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

2004

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

For calendar year 2004, or tax year beginning OCT 1, 2004, and ending SEP 30, 2005

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

Header section containing: Name of organization (JOHN D BUCKMAN CHARITABLE TRUST), Employer identification number (62-6155483), Telephone number (901-681-2349), City and ZIP code (MEMPHIS, TN 38101-0084), and Accounting method (Cash).

Main table with columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Contributions, Interest, Dividends, Rents, Capital gain, Compensation, and Total operating and administrative expenses.

STATUTE CLEARED 0436864555 DEC 07 2011

SCANNED DEC 28 2011

STATUTE UNIT RECEIVED DEC 07 2011 ACCOUNTS MANAGEMENT OGDEN

OGDEN, UT

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		214,397.	49,457.	49,457.
	2	Savings and temporary cash investments				
	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 3		4,205,044.	5,101,549.	4,830,404.
	b	Investments - corporate stock STMT 4		3,900,750.	3,497,382.	4,789,225.
	c	Investments - corporate bonds STMT 5		12,490,809.	12,126,665.	12,542,363.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 6		2.	1.	1.	
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		20,811,002.	20,775,054.	22,211,450.	
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		15,252,337.	15,216,389.		
30	Total net assets or fund balances		20,811,002.	20,775,054.		
31	Total liabilities and net assets/fund balances		20,811,002.	20,775,054.		

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	20,811,002.
2	Enter amount from Part I, line 27a	2	<35,948.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	20,775,054.
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	20,775,054.

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 CAPITAL GAINS DIVIDENDS			
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 3,980,517.		3,939,907.	40,610.
b 125,623.			125,623.
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))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			40,610.
b			125,623.
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	166,233.
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))
2003	1,266,858.	22,770,683.	.0556355
2002	642,810.	21,696,749.	.0296270
2001	1,106,411.	22,309,570.	.0495936
2000	1,320,353.	23,981,424.	.0550573
1999	346,529.	14,436,240.	.0240041

2 Total of line 1, column (d)	2	.2139175
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	.0427835
4 Enter the net value of noncharitable-use assets for 2004 from Part X, line 5	4	22,879,816.
5 Multiply line 4 by line 3	5	978,879.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,899.
7 Add lines 5 and 6	7	990,778.
8 Enter qualifying distributions from Part XII, line 4	8	1,096,898.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling letter _____ (attach copy of ruling letter if necessary-see instructions)		
b	Domestic organizations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	11,899.
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	11,899.
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	11,899.
6	Credits/Payments		
a	2004 estimated tax payments and 2003 overpayment credited to 2004	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	0.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	567.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	12,466.
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 2005 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

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

1a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities.

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

2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the organization \$ 0. (2) On organization managers \$ 0.

3 Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers \$ 0.

2 Has the organization engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities.

3 Has the organization made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

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

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

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

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

7 Did the organization have at least \$5,000 in assets at any time during the year?
If "Yes," complete Part II, col (c), and Part XV.

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

8b If the answer is "Yes" to line 7, has the organization furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

9 Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2004 or the taxable year beginning in 2004 (see instructions for Part XIV)? If "Yes," complete Part XIV

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

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

12 The books are in care of FIRST TENNESSEE BANK NATIONAL ASSOC Telephone no (901) 681-2349
Located at P.O. BOX 84, MEMPHIS, TN ZIP+4 38101-0084

13 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
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.

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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) 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 20 of the instructions)? 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 2004? 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 2004, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2004? 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) 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? b If "Yes," did it have excess business holdings in 2004 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 2004.) 4a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes? 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 2004? 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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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)? (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here 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? 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? b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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	128,967.	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	23,228,240.
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	23,228,240.
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	23,228,240.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	348,424.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	22,879,816.
6 Minimum investment return. Enter 5% of line 5	6	1,143,991.

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	1,143,991.
2a Tax on investment income for 2004 from Part VI, line 5	2a	11,899.
b Income tax for 2004 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	11,899.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	1,132,092.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,132,092.
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	1,132,092.

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	1,096,898.
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	1,096,898.
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	11,899.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,084,999.

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 2003	(c) 2003	(d) 2004
1 Distributable amount for 2004 from Part XI, line 7				1,132,092.
2 Undistributed income, if any, as of the end of 2003				
a Enter amount for 2003 only			282,282.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2004				
a From 1999				
b From 2000				
c From 2001				
d From 2002				
e From 2003				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2004 from Part XII, line 4 ▶ \$ 1,096,898.				
a Applied to 2003, but not more than line 2a			282,282.	
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 2004 distributable amount				814,616.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2004 (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	0.			
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 2003 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2004 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2005				317,476.
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 1999 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2005. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2000				
b Excess from 2001				
c Excess from 2002				
d Excess from 2003				
e Excess from 2004				

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 2004, 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) 2004	(b) 2003	(c) 2002	(d) 2001	
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					
3 Subtract line 2d from line 2c. 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

b The form in which applications should be submitted and information and materials they should include
SEE STATEMENT 7

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 8

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	786,381.	
4 Dividends and interest from securities			14	237,303.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	166,233.	
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.		1,189,917.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13 1,189,917.	

(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

Table with 3 columns: Question, Yes, No. Contains questions 1a through 1d regarding transfers and transactions with noncharitable exempt organizations.

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

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.

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 tax payer) based on all information of which preparer has any knowledge.

Signature block containing signatures and titles for the preparer and a lawyer. Includes fields for date, title, firm name, address, EIN, and phone number.

John D Buckman Charitable Trust

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

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

SOURCE	AMOUNT
INTEREST	786,381.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	786,381.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	360,215.	125,623.	234,592.
DIVIDENDS	2,711.	0.	2,711.
TOTAL TO FM 990-PF, PART I, LN 4	362,926.	125,623.	237,303.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 3

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVT MUTUAL FUND	X		5,101,549.	4,830,404.
TOTAL U.S. GOVERNMENT OBLIGATIONS			5,101,549.	4,830,404.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			5,101,549.	4,830,404.

FORM 990-PF CORPORATE STOCK STATEMENT 4

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	3,497,382.	4,789,225.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,497,382.	4,789,225.

FORM 990-PF	CORPORATE BONDS	STATEMENT	5
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<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
CORPORATE & FOREIGN BONDS	12,126,665.	12,542,363.
TOTAL TO FORM 990-PF, PART II, LINE 10C	12,126,665.	12,542,363.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
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<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
MISC	1.	1.
TOTAL TO FORM 990-PF, PART II, LINE 13	1.	1.

FORM 990-PF	PART XV, LINE 2B APPLICATION REQUIREMENTS	STATEMENT	7
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DESCRIPTION
BRIEF STATEMENT OF THE PURPOSE OF THE ORGANIZATION AND INTENDED USE OF FUNDS

FORM 990-PF	PART XV, LINE 2D AWARD RESTRICTIONS AND LIMITATIONS	STATEMENT	8
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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 9

RECIPIENT NAME AND ADDRESS	RECIPIENT STATUS	PURPOSE OF GRANT	RECIPIENT RELATIONSHIP	AMOUNT
TENNESSEE BAPTIST CHILDREN'S HOME, 6896 HIGHWAY 70, MEMPHIS, TN	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	199,500.
MEMPHIS CHILD ADVOCACY CENTER, 1085 POPLAR AVE, MEMPHIS, TN 38105-4724	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	33,000.
GIRLS INC, 2670 UNION AVE EXTENDED SUITE 606. MEMPHIS, TN 38112	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	25,000.
KAPPA ALPHA PSI MEMPHIS ALUMNI, P.O. BOX 300428, MEMPHIS, TENNESSEE 38130	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	10,000.
LEBONHEUR CHILDREN'S HOSPITAL, 50 N. DUNLAP STREET, MEMPHIS, TN 38103	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	232,312.
NEIGHBORHOOD CHRISTIAN CENTERS INC, 3696 PERSHING PARK DR, MEMPHIS, TN 38127	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	40,000.
LIFEBLOOD FOUNDATION, 1040 MADISON AVENUE MEMPHIS, TN 38104-2198	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	38,000.
MEMPHIS RECOVERY CENTERS INC, 219 NORTH MONTGOMERY STREET MEMPHIS, TN 38104	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	20,000.
MEMPHIS YOUNG LIFE URBAN, 1177 POPLAR AVE MEMPHIS, TN 38105-4812	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	40,000.
SERVICE OVER SELF, 2505 POPLAR AVE, MEMPHIS, TN 38112-3715	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	20,000.
ST. JUDE CHILDREN'S RESEARCH HOSPITAL, 262 DANNY THOMAS PLACE,	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	232,312.

JOHN D BUCKMAN CHARITABLE TRUST

62-6155483

THE EXCHANGE CLUB FAMILY CENTER, 2180 UNION AVE, MEMPHIS, TN 38104-4205	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	32,274.
THE FOOD BANK, 239 SOUTH DUDLEY ST, MEMPHIS, TN 38104-3244	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	22,500.
THE NEIGHBORHOOD SCHOOL, 175 TILMAN ST, MEMPHIS, TN 38111				20,000.
MEMPHIS ZOO - NORTHWEST PASSAGE, 2000 PRENTISS PLACE MEMPHIS, TN 38112	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	50,000.
THE CATHOLIC DIOCESE OF MEMPHIS, 5825 SHELBY OAKS DRIVE MEMPHIS, TN 38134	PUBLIC CHARITY	BENEFIT CHILDREN	NONE	82,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A				<u>1,096,898.</u>

TRANSACTIONS

FOR THE PERIOD 10/01/04 THROUGH 09/30/05

<u>DATE</u>	<u>TRANSACTION DESCRIPTION</u>	<u>PRINCIPAL CASH</u>	<u>INCOME CASH</u>	<u>TAX COST</u>
	SALES			
10/15/04	SOLD 800 SHARES OF JP MORGAN CHASE & CO TRADE DATE 10/12/04 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID \$48.00 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 800 SHARES AT \$39.17333	31,289.93		42,265.34-
10/15/04	SOLD 1,400 SHARES OF COSTCO WHOLESALE CORP NEW TRADE DATE 10/12/04 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID \$84.00 BROKERAGE SOLD ON THE OVER THE COUNTER 1,400 SHARES AT \$44.635	62,403.53		55,916.00-
10/15/04	SOLD 700 SHARES OF EXXON MOBIL CORPORATION TRADE DATE 10/12/04 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID \$42.00 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 700 SHARES AT \$49.53	34,628.18		4,950.48-
10/15/04	SOLD 2,000 SHARES OF MICROSOFT CORP TRADE DATE 10/12/04 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID \$120.00 BROKERAGE SOLD ON THE OVER THE COUNTER 2,000 SHARES AT \$27.96	55,798.69		1.93-

Total
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TRANSACTIONS

JOHN BUCKMAN CHARITABLE TRUST
ACCOUNT: 3000871

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FOR THE PERIOD 10/01/04 THROUGH 09/30/05

<u>DATE</u>	<u>TRANSACTION DESCRIPTION</u>	<u>PRINCIPAL CASH</u>	<u>INCOME CASH</u>	<u>TAX COST</u>
10/15/04	SOLD 800 SHARES OF TEXAS INSTRUMENTS INC TRADE DATE 10/12/04 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID \$48.00 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 800 SHARES AT \$21.20375	16,914.60		12,816.24-
10/15/04	SOLD 600 SHARES OF MEDTRONIC INC TRADE DATE 10/12/04 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID \$36.00 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 600 SHARES AT \$51.00	30,563.28		27,556.56-
10/15/04	SOLD 1,700 SHARES OF VODAFONE GROUP PLC ADR TRADE DATE 10/12/04 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID \$102.00 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 1,700 SHARES AT \$24.15	40,952.03		62,251.11-
10/15/04	SOLD 670 SHARES OF CAPITAL ONE FINL CORP TRADE DATE 10/12/04 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID \$40.20 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 670 SHARES AT \$71.97	48,178.57		23,571.67-
10/15/04	SOLD 1,200 SHARES OF WELLS FARGO & CO TRADE DATE 10/12/04 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID \$72.00 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 1,200 SHARES AT \$60.40333	72,410.30		60,440.00-

TRANSACTIONS

FOR THE PERIOD 10/01/04 THROUGH 09/30/05

<u>DATE</u>	<u>TRANSACTION DESCRIPTION</u>	<u>PRINCIPAL CASH</u>	<u>INCOME CASH</u>	<u>TAX COST</u>
10/15/04	FULL CALL 400,000 \$1 PV FHLB 5.000% 1/15/10 ON 10/15/04 AT \$1.00	400,000.00		400,000.00-
	TOTAL SALES	793,139.11	0.00	689,769.33-
	PURCHASES			
11/29/04	PURCHASED 400,000 PAR VALUE OF FHLB 4.500% 5/28/10 TRADE DATE 11/5/04 PURCHASED THROUGH MORGAN KEEGAN & COMPANY INC. 400,000 PAR VALUE AT 100 %	400,000.00-		400,000.00
	SALES			
12/14/04	SOLD 317,000 PAR VALUE OF INTERPUBLIC GROUP CO 7.875% 6/27/05 TRADE DATE 12/14/04 SOLD INTEREST \$4,091.20 EXCH RATE 1029.36/1000, PRORATED .6342147	329,477.12		331,154.05-
	PURCHASES			
02/14/05	PURCHASED 400,000 PAR VALUE OF FHLMC MTN 4.800% 4/02/13 TRADE DATE 2/11/05 PURCHASED THROUGH MORGAN KEEGAN & COMPANY INC. PURCHASE INTEREST \$7,040.00 400,000 PAR VALUE AT 99.75 %	399,000.00-		399,000.00
02/14/05	PURCHASED 692.323 UNITS OF T ROWE PRICE MID CAP GROWTH FD #64 TRADE DATE 2/11/05 692.323 UNITS AT \$49.11	34,000.00-		34,000.00

TRANSACTIONS

JOHN BUCKMAN CHARITABLE TRUST
ACCOUNT: 3000871

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FOR THE PERIOD 10/01/04 THROUGH 09/30/05

<u>DATE</u>	<u>TRANSACTION DESCRIPTION</u>	<u>PRINCIPAL CASH</u>	<u>INCOME CASH</u>	<u>TAX COST</u>
02/16/05	PURCHASED 600 SHARES OF ANALOG DEVICES INC TRADE DATE 2/11/05 PURCHASED THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID \$36.00 BROKERAGE PURCHASED ON THE NEW YORK STOCK EXCHANGE 600 SHARES AT \$37.19	22,350.00-		22,350.00
02/16/05	PURCHASED 1,250 SHARES OF ISHARES DJ SELECT DIVIDEND INDEX FD TRADE DATE 2/11/05 PURCHASED THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID \$75.00 BROKERAGE PURCHASED ON THE NEW YORK STOCK EXCHANGE 1,250 SHARES AT \$60.46	75,650.00-		75,650.00
	TOTAL PURCHASES	810,028.50-	0.00	810,028.50
	SALES			
02/16/05	SOLD 2,000 SHARES OF COMCAST CORP-SPECIAL CL A TRADE DATE 2/11/05 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID \$120.00 BROKERAGE SOLD ON THE OVER THE COUNTER 2,000 SHARES AT \$30.99958	61,877.12		75,708.50-
02/16/05	SOLD 380 SHARES OF EXXON MOBIL CORPORATION TRADE DATE 2/11/05 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID \$22.80 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 380 SHARES AT \$56.18	21,324.89		2,687.40-

TRANSACTIONS

FOR THE PERIOD 10/01/04 THROUGH 09/30/05

<u>DATE</u>	<u>TRANSACTION DESCRIPTION</u>	<u>PRINCIPAL CASH</u>	<u>INCOME CASH</u>	<u>TAX COST</u>
02/16/05	SOLD 2,610 SHARES OF HEWLETT PACKARD CO TRADE DATE 2/11/05 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID \$156.60 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 2,610 SHARES AT \$21.25	55,304.07		58,212.36-
02/16/05	SOLD 1,600 SHARES OF TEXAS INSTRUMENTS INC TRADE DATE 2/11/05 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID \$96.00 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 1,600 SHARES AT \$25.38	40,510.66		25,632.48-
02/16/05	SOLD 2,400 SHARES OF NOKIA CORP SPNSD ADR TRADE DATE 2/11/05 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID \$144.00 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 2,400 SHARES AT \$15.84	37,870.74		49,873.00-
02/16/05	SOLD 800 SHARES OF VODAFONE GROUP PLC ADR TRADE DATE 2/11/05 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID \$48.00 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 800 SHARES AT \$26.13	20,855.31		29,155.07-
06/15/05	MATURED 250,000 PAR VALUE OF PRICE / COSTCO INC 7.125% 6/15/05 TRADE DATE 6/15/05 250,000 PAR VALUE AT 100 %	250,000.00		262,497.50-

TRANSACTIONS

FOR THE PERIOD 10/01/04 THROUGH 09/30/05

<u>DATE</u>	<u>TRANSACTION DESCRIPTION</u>	<u>PRINCIPAL CASH</u>	<u>INCOME CASH</u>	<u>TAX COST</u>
	TOTAL SALES	487,742.79	0.00	503,766.31-
	PURCHASES			
06/17/05	PURCHASED 160,000 PAR VALUE OF U.S. TREASURY BILLS 12/15/05 TRADE DATE 6/16/05 PURCHASED THROUGH DEUTSCHE BANC ALEX. BROWN INST 160,000 PAR VALUE AT 98.43888 %	157,502.20-		157,502.20
06/17/05	PURCHASED 160,000 PAR VALUE OF U.S. TREASURY BILLS 9/15/05 TRADE DATE 6/16/05 PURCHASED THROUGH DEUTSCHE BANC ALEX. BROWN INST 160,000 PAR VALUE AT 99.28 %	158,848.00-		158,848.00
	TOTAL PURCHASES	316,350.20-	0.00	316,350.20
	SALES			
06/17/05	SOLD 84,422.111 UNITS OF FEDERATED GOVT ULTRASHORT-IN #626 TRADE DATE 6/16/05 84,422.111 UNITS AT \$1.98	167,155.78		168,000.00-
06/17/05	SOLD 88,421.053 UNITS OF FEDERATED ULTRASHORT BOND FUND TRADE DATE 6/16/05 88,421.053 UNITS AT \$1.87	165,347.37		168,000.00-
	TOTAL SALES	332,503.15	0.00	336,000.00-

TRANSACTIONS

FOR THE PERIOD 10/01/04 THROUGH 09/30/05

<u>DATE</u>	<u>TRANSACTION DESCRIPTION</u>	<u>PRINCIPAL CASH</u>	<u>INCOME CASH</u>	<u>TAX COST</u>
07/06/05	PURCHASED 400 SHARES OF PFIZER INC TRADE DATE 6/30/05 PURCHASED THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID \$24.00 BROKERAGE PURCHASED ON THE NEW YORK STOCK EXCHANGE 400 SHARES AT \$27.60	11,064.00-		11,064.00
07/06/05	PURCHASED 450 SHARES OF ALTRIA GROUP INC TRADE DATE 6/30/05 PURCHASED THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID \$27.00 BROKERAGE PURCHASED ON THE NEW YORK STOCK EXCHANGE 450 SHARES AT \$65.31	29,416.50-		29,416.50
07/06/05	PURCHASED 600 SHARES OF DISNEY WALT CO NEW TRADE DATE 6/30/05 PURCHASED THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID \$36.00 BROKERAGE PURCHASED ON THE NEW YORK STOCK EXCHANGE 600 SHARES AT \$25.25	15,186.00-		15,186.00
	TOTAL PURCHASES	465,384.55-	0.00	465,384.55
	SALES			
07/06/05	SOLD 1,000 SHARES OF COMCAST CORP-SPECIAL CL A TRADE DATE 6/30/05 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID \$60.00 BROKERAGE SOLD ON THE OVER THE COUNTER 1,000 SHARES AT \$29.99	29,928.74		35,070.00-

TRANSACTIONS

FOR THE PERIOD 10/01/04 THROUGH 09/30/05

<u>DATE</u>	<u>TRANSACTION DESCRIPTION</u>	<u>PRINCIPAL CASH</u>	<u>INCOME CASH</u>	<u>TAX COST</u>
07/06/05	SOLD 3,300 SHARES OF CARDINAL HEALTH INC TRADE DATE 6/30/05 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID \$198.00 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 3,300 SHARES AT \$57.72	190,270.04		178,887.06-
	TOTAL SALES	220,198.78	0.00	213,957.06-
	PURCHASES			
07/11/05	PURCHASED 200,000 PAR VALUE OF FLEETBOSTON FINL MTN 4.200% 11/30/07 TRADE DATE 7/6/05 PURCHASED THROUGH MORGAN KEEGAN & COMPANY INC. PURCHASED ON THE OVER THE COUNTER PURCHASE INTEREST \$956.67 200,000 PAR VALUE AT 100.125 %	200,250.00-		200,250.00
	SALES			
07/21/05	SOLD 1,000 SHARES OF AMERICAN INTERNATIONAL GROUP INC TRADE DATE 7/18/05 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID \$60.00 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 1,000 SHARES AT \$60.98	60,917.45		86,500.00-
07/21/05	SOLD 1,600 SHARES OF COMCAST CORP-SPECIAL CL A TRADE DATE 7/18/05 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID \$96.00 BROKERAGE SOLD ON THE OVER THE COUNTER 1,600 SHARES AT \$29.78	47,550.00		56,112.00-

TRANSACTIONS

FOR THE PERIOD 10/01/04 THROUGH 09/30/05

<u>DATE</u>	<u>TRANSACTION DESCRIPTION</u>	<u>PRINCIPAL CASH</u>	<u>INCOME CASH</u>	<u>TAX COST</u>
07/21/05	SOLD 330 SHARES OF CAPITAL ONE FINL CORP TRADE DATE 7/18/05 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID \$19.80 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 330 SHARES AT \$81.94	27,019.26		11,609.93-
07/21/05	SOLD 1,000 SHARES OF AFLAC INC TRADE DATE 7/18/05 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID \$60.00 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 1,000 SHARES AT \$44.506	44,444.13		28,278.18-
07/21/05	SOLD 1,300 SHARES OF PEPSICO INC TRADE DATE 7/18/05 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID \$78.00 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 1,300 SHARES AT \$55.34077	71,861.99		40,575.00-
	TOTAL SALES	251,792.83	0.00	223,075.11-
	PURCHASES			
08/18/05	PURCHASED 400,000 PAR VALUE OF COUNTRYWIDE HOME MTN 4.000% 3/22/11 TRADE DATE 8/15/05 PURCHASED THROUGH ADVEST INC. PURCHASE INTEREST \$6,488.89 400,000 PAR VALUE AT 95.686 %	382,744.00-		382,744.00

TRANSACTIONS

FOR THE PERIOD 10/01/04 THROUGH 09/30/05

<u>DATE</u>	<u>TRANSACTION DESCRIPTION</u>	<u>PRINCIPAL CASH</u>	<u>INCOME CASH</u>	<u>TAX COST</u>
08/18/05	PURCHASED 300,000 PAR VALUE OF GEN ELEC CAP CRP MTN 4.375% 11/21/11 TRADE DATE 8/15/05 PURCHASED THROUGH MORGAN KEEGAN & COMPANY INC. PURCHASED ON THE OVER THE COUNTER PURCHASE INTEREST \$3,171.88 300,000 PAR VALUE AT 98.249 %	294,747.00-		294,747.00
	TOTAL PURCHASES	677,491.00-	0.00	677,491.00
	SALES			
08/18/05	SOLD 300,000 PAR VALUE OF GMAC 6.875% 9/15/11 TRADE DATE 8/15/05 SOLD THROUGH GARBAN CORPORATES, INC. SOLD ON THE OVER THE COUNTER SOLD INTEREST \$8,765.63 300,000 PAR VALUE AT 95.125 %	285,375.00		299,610.00-
08/18/05	SOLD 400,000 PAR VALUE OF FORD MOTOR CREDIT CO 7.375% 2/01/11 TRADE DATE 8/15/05 SOLD THROUGH GARBAN CORPORATES, INC. SOLD ON THE OVER THE COUNTER SOLD INTEREST \$1,393.06 400,000 PAR VALUE AT 98.125 %	392,500.00		406,040.00-
	TOTAL SALES	677,875.00	0.00	705,650.00-

TRANSACTIONS

FOR THE PERIOD 10/01/04 THROUGH 09/30/05

<u>DATE</u>	<u>TRANSACTION DESCRIPTION</u>	<u>PRINCIPAL CASH</u>	<u>INCOME CASH</u>	<u>TAX COST</u>
PURCHASES				
08/18/05	PURCHASED 5,878.187 UNITS OF T ROWE PRICE HIGH YIELD FD INC TRADE DATE 8/17/05 5,878.187 UNITS AT \$7.06	41,500.00-		41,500.00
08/22/05	PURCHASED 650 SHARES OF ISHARES DJ SELECT DIVIDEND INDEX FD TRADE DATE 8/17/05 PURCHASED THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID \$39.00 BROKERAGE PURCHASED ON THE NEW YORK STOCK EXCHANGE 650 SHARES AT \$62.62	40,742.00-		40,742.00
08/22/05	PURCHASED 1,200 SHARES OF UTILITIES SELECT SECTOR SPDR TRADE DATE 8/17/05 PURCHASED THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID \$72.00 BROKERAGE PURCHASED ON THE AMERICAN STOCK EXCHANGE 1,200 SHARES AT \$31.22895	37,546.74-		37,546.74
	TOTAL PURCHASES	119,788.74-	0.00	119,788.74
SALES				
08/22/05	SOLD 700 SHARES OF FNMA TRADE DATE 8/17/05 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID \$42.00 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 700 SHARES AT \$50.16142	35,069.53		55,902.00-

TRANSACTIONS

FOR THE PERIOD 10/01/04 THROUGH 09/30/05

<u>DATE</u>	<u>TRANSACTION DESCRIPTION</u>	<u>PRINCIPAL CASH</u>	<u>INCOME CASH</u>	<u>TAX COST</u>
08/22/05	SOLD 1,200 SHARES OF XL CAP LTD TRADE DATE 8/17/05 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID \$72.00 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 1,200 SHARES AT \$70.2119	84,178.76		87,936.00-
08/26/05	FULL CALL 183,000 \$1 PV INTERPUBLIC GROUP CO 7.875% 10/15/05 ON 08/26/05 AT \$1.00578	184,057.74		191,170.95-
	TOTAL SALES	303,306.03	0.00	335,008.95-
	PURCHASES			
08/30/05	PURCHASED 35,360.679 UNITS OF T ROWE PRICE HIGH YIELD FD INC TRADE DATE 8/29/05 35,360.679 UNITS AT \$7.07	250,000.00-		250,000.00
	SALES			
08/31/05	SOLD 6,767 SHARES OF EL PASO CORPORATION TRADE DATE 8/26/05 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID \$409.24 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE	76,388.21		104,051.91-
08/31/05	SOLD 0.01 SHARES OF EL PASO CORPORATION TRADE DATE 8/31/05 CASH IN LIEU OF FRACTIONS	0.12		0.15-

TRANSACTIONS

FOR THE PERIOD 10/01/04 THROUGH 09/30/05

<u>DATE</u>	<u>TRANSACTION DESCRIPTION</u>	<u>PRINCIPAL CASH</u>	<u>INCOME CASH</u>	<u>TAX COST</u>
09/15/05	MATURED 160,000 PAR VALUE OF U.S. TREASURY BILLS 9/15/05 TRADE DATE 9/15/05 160,000 PAR VALUE AT 100 %	158,848.00		158,848.00-
	TOTAL SALES	235,236.33	0.00	262,900.06-
	PURCHASES			
09/16/05	PURCHASED 500,000 PAR VALUE OF FHLB 4.650% 4/28/09 TRADE DATE 9/15/05 PURCHASED THROUGH MORGAN KEEGAN & COMPANY INC. PURCHASE INTEREST \$8,912.50 500,000 PAR VALUE AT 100 %	500,000.00-		500,000.00
	SALES			
09/19/05	SOLD 5,454.545 UNITS OF ALLEGIANT S/C VALUE FUND-I TRADE DATE 9/16/05 5,454.545 UNITS AT \$22.19	121,036.36		122,322.82-
09/19/05	SOLD 9,779.951 UNITS OF FIRST FUNDS CAPTL APPREC-I TRADE DATE 9/16/05 9,779.951 UNITS AT \$12.30	120,293.40		95,279.78-
09/20/05	SOLD 300 SHARES OF OMNICOM GROUP TRADE DATE 9/15/05 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID \$18.00 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 300 SHARES AT \$81.85	24,535.97		12,844.35-

TRANSACTIONS

FOR THE PERIOD 10/01/04 THROUGH 09/30/05

<u>DATE</u>	<u>TRANSACTION DESCRIPTION</u>	<u>PRINCIPAL CASH</u>	<u>INCOME CASH</u>	<u>TAX COST</u>
09/20/05	SOLD 3,000 SHARES OF VODAFONE GROUP PLC ADR TRADE DATE 9/15/05 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID \$180.00 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 3,000 SHARES AT \$27.85467	83,380.50		108,180.00-
	TOTAL SALES	<u>349,246.23</u>	<u>0.00</u>	<u>338,626.95-</u>
	TOTAL BUY AND SELL ACTIVITY	<u>159,278.62-</u>	<u>0.00</u>	<u>199,888.17</u>
	NON-CASH ACTIVITY			
	STOCK DIVIDENDS/SPLITS			
		3,980,517 ✓		(3,939,907) ✓
05/18/05	STOCK SPLIT 2 FOR 1 STOCK SPLIT ON MCGRAW HILL COMPANIES INC DUE 5/17/05 1,400 ADDITIONAL SHARES RECEIVED			
			40,610	gain
06/09/05	STOCK SPLIT 2 FOR 1 STOCK SPLIT ON ISHARES COHEN & STEERS RLTY DUE 6/8/05 3,300 ADDITIONAL SHARES RECEIVED			
09/02/05	STOCK SPLIT 2 FOR 1 STOCK SPLIT ON INGERSOLL-RAND CO CL A DUE 9/1/05 1,750 ADDITIONAL SHARES RECEIVED			

TRANSACTIONS

JOHN BUCKMAN CHARITABLE TRUST
ACCOUNT: 3000871

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FOR THE PERIOD 10/01/04 THROUGH 09/30/05

<u>DATE</u>	<u>TRANSACTION DESCRIPTION</u>	<u>PRINCIPAL CASH</u>	<u>INCOME CASH</u>	<u>TAX COST</u>
	DISTRIBUTIONS_IN_KIND			
06/14/05	FUND MERGER DELIVERED 27,118.602 UNITS OF ARMADA SMALL CAP VALUE FD-I EFFECTIVE DATE 06/10/05 MARKET VALUE OF \$565,965.22			548,419.99-
	RECEIPTS_IN_KIND			
06/14/05	FUND MERGER RECEIVED 27,118.602 UNITS OF ALLEGIAN S/C VALUE FUND-I EFFECTIVE DATE 06/10/05 DISTRIBUTION 06/14/05 1 UNITS FOR EACH UNIT HELD OF ARMADA SMALL CAP VALUE FD-I			548,419.99
	DISTRIBUTIONS_IN_KIND			
08/31/05	MATURITY OF COMMON STOCK DELIVERED 2,700 SHARES OF EL PASO CORP 9% PFD EFFECTIVE DATE 08/16/05 MARKET VALUE OF \$78,030.00			104,052.06-
	RECEIPTS_IN_KIND			
08/31/05	MATURITY OF COMMON STOCK RECEIVED 6,767.01 SHARES OF EL PASO CORPORATION EFFECTIVE DATE 08/16/05 DISTRIBUTION 08/31/05 2.5063 SHARES FOR EACH SHARE HELD OF EL PASO CORP 9.000% PFD			104,052.06
	TOTAL NON-CASH ACTIVITY	0.00	0.00	0.00

TRANSACTIONS

JOHN BUCKMAN CHARITABLE TRUST
ACCOUNT: 3000871

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FOR THE PERIOD 10/01/04 THROUGH 09/30/05

<u>DATE</u>	<u>TRANSACTION DESCRIPTION</u>	<u>PRINCIPAL CASH</u>	<u>INCOME CASH</u>	<u>TAX COST</u>
	CASH SWEEP ACTIVITY			
	FIRST FUNDS U.S. GOVT MM-I			
	TOTAL PURCHASES	2,233,811.72-	1,363,461.38-	3,597,273.10
	TOTAL SALES	2,309,237.59	1,358,929.88	3,668,167.47-
	TOTAL CASH SWEEP ACTIVITY	75,425.87	4,531.50-	70,894.37-
	ENDING BALANCES	\$0.00	\$0.00	\$20,725,597.43