---------------------|
| DAIMLER BENZ AUTO REC TR 1993A 3.90% DTD 10/15/93 DUE 10/15/96 12/17/96 PRINCIPAL PAYMENT DUE 12/15/96 | 4,012.03 | -4,007.64 | -4,007.64 |
| FIRST FUNDS U S GOVERNMENT PORTFOLIO MUTUAL FUNDS 12/19/96 AUTOMATIC CASH INVESTMENT (ACI) SALE | 88,335.00 | -88,335.00 | -88,335.00 |
| 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 12/27/96 PRINCIPAL PAYMENT DUE 12/25/96 | 2,092.17 | -2,083.67 | -2,083.67 |
| TOTAL PROCEEDS FROM SALES | <u>94,439.20</u> ✓ | <u>-94,426.31</u> | <u>-94,426.31</u> ✓ |
| TOTAL - PRINCIPAL CASH RECEIPTS - | <u>94,439.20</u> | <u>-94,426.31</u> | <u>-94,426.31</u> |

PROCEEDS FROM SALES

FIRST FUNDS U S GOVERNMENT
PORTFOLIO MUTUAL FUNDS
01/31/97 AUTOMATIC CASH INVESTMENT (ACI) SALE

| | | |
|---------------------|------------------|----------------------|
| 6,208.30 | -6,208.30 | -6,208.30 |
| <u>6,208.30</u> (A) | <u>-6,208.30</u> | <u>-6,208.30</u> |
| <u>22,324.76</u> | <u>-6,208.30</u> | <u>-6,208.30</u> (B) |

TOTAL PROCEEDS FROM SALES

TOTAL - INCOME CASH RECEIPTS -

- PRINCIPAL CASH RECEIPTS -
PROCEEDS FROM SALES

| | | | |
|---|------------------|-------------------|-------------------|
| DAIMLER BENZ AUTO REC TR 1993A 3.90% DTD 10/15/93 DUE 10/15/98 01/16/97 PRINCIPAL PAYMENT DUE 01/15/97 | 3,817.31 | -3,813.13 | -3,813.14 |
| FIRST FUNDS U S GOVERNMENT PORTFOLIO MUTUAL FUNDS 01/10/97 AUTOMATIC CASH INVESTMENT (ACI) SALE | 35,729.68 | -35,729.68 | -35,729.68 |
| 01/31/97 AUTOMATIC CASH INVESTMENT (ACI) SALE | 54,534.83 | -54,534.83 | -54,534.83 |
| 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 01/29/97 PRINCIPAL PAYMENT DUE 01/25/97 | 1,548.99 | -1,542.70 | -1,542.70 |
| | <u>95,630.81</u> | <u>-95,620.34</u> | <u>-95,620.35</u> |
| | 101,834 | | 101,828 |
| | <u>95,630.81</u> | <u>-95,620.34</u> | <u>-95,620.35</u> |

TOTAL PROCEEDS FROM SALES

TOTAL - PRINCIPAL CASH RECEIPTS -

- PRINCIPAL CASH DISBURSEMENTS -

MISCELLANEOUS DISBURSEMENTS



STATEMENT OF TRANSACTIONS

02/01/97 THROUGH 02/28/97

ACCOUNT
10-01-001-3000871

PAGE 6

JOHN BUCKMAN CHARITABLE TRUST

| TRANSACTION DESCRIPTION | TOTAL CASH | ASSET CARRYING VALUE | COST |
|---|-------------------|----------------------|--------------------|
| DAIMLER BENZ AUTO REC TR 1993A 3.90% DTD 10/15/93 DUE 10/15/98 02/20/97 PRINCIPAL PAYMENT DUE 02/15/97 | 3,291.25 | -3,287.65 | -3,287.65 |
| 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 02/26/97 PRINCIPAL PAYMENT DUE 02/25/97 | 547.97 | -545.74 | -545.74 |
| U S TREAS NT 6.50% DTD 5/1/95 DUE 4/30/97 02/10/97 GX CLARKE SALE 300,000 PAR @ 100.2734 ON 02/07/97 | 300,820.31 | -299,868.00 | -299,868.00 |
| TOTAL PROCEEDS FROM SALES | <u>304,659.53</u> | <u>-303,701.39</u> | <u>-303,701.39</u> |
| TOTAL - PRINCIPAL CASH RECEIPTS - | <u>304,659.53</u> | <u>-303,701.39</u> | <u>-303,701.39</u> |



STATEMENT OF TRANSACTIONS

03/01/97 THROUGH 03/31/97

ACCOUNT
10-01-001-3000871

JOHN BUCKMAN CHARITABLE TRUST

| TRANSACTION DESCRIPTION | TOTAL CASH | ASSET CARRYING VALUE | COST |
|---|-----------------|----------------------|------------------|
| DAIMLER BENZ AUTO REC TR 1993A 3.90% DTD 10/15/93 DUE 10/15/98 03/18/97 PRINCIPAL PAYMENT DUE 03/15/97 | 3,047.68 | -5,044.35 | -3,044.35 |
| RTC MTG PASS THRU SER 92M-3 CL A-2 MTFAM 8.625% DTD 4/1/92 DUE 7/25/90 ORG 6 YR AVG LIFE 03/27/97 PRINCIPAL PAYMENT DUE 03/25/97 | 100.98 | -100.57 | -100.57 |
| TOTAL PROCEEDS FROM SALES | <u>3,148.66</u> | <u>-3,144.92</u> | <u>-3,144.92</u> |
| TOTAL - PRINCIPAL CASH RECEIPTS - | <u>3,148.66</u> | <u>-3,144.92</u> | <u>-3,144.92</u> |

PROCEEDS FROM SALES

FIRST FUNDS U S GOVERNMENT
PORTFOLIO MUTUAL FUNDS
04/30/97 AUTOMATIC CASH INVESTMENT (ACI) SALE

| | |
|---------------------------|------------------|
| 1,101.85 (4) | -1,101.85 (3) |
| <u>1,101.85</u> | <u>-1,101.85</u> |
| TOTAL PROCEEDS FROM SALES | -1,101.85 |

PROCEEDS FROM SALES

DAIMLER BENZ AUTO REC TR 1993A
 3.90% DTD 10/15/93 DUE 10/15/98
 04/15/97 PRINCIPAL PAYMENT DUE 04/15/97

FIRST FUNDS U S GOVERNMENT
 PORTFOLIO MUTUAL FUNDS
 04/03/97 AUTOMATIC CASH INVESTMENT (ACI) SALE

04/22/97 AUTOMATIC CASH INVESTMENT (ACI) SALE

04/30/97 AUTOMATIC CASH INVESTMENT (ACI) SALE

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
 04/28/97 PRINCIPAL PAYMENT DUE 04/25/97

| | | |
|------------|-------------|-------------|
| 3,182.45 | -3,178.97 | -3,178.97 |
| 239,833.79 | -239,833.79 | -239,833.79 |
| 8,826.93 | -8,826.93 | -8,826.93 |
| 78,216.15 | -78,216.15 | -78,216.15 |
| 80.61 | -80.28 | -80.28 |

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TRANSACTION DESCRIPTION

TOTAL CASH TOTAL ASSET CARRYING VALUE COST

TOTAL PROCEEDS FROM SALES

330,139.93 331,241 330,136.12

TOTAL - PRINCIPAL CASH RECEIPTS -

330,139.93 331,241 330,136.12

331,238



STATEMENT OF TRANSACTIONS

05/01/97 THROUGH 05/30/97

ACCOUNT
10-01-001-3000871

JOHN BUCKMAN CHARITABLE TRUST

| TRANSACTION DESCRIPTION | TOTAL CASH | ASSET CARRYING VALUE | COST |
|---|-------------------|----------------------|--------------------|
| DAIMLER BENZ AUTO REC TR 1993A 3.90% DTD 10/15/93 DUE 10/15/98 05/16/97 PRINCIPAL PAYMENT DUE 05/15/97 | 2,825.49 | -2,822.40 | -2,822.40 |
| 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 05/29/97 PRINCIPAL PAYMENT DUE 05/25/97 | 797.64 | -794.40 | -794.40 |
| TOTAL PROCEEDS FROM SALES | <u>3,623.13</u> | <u>-3,616.80</u> | <u>-3,616.80</u> |
| TOTAL - PRINCIPAL CASH RECEIPTS - | <u>3,623.13</u> ✓ | <u>-3,616.80</u> | <u>-3,616.80</u> ✓ |

PROCEEDS FROM SALES

| | | | |
|---|------------|-------------|-------------|
| DAIMLER BENZ AUTO REC TR 1993A 3.90% DTD 10/15/93 DUE 10/15/98 06/17/97 PRINCIPAL PAYMENT DUE 06/15/97 | 2,482.80 | -2,480.08 | -2,480.08 |
| FNMA NT 7.65% DTD 4/29/94 DUE 4/29/04 CALLABLE 06/11/97 CALLED 200,000.000 PAR ON 06/11/97 AT \$100.000 | 200,000.00 | -199,500.00 | -199,500.00 |
| 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 06/26/97 PRINCIPAL PAYMENT DUE 06/25/97 | 191.72 | -190.94 | -190.94 |



STATEMENT OF TRANSACTIONS

06/01/97 THROUGH 06/30/97

ACCOUNT
10-01-001-3000871

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JOHN BUCKMAN CHARITABLE TRUST

| TRANSACTION DESCRIPTION | TOTAL CASH | ASSET CARRYING VALUE | COST |
|---|-------------------|----------------------|--------------------|
| US TREAS NT 6.375% DTD 06/30/92 DUE 06/30/97 06/30/97 PROCEEDS MATURITY 500,000 | 500,000.00 | -526,080.73 | -525,562.48 |
| TOTAL PROCEEDS FROM SALES | <u>702,674.52</u> | <u>-728,251.75</u> | <u>-727,733.50</u> |
| TOTAL - PRINCIPAL CASH RECEIPTS - | <u>702,674.52</u> | <u>-728,251.75</u> | <u>-727,733.50</u> |

PROCEEDS FROM SALES

| | | | | |
|---|-----------|------------|------------|--|
| FIRST FUNDS U S GOVERNMENT | | | | |
| PORTFOLIO MUTUAL FUNDS | | | | |
| 07/23/97 AUTOMATIC CASH INVESTMENT (ACI) SALE | 6,343.45 | -6,343.45 | -6,343.45 | |
| 07/31/97 AUTOMATIC CASH INVESTMENT (ACI) SALE | 14,626.66 | -14,626.66 | -14,626.66 | |



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STATEMENT OF TRANSACTIONS

07/01/97 THROUGH 07/31/97

ACCOUNT
10-01-001-3000871

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JOHN BUCKMAN CHARITABLE TRUST

TRANSACTION
DESCRIPTION

TOTAL
CASH

ASSET
CARRYING VALUE

COST

TOTAL PROCEEDS FROM SALES

20,970.11

20,970.11

20,970.11

TOTAL - INCOME CASH RECEIPTS -

37,769.39

20,970.11

20,970.11

PROCEEDS FROM SALES

FOMENTO ECON MEXICANO EURO-NTS
 9.50% DTD 7/22/92 DUE 7/22/97 NC
 07/22/97 PROCEEDS MATURITY 100,000
 DAIMLER BENZ AUTO REC TR 1993A
 3.90% DTD 10/15/93 DUE 10/15/98
 07/16/97 PRINCIPAL PAYMENT DUE 07/15/97

100,000.00 -99,500.00 -99,500.00
 2,350.17 -2,347.60 -2,347.60

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10-01-001-00000/4

TRANSACTION DESCRIPTION

FIRST FUNDS U S GOVERNMENT
 PORTFOLIO MUTUAL FUNDS
 07/23/97 AUTOMATIC CASH INVESTMENT (ACI) SALE
 07/31/97 AUTOMATIC CASH INVESTMENT (ACI) SALE
 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
 07/28/97 PRINCIPAL PAYMENT DUE 07/25/97

| TOTAL CASH | ASSET CARRYING VALUE | COST |
|-------------------|----------------------|--------------------|
| 6,343.44 | -6,343.44 | -6,343.44 |
| 64,691.34 | -64,691.34 | -64,691.34 |
| 344.61 | -343.21 | -343.21 |
| <u>173,729.56</u> | <u>-173,225.59</u> | <u>-173,225.59</u> |
| 194,700 | | |
| 3 | | |
| <u>173,729.56</u> | <u>-173,225.59</u> | <u>-173,225.59</u> |
| | | 194,196 |

TOTAL PROCEEDS FROM SALES

TOTAL - PRINCIPAL CASH RECEIPTS -

PROCEEDS FROM SALES

| | | | | |
|---|---|------------|-------------|-------------|
| AUTOLIV INC 08/04/97 | ROBINSON HUMPHREY SALE 341 SHARES @ 35.5625 ON 07/30/97 MISC .41 COMN 23.87 | 12,102.53 | -8,947.84 | -8,947.84 |
| DAIMLER BENZ AUTO REC TR 1993A 3.90% DTD 10/15/93 DUE 10/15/98 08/15/97 | PRINCIPAL PAYMENT DUE 08/15/97 | 2,040.07 | -2,037.84 | -2,037.84 |
| FIRST FUNDS U S GOVERNMENT PORTFOLIO MUTUAL FUNDS | | | | |
| 08/04/97 | AUTOMATIC CASH INVESTMENT (ACI) SALE | 233,368.03 | -233,368.03 | -233,368.03 |
| 08/07/97 | AUTOMATIC CASH INVESTMENT (ACI) SALE | 249,276.11 | -249,276.11 | -249,276.11 |
| 08/12/97 | AUTOMATIC CASH INVESTMENT (ACI) SALE | 259,528.12 | -259,528.12 | -259,528.12 |
| 08/19/97 | AUTOMATIC CASH INVESTMENT (ACI) SALE | 168,029.40 | -168,029.40 | -168,029.40 |
| FORD CREDIT NT 6.80% DTD 8/24/94 DUE 8/15/97 08/15/97 | PROCEEDS MATURITY 250,000 | 250,000.00 | -249,610.00 | -249,610.00 |



STATEMENT OF TRANSACTIONS

08/01/97 THROUGH 08/29/97

ACCOUNT 10-01-001-3000871
 JOHN BUCKMAN CHARITABLE TRUST

| TRANSACTION DESCRIPTION | TOTAL CASH | ASSET CARRYING VALUE | COST |
|---|---------------------|----------------------|----------------------|
| GENERAL ELECTRIC 08/18/97 ROBINSON HUMPHREY SALE 1,000 SHARES @ 67.00 ON 08/13/97 MISC 2.23 COMM 70.00 | 66,927.77 | -10,243.75 | -10,243.75 |
| RTC MTG PASS THRU SER 92H-3 CL A-2 MTFAM 8.625% DTD 4/1/92 DUE 7/25/30 ORG 6 YR AVG LIFE 08/26/97 PRINCIPAL PAYMENT DUE 08/25/97 | 615.58 | -613.08 | -613.08 |
| SCHERING PLOUGH CORP 08/18/97 ROBINSON HUMPHREY SALE 700 SHARES @ 48.00 ON 08/13/97 MISC 1.12 COMM 49.00 | 33,549.88 | -8,904.00 | -8,904.00 |
| TOTAL PROCEEDS FROM SALES | <u>1,275,437.49</u> | <u>-1,190,558.17</u> | <u>-1,190,558.17</u> |
| TOTAL - PRINCIPAL CASH RECEIPTS - | <u>1,275,437.49</u> | <u>-1,190,558.17</u> | <u>-1,190,558.17</u> |



STATEMENT OF TRANSACTIONS

09/01/97 THROUGH 09/30/97

ACCOUNT
10-01-001-3000871

JOHN BUCKMAN CHARITABLE TRUST

| TRANSACTION DESCRIPTION | TOTAL CASH | ASSET CARRYING VALUE | COST |
|--|------------------|----------------------|-------------------|
| PROCEEDS FROM SALES | | | |
| DAIMLER BENZ AUTO REC TR 1993A 3.90% DTD 10/15/93 DUE 10/15/98 | | | |
| 09/16/97 PRINCIPAL PAYMENT DUE 9/15/97 | 1,961.96 | -1,959.81 | -1,959.81 |
| 09/16/97 PRINCIPAL PAYMENT DUE 09/12/97 | | | |
| FIRST FUNDS U S GOVERNMENT PORTFOLIO MUTUAL FUNDS | | | |
| 09/29/97 AUTOMATIC CASH INVESTMENT (ACI) SALE | 74,668.75 | -74,668.75 | -74,668.75 |
| RTC MTG PASS THRU SER 92H-3 CL A-2 MTFAM 8.625% DTD 4/1/92 DUE 7/25/30 ORG 6 YR AVG LIFE | | | |
| 09/26/97 PRINCIPAL PAYMENT DUE 09/25/97 | 245.91 | -244.91 | -244.91 |
| TOTAL PROCEEDS FROM SALES | <u>76,876.62</u> | <u>-76,873.47</u> | <u>-76,873.47</u> |
| TOTAL - PRINCIPAL CASH RECEIPTS - | <u>76,876.62</u> | <u>-76,873.47</u> | <u>-76,873.47</u> |