1998

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

9909

OMB No 1545-0052

~~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, 1998 , and ending SEP 30, 1999

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): P.O. BOX 84 — Room/suite:

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 ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 7,778,726.

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
				N/A	
Revenue	1 Contributions, gifts, grants, etc, received				
	Check ▶ [X] if the foundation is not required to attach Sch B				
	2 Distributions from split-interest trusts				
	3 Interest on savings and temporary cash investments	294,669.	294,669.		STATEMENT 1
	4 Dividends and interest from securities	63,611.	63,611.		STATEMENT 2
	5a Gross rents				
	b (Net rental income or (loss))				
	6a Net gain or (loss) from sale of assets not on line 10	419,184.			
	b Gross sales price for all assets on line 6a 2,921,233.				
	7 Capital gain net income (from Part IV, line 2)		419,184.		
	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	2,311.	2,311.		STATEMENT 3
	12 Total. Add lines 1 through 11	779,775.	779,775.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	49,395.	24,697.		24,698.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	462.	0.		462.
	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	49,857.	24,697.		25,160.
	25 Contributions, gifts, grants paid	299,894.			299,894.
	26 Total expenses and disbursements. Add lines 24 and 25	349,751.	24,697.		325,054.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	430,024.			
	b Net investment income (if negative, enter -0-)		755,078.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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01-24-02 LHA **For Paperwork Reduction Act Notice, see the instructions.** Form **990-PF** (2001)

10411027 758935 6379 2001.08000 JOHN D BUCKMAN CHARITABLE T 6379___7

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	3,634.	24,977.	24,977.
	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	637,581.	310,922.	305,813.
	b Investments - corporate stock STMT 6	1,313,975.	998,193.	2,267,697.
	c Investments - corporate bonds STMT 7	4,216,053.	5,267,175.	5,180,237.
	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)	6,171,245.	6,601,269.	7,778,726.
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 ▶ ☐ 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 ▶ [X] 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	612,580.	1,042,604.	
	30 **Total net assets or fund balances**	6,171,245.	6,601,269.	
	31 **Total liabilities and net assets/fund balances**	6,171,245.	6,601,269.	

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	6,171,245.
2	Enter amount from Part I, line 27a	2	430,024.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	6,601,269.
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	6,601,269.

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	2,921,233.		2,502,049.	419,184.
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				419,184.
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	419,184.
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	388,583.	7,199,173.	.0539761
1999	374,334.	6,701,220.	.0558606
1998	323,053.	6,193,336.	.0521614
1997	366,898.	5,855,829.	.0626552
1996	409,240.	5,798,705.	.0705744

2	**Total** of line 1, column (d)	2	.2952277
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	.0590455
4	Enter the net value of noncharitable-use assets for 2001 from Part X, line 5	4	7,199,173.
5	Multiply line 4 by line 3	5	425,079.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,551.
7	Add lines 5 and 6	7	432,630.
8	Enter qualifying distributions from Part XII, line 4	8	325,054.

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 ▶ ☐ 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	15,102.
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	15,102.
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	15,102.
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 ☐ if Form 2220 is attached		8	909.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	16,011.
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 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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities.*			
c Did the organization file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the 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.*	2		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*	3		X
4a Did the organization have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the organization have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see 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*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		X
11 Did the organization comply with the public inspection requirements for its annual returns and exemption application? Web site address ▶ NONE	11	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)? — **1b** — No: X

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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** — No: 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** — No: 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** — No: 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)? N/A — **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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** — No: X

If you answered "Yes" to 6b, also file Form 8870.

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	49,395.	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	
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	7,308,805.
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	7,308,805.
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	7,308,805.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	109,632.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	7,199,173.
6	**Minimum investment return.** Enter 5% of line 5		6	359,959.

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	359,959.
2a	Tax on investment income for 2001 from Part VI, line 5	2a 15,102.		
b	Income tax for 2001 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	15,102.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	344,857.
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	344,857.
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	344,857.

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	325,054.
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	325,054.
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	325,054.

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				344,857.
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 125,838.				
b From 1997 82,586.				
c From 1998 22,956.				
d From 1999 50,990.				
e From 2000 45,811.				
f Total of lines 3a through e	328,181.			
4 Qualifying distributions for 2001 from Part XII, line 4 ▶ $ 325,054.				
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				325,054.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2001 (If an amount appears in column (d), the same amount must be shown in column (a).)	19,803.			19,803.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	308,378.			
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	106,035.			
9 **Excess distributions carryover to 2002.** Subtract lines 7 and 8 from line 6a	202,343.			
10 Analysis of line 9				
a Excess from 1997 82,586.				
b Excess from 1998 22,956.				
c Excess from 1999 50,990.				
d Excess from 2000 45,811.				
e Excess from 2001				

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			
	(a) 2001	(b) 2000	(c) 1999	(d) 1998	(e) Total
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
a Paid during the year				
SEE STATEMENT 11				
Total			▶ 3a	299,894.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	294,669.	
4 Dividends and interest from securities			14	63,611.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	2,311.	
8 Gain or (loss) from sales of assets other than inventory			18	419,184.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		779,775.	0.

13 Total. Add line 12, columns (b), (d), and (e) ▶ 13 779,775.

(See worksheet in line 13 instructions to verify calculations)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the 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**

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting 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	

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

First Tennessee Bank National Association

BY [signature] 11/23/11 Via President & Trust Officer

Signature of officer or trustee — Vaughn Lawyer, Vice President & Trust Officer — Date — Title

Paid Preparer's Use Only

Preparer's signature [signature] CM — Date 11/18/11 — Check if self-employed ☐ — Preparer's SSN or PTIN

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

John D Buckman Charitable Trust

Year	Tax	[illegible]	Tax Due
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	322,214	13,560	335,774

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

SOURCE	AMOUNT
INTEREST	294,669.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	294,669.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	61,845.	0.	61,845.
DIVIDENDS	1,766.	0.	1,766.
TOTAL TO FM 990-PF, PART I, LN 4	63,611.	0.	63,611.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	AMOUNT
CAPITAL GAIN DISTRIBUTION	2,311.
TOTAL TO FORM 990-PF, PART I, LINE 11, COLUMN A	2,311.

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ATTORNEY	462.	0.		462.
TO FM 990-PF, PG 1, LN 16A	462.	0.		462.

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		310,922.	305,813.
TOTAL U.S. GOVERNMENT OBLIGATIONS			310,922.	305,813.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			310,922.	305,813.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	998,193.	2,267,697.
TOTAL TO FORM 990-PF, PART II, LINE 10B	998,193.	2,267,697.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME	5,267,175.	5,180,237.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,267,175.	5,180,237.

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 RELATIONSHP	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.
NEIGHBORHOOD CHRISTIAN CENTER, 785 JACKSON AVE, MEMPHIS, TN 38107	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	18,800.
HOPE HOUSE, 23 IDLEWILD ST, MEMPHIS, TN 38104-3926	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	20,000.
CHRISTIAN HOPE FOR RETARDED	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	18,800.
FINAL NET, INC, 204 N SECOND ST, MEMPHIS, TN 38105	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	18,800.

MISSIONARIES OF CHARITY, 700 N 7TH ST, MEMPHIS, TN 38107	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	18,800.
FAMILY SERVICES, 2430 POPLAR AVE, MEMPHIS, TN 38112-3246	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	20,894.
MARRS, 4488 POPLAR AVE, MEMPHIS, TN 38117	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	23,800.
TOTAL TO FORM 990-PF, PART XV, LINE 3A				299,894.

FIRST TENNESSEE
All Things Financial.

STATEMENT OF TRANSACTIONS

10/01/98 THROUGH 09/30/99

ACCOUNT
10-01-001-3000871

JOHN BUCKMAN CHARITABLE TRUST

	TRANSACTION DESCRIPTION	INCOME CASH	PRINCIPAL CASH	COST/MARKET CHANGES	REALIZED GAIN/LOSS	MARKET APPR/DEPR CURRENT PERIOD
10/15/98	BANKAMERICA CORPORATION NEW DO NOT USE-SEE CUSIP # 060505104 SALE .2 SHARES @ 47.7392 ON 10/14/98		9.55	-3.94	5.61	5.61
10/16/98	FIRST FUNDS U S GOVERNMENT PORTFOLIO MUTUAL FUNDS AUTOMATIC CASH INVESTMENT (ACI) SALE		11,263.94	-11,263.94		
10/30/98	FIRST FUNDS U S GOVERNMENT PORTFOLIO MUTUAL FUNDS AUTOMATIC CASH INVESTMENT (ACI) SALE		80,000.00	-80,000.00		
11/24/98	FIRST FUNDS U S GOVERNMENT PORTFOLIO MUTUAL FUNDS AUTOMATIC CASH INVESTMENT (ACI) SALE		413,535.61	-413,535.61		
01/19/99	FIRST FUNDS U S GOVERNMENT PORTFOLIO MUTUAL FUNDS AUTOMATIC CASH INVESTMENT (ACI) SALE		13,425.04	-13,425.04		
01/29/99	SPRINT CORP (PCS GROUP) ROBINSON HUMPHREY SALE 500 SHARES @ 33.625 ON 01/26/99 MISC .56 COMM 30.00		16,781.94	-3,005.66	13,776.28	13,776.28
01/29/99	FIRST FUNDS U S GOVERNMENT PORTFOLIO MUTUAL FUNDS AUTOMATIC CASH INVESTMENT (ACI) SALE		63,218.06	-63,218.06		
03/03/99	FIRST FUNDS U S GOVERNMENT PORTFOLIO MUTUAL FUNDS AUTOMATIC CASH INVESTMENT (ACI) SALE		17,872.50	-17,872.50		
04/15/99	BRISTOL MYERS SQUIBB ROBINSON HUMPHREY SALE 1,000 SHARES @ 64.9375 ON 04/12/99 MISC 2.17 COMM 60.00		64,875.33	-51,937.50	62,281.39	12,937.83

STATEMENT OF TRANSACTIONS

10/01/98 THROUGH 09/30/99

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JOHN BUCKMAN CHARITABLE TRUST

	TRANSACTION DESCRIPTION	INCOME CASH	PRINCIPAL CASH	COST/MARKET CHANGES	REALIZED GAIN/LOSS	MARKET APPR/DEPR CURRENT PERIOD
04/15/99	ELAN CORP PLC ADR ROBINSON HUMPHREY SALE 1,800 SHARES @ 75.75 ON 04/12/99 MISC 4.55 COMM 108.00		136,237.45	-129,713.40	85,549.45	6,524.05
04/15/99	ELECTRONIC DATA SYSTEMS CORP ROBINSON HUMPHREY SALE 2,500 SHARES @ 52.5625 ON 04/12/99 MISC 4.39 COMM 150.00		131,251.86	-82,970.00	37,211.86	48,281.86
04/15/99	GENERAL ELECTRIC ROBINSON HUMPHREY SALE 500 SHARES @ 113.75 ON 04/12/99 MISC 1.90 COMM 30.00		56,843.10	-39,781.50	51,721.23	17,061.60
04/15/99	GRAINGER (W.W.) INC ROBINSON HUMPHREY SALE 1,600 SHARES @ 43.9375 ON 04/12/99 MISC 2.35 COMM 96.00		70,201.65	-67,400.00	23,445.65	2,801.65
04/15/99	SCHERING PLOUGH CORP ROBINSON HUMPHREY SALE 1,000 SHARES @ 60.3125 ON 04/12/99 MISC 2.02 COMM 60.00		60,250.48	-51,844.00	53,890.48	8,406.48
04/19/99	FIRST FUNDS U S GOVERNMENT PORTFOLIO MUTUAL FUNDS AUTOMATIC CASH INVESTMENT (ACI) SALE		11,465.55	-11,465.55		
04/30/99	FIRST FUNDS U S GOVERNMENT PORTFOLIO MUTUAL FUNDS AUTOMATIC CASH INVESTMENT (ACI) SALE		79,098.00	-79,098.00		
05/03/99	CENTRAL POWER & LIGHT 7.50% DTD 5/18/94 DUE 5/1/99 NC PROCEEDS MATURITY 100,000		100,000.00	-101,161.00	210.00	-1,161.00

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S T A T E M E N T   O F   T R A N S A C T I O N S

10/01/98 THROUGH 09/30/99

ACCOUNT
10-01-001-3000871

JOHN BUCKMAN CHARITABLE TRUST

	TRANSACTION DESCRIPTION	INCOME CASH	PRINCIPAL CASH	COST/MARKET CHANGES	REALIZED GAIN/LOSS	MARKET APPR/DEPR CURRENT PERIOD
05/10/99	YPF SOCIEDAD ANONIMA ROBINSON HUMPHREY SALE 3,500 SHARES @ 42.9375 ON 05/05/99 MISC 5.01 COMM 210.00		150,066.24	-91,000.00	65,446.24	59,066.24
06/29/99	MORTON INTERNATIONAL INC MODIFIED PROCEEDS ON 4,500 SHS MERGED FTO ROHM & HASS CO		188,211.83	-98,437.50	61,749.67	89,774.33
07/07/99	ROHM & HAAS CO SALE .492 SHARES @ 43.838 ON 07/07/99		21.57	-23.05	-1.48	-1.48
07/13/99	FIRST FUNDS U S GOVERNMENT PORTFOLIO MUTUAL FUNDS AUTOMATIC CASH INVESTMENT (ACI) SALE		148,953.90	-148,953.90		
07/16/99	FIRST FUNDS U S GOVERNMENT PORTFOLIO MUTUAL FUNDS AUTOMATIC CASH INVESTMENT (ACI) SALE		524,847.01	-524,847.01		
07/21/99	BELDEN INC DONALDSON & CO, INC FINS 83684 SALE 4,500 SHARES @ 24.25 ON 07/16/99 MISC 3.64 COMM 270.00		108,851.36	-60,471.00	-28,244.89	48,380.36
07/21/99	ROHM & HAAS CO DONALDSON & CO, INC FINS 83684 SALE 1,659 SHARES @ 42.169 ON 07/16/99 MISC 2.33 COMM 99.54		69,856.50	-77,713.78	-7,857.28	-7,857.28
07/27/99	FIRST FUNDS U S GOVERNMENT PORTFOLIO MUTUAL FUNDS AUTOMATIC CASH INVESTMENT (ACI) SALE		248,825.83	-248,825.83		
07/30/99	FIRST FUNDS U S GOVERNMENT PORTFOLIO MUTUAL FUNDS AUTOMATIC CASH INVESTMENT (ACI) SALE		80,000.00	-80,000.00		

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STATEMENT OF TRANSACTIONS

10/01/98 THROUGH 09/30/99

ACCOUNT
10-01-001-3000871

JOHN BUCKMAN CHARITABLE TRUST

	TRANSACTION DESCRIPTION	INCOME CASH	PRINCIPAL CASH	COST/MARKET CHANGES	REALIZED GAIN/LOSS	MARKET APPR/DEPR CURRENT PERIOD
08/25/99	FIRST FUNDS U S GOVERNMENT PORTFOLIO MUTUAL FUNDS AUTOMATIC CASH INVESTMENT (ACI) SALE		73,720.00	-73,720.00		
	TOTAL SALE-MATURITY OF ASSETS		2,919,684.30	-2,621,687.77	419,184.21	297,996.53
ASSET RECEIPTS-DELIVERIES-ADJUSTMENTS						
10/06/98	BANKAMERICA CORPORATION NEW DO NOT USE-SEE CUSIP # 060505104 RECD IN EXCHANGE 2,263.2 SHS			44,570.00		
10/06/98	BANKAMERICA CORP REMOVED FOR EXCHANGE 2,000 SHS			-120,250.00		
12/03/98	SCHERING PLOUGH CORP RECD 2,500 SHS 100.00% STK SPL					
12/03/98	SPRINT CORP (FON GROUP) REMOVED FOR EXCHANGE 1,000 SHS			-72,000.00		
12/04/98	SPRINT CORP (FON GROUP) RECD IN EXCHANGE 1,000 SHS			25,032.25		
12/04/98	SPRINT CORP (PCS GROUP) RECD IN EXCHANGE 500 SHS			3,005.66		
03/01/99	BRISTOL MYERS SQUIBB RECD 2,000 SHS 100.00% STK SPL					
05/03/99	BANK AMERICA CORP RECD IN EXCHANGE 2,263 SHS			44,566.06		
05/03/99	BANKAMERICA CORPORATION NEW DO NOT USE-SEE CUSIP # 060505104 REMOVED FOR EXCHANGE 2,263 SHS			-44,566.06		

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All Things Financial.

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STATEMENT OF TRANSACTIONS

10/01/98 THROUGH 09/30/99

ACCOUNT
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JOHN BUCKMAN CHARITABLE TRUST

TRANSACTION DESCRIPTION	INCOME CASH	PRINCIPAL CASH	COST/MARKET CHANGES	REALIZED GAIN/LOSS	MARKET APPR/DEPR CURRENT PERIOD
06/07/99 SPRINT CORP (FON GROUP) RECD 1,000 SHS 100.00% STK SPL					
TOTAL ASSET RECEIPTS-DELIVERIES-ADJUSTMENTS			-119,642.09		
TOTAL INVESTMENT ACTIVITY		10,501.68	167,852.76	419,184.21	297,996.53
NET TRANSACTION ACTIVITY	11,891.61	-11,891.61	167,852.76	419,184.21	297,996.53