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971-010

Return of Private Foundation

Form **990-PF**
Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Nonexempt Charitable Trust

OMB No 1545-0052

Treated as a Private Foundation

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

2006

For calendar year 2006, or tax year beginning 08/01, 2006, and ending 12/31/2006

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 foundation: **CIERNIEWSKI CHARITABLE FOUNDATION 3055000289**

Number and street (or P.O. box number if mail is not delivered to street address): **REGIONS BANK TRUST DEPT P O BOX 2886**

Room/suite: _____

City or town, state, and ZIP code: **MOBILE, AL 36652-2886**

A Employer identification number: **59-7269183**

B Telephone number (see page 11 of the instructions): **(251) 690-1024**

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **659,220.**

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

C If exemption application is pending, check here

D 1 Foreign organizations, check here
 2. Foreign organizations meeting the 85% test, check here and attach computation

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

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

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) (see page 11 of the instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	611,400.			STMT 1
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	9,003.	9,003.	9,003.	STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	14,623.			
	b Gross sales price for all assets on line 6a 464,068.				
	7 Capital gain net income (from Part IV, line 2)		14,623.		MAY 12 2010
	8 Net short-term capital gain				
	9 Income modifications				TPR BRANCH OGDEN
	10 a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	635,026.	23,626.	9,003.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	2,416.	1,208.		1,208.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	1,565.	NONE	NONE	1,565.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 4	750.	750.	750.	
	24 Total operating and administrative expenses. Add lines 13 through 23	4,731.	1,958.	750.	2,773.
	25 Contributions, gifts, grants paid				
26 Total expenses and disbursements. Add lines 24 and 25	4,731.	1,958.	750.	2,773.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	630,295.				
b Net investment income (if negative, enter -0-)		21,668.			
c Adjusted net income (if negative, enter -0-)			8,253.		

For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

Form 990-PF (2006)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		22,032.	22,032.	
	3	Accounts receivable	899.			
		Less: allowance for doubtful accounts		899.	899.	
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less: allowance for doubtful accounts	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)	STMT 5.	422,216.	450,111.	
	c	Investments - corporate bonds (attach schedule)	STMT 6.	185,147.	186,178.	
	11	Investments - land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers - see page 17 of the instructions Also, see page 1, item I)		630,294.	659,220.		
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 (attach schedule)				
	22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Organizations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		630,294.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see page 18 of the instructions)		630,294.			
31	Total liabilities and net assets/fund balances (see page 18 of the instructions)		630,294.			

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	
2	Enter amount from Part I, line 27a	2	630,295.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	630,295.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 7	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	630,294.

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 PART IV SCHEDULE					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col (k), but not less than -0- or Losses (from col (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	14,623.	
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) (see pages 13 and 18 of the instructions). If (loss), enter -0- in Part I, line 8					

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. NOT AVAILABLE FOR INITIAL YEAR RETURNS

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 19 of the 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))
2005			
2004			
2003			
2002			
2001			

2 Total of line 1, column (d) 2

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

4 Enter the net value of noncharitable-use assets for 2006 from Part X, line 5 4

5 Multiply line 4 by line 3 5

6 Enter 1% of net investment income (1% of Part I, line 27b) 6

7 Add lines 5 and 6 7

8 Enter qualifying distributions from Part XII, line 4 8

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 on page 19

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 19 of the instructions)

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments (6a-6d), total credits, penalty, tax due, overpayment, and amount credited to 2007 estimated tax.

Part VII-A Statements Regarding Activities (No CHANGE FROM ORIGINALLY FILED RETURN)

Table with 10 rows for activity statements. Includes questions about influencing legislation, political purposes, political expenditures, unrelated business gross income, tax returns, liquidation, section 508(e) requirements, assets, states reported to, and substantial contributors.

Part VII-A Statements Regarding Activities Continued

11a	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. (see instructions)		X
b	If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a?	N/A	
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract?		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>NONE</u>	X	
14	The books are in care of <u>REGIONS BANK, TRUST DEPT</u> Telephone no. <u>(251) 690-1024</u> Located at <u>11 N. WATER STREET, 25TH FLOOR MOBILE, AL</u> ZIP + 4 <u>36602</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-F in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrues during the year <u>15</u>		

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 Form the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
c Did the foundation 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 2006?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2006, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2006? If "Yes," list the years	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Are there any years listed in 2a for which the foundation 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 page 22 of the instructions)		X
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 foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2006 as a result of (1) any purchase by the foundation 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 foundation had excess business holdings in 2006.)		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation 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 2006?		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required Continued

- 5a During the year did the foundation 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)? (see instructions) 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 page 23 of the instructions)? Yes No *N/A*
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No *N/A*
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If you answered "Yes" to 6b, also file Form 8870.
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
- b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b		X
6b		X
7b		N/A

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 (see page 23 of the instructions).

(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
SEE STATEMENT 10		2,416.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 24 of the instructions). 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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 NONE

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *Continued*

3 Five highest-paid independent contractors for professional services (see page 24 of the instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services NONE

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made up by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See page 25 of the instructions.	
3 NONE	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 25 of the 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	622,665.
b	Average of monthly cash balances	1b	20,218.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	642,883.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	642,883.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 26 of the instructions)	4	9,643.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	633,240.
6	Minimum investment return. Enter 5% of line 5	6	13,272.

Part XI Distributable Amount (see page 26 of the 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	13,272.
2a	Tax on investment income for 2006 from Part VI, line 5	2a	433.
b	Income tax for 2006. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	433.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12,839.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	12,839.
6	Deduction from distributable amount (see page 26 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	12,839.

Part XII Qualifying Distributions (see page 26 of the 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	2,773.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,773.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 27 of the instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,773.

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 page 27 of the instructions)

	(a) Corpus	(b) Years prior to 2005	(c) 2005	(d) 2006
1 Distributable amount for 2006 from Part XI, line 7				12,839.
2 Undistributed income, if any, as of the end of 2005:				
a Enter amount for 2005 only			NONE	
b Total for prior years:		NONE		
3 Excess distributions carryover, if any, to 2006:				
a From 2001	NONE			
b From 2002	NONE			
c From 2003	NONE			
d From 2004	NONE			
e From 2005	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2006 from Part XII, line 4: ▶ \$ <u>2,773.</u>				
a Applied to 2005, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 27 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 27 of the instructions)	NONE			
d Applied to 2006 distributable amount				2,773.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2006 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2005. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2006. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2007				10,066.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 28 of the instructions)	NONE			
8 Excess distributions carryover from 2001 not applied on line 5 or line 7 (see page 28 of the instructions)	NONE			
9 Excess distributions carryover to 2007. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2002	NONE			
b Excess from 2003	NONE			
c Excess from 2004	NONE			
d Excess from 2005	NONE			
e Excess from 2006	NONE			

Part XIV Private Operating Foundations (see page 28 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

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 2006, enter the date of the ruling ▶

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

	Tax year		Prior 3 years		(e) Total
	(a) 2006	(b) 2005	(c) 2004	(d) 2003	
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 28 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).)

N/A

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.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the 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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year</p> <p style="text-align: center;">N/A</p>				
Total				▶ 3a
<p>b Approved for future payment</p> <p style="text-align: center;">N/A</p>				
Total				▶ 3b

Schedule of Contributors

2006

Supplementary Information for
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

Name of organization

Employer identification number

CIERNIEWSKI CHARITABLE FOUNDATION 3055000289

59-7269183

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule - see instructions.)

General Rule -

For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules -

For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II.)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. (Complete Parts I, II, and III.)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ▶ \$ _____

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

If a section 501(c)(7), (8), or (10) organization received contributions or bequests for use exclusively for religious, charitable, etc., purposes (sections 170(c)(4), 2055(a)(3), or 2522(a)(3)) -

List in Part I each contributor whose contributions total more than \$1,000 during the year that were for a religious, charitable, etc., purpose. To determine the \$1,000, aggregate all of a contributor's gifts for the year (regardless of amount). For a noncash contribution, complete Part II.

All section 501(c)(7), (8), or (10) organizations that received any charitable contributions and listed any charitable contributors on Part I must also complete Part III.

If a section 501(c)(7), (8), or (10) organization received charitable gifts, but is not required to list any charitable contributors on Part I, check the box on line A at the top of Schedule B (Form 990 or 990-EZ) and enter the amount of charitable contributions received in the space provided. The organization need not complete and attach Part III.

Specific Instructions

Note: You may duplicate Parts I, II, and III if more copies are needed. Number each page of each Part.

Part I. In column (a), identify the first contributor listed as no. 1 and the second contributor as no. 2, etc. Number consecutively. Show the contributor's name, address, aggregate contributions for the year; and the type of contribution (e.g., whether an individual, payroll, or noncash contribution). Report payroll contributions by listing the employer's name, address, and total amount given (unless an employee gave enough to be listed individually).

Part II. In column (a), show the number that corresponds to the contributor's number in Part I. Describe the noncash contribution fully. Report on property with readily determinable market value (i.e., market quotations for securities) by listing its fair market value (FMV). For marketable securities registered and listed on a recognized securities exchange, measure market value by the average of the highest and lowest quoted selling prices (or the average between the bona fide bid and asked prices) on the contribution date. See Regulations section 20.2031-2 to determine the value of contributed stocks and bonds. When market value cannot be readily determined, use an appraised or estimated value. To determine the amount of a noncash contribution that is subject to an outstanding debt, subtract the debt from the property's fair market value.

Part III. Section 501(c)(7), (8), or (10) organizations that received contributions or bequests for use exclusively for religious, charitable, etc., purposes must complete Parts I through III for those persons whose gifts totaled more than \$1,000 during the year. Show also, in the heading of Part III, total gifts that were \$1,000 or less and were for a religious, charitable, etc., purpose. Complete this information only on the first Part III page.

If an amount is set aside for a religious, charitable, etc., purpose, show in column (d) how the amount is held (e.g., whether it is mingled with amounts held for other purposes). If the organization transferred the gift to another organization, show the name and address of the transferee organization in column (e) and explain the relationship between the two organizations.

Name of organization CIERNIEWSKI CHARITABLE FOUNDATION 3055000289	Employer identification number 59-7269183
---	---

Part II Noncash Property (See Specific Instructions.)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	CASH & SECURITIES _____ _____ _____	\$ 611,400.	08/02/2006
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization CIERNIEWSKI CHARITABLE FOUNDATION 3055000289	Employer identification number 59-7269183
---	---

Part I Contributors (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	CIERNIEWSKI FAMILY TRUST P.O. BOX 12790 PENSACOLA, FL 32575	611,400.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

FEDERAL FOOTNOTES

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12839

AMENDED TO CORRECT THE "DISTRIBUTABLE AMOUNT AS
ADJUSTED" REPORTED IN PART XI. THE ORIGINAL MINIMUM
INVESTMENT RETURN COMPUTATION IN PART X WAS ADJUSTED TO
REFLECT THE PROPER PRORATED PERCENTAGE FOR THE INITIAL
TAX PERIOD WHICH WAS LESS THAN 12 MONTHS.

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
8,644.00		210. BELLSOUTH CORP PROPERTY TYPE: SECURITIES 8,412.00				P	08/21/2006	09/06/2006 232.00
9,702.00		120. JOHNSON CTLS INC COM PROPERTY TYPE: SECURITIES 8,839.00				P	08/21/2006	10/11/2006 863.00
173,393.00		19330.323 PIONEER BOND FUND CLASS Y PROPERTY TYPE: SECURITIES 177,452.00				D	08/08/2005	08/18/2006 -4,059.00
49,438.00		1036.653 PIONEER FUND CLASS Y FD # PROPERTY TYPE: SECURITIES 44,721.00				D	08/08/2005	08/18/2006 4,717.00
22,745.00		924.586 PIONEER MID CAP VALUE FUN PROPERTY TYPE: SECURITIES 25,176.00				D	08/08/2005	08/18/2006 -2,431.00
22,278.00		1634.473 PIONEER FOCUSED EQTY FD C PROPERTY TYPE: SECURITIES 23,111.00				D	08/08/2005	08/18/2006 -833.00
26,133.00		1658.196 PIONEER INTERNATIONAL COR PROPERTY TYPE: SECURITIES 23,878.00				D	08/08/2005	08/18/2006 2,255.00
53,093.00		4087.259 PIONEER LARGE CAP GROWTH PROPERTY TYPE: SECURITIES 53,788.00				D	08/08/2005	08/18/2006 -695.00
43,678.00		4479.803 PIONEER SHORT TERM INCOME PROPERTY TYPE: SECURITIES 43,902.00				D	08/08/2005	08/18/2006 -224.00
21,828.00		740.943 PIONEER GROWTH OPPORTUNIT PROPERTY TYPE: SECURITIES 7,202.00				D	08/08/2005	08/18/2006 14,626.00
33,136.00		1809.709 PIONEER VALUE FUND CLASS PROPERTY TYPE: SECURITIES 32,964.00				D	08/08/2005	08/18/2006 172.00

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN (LOSS)					----- 14,623. =====	

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

=====

CONTRIBUTOR NAME:

CIERNIEWSKI FAMILY TRUST

CONTRIBUTOR ADDRESS:

P.O. BOX 12790

PENSACOLA, FL 32575

CONTRIBUTION DATE:

08/02/2006

DIRECT PUBLIC SUPPORT611,400.

TOTAL DIRECT PUBLIC SUPPORT:

611,400.

=====

**FUNDING OF CIERNIEWSKI CHARITABLE FOUNDATION
ACCOUNT # 3055000289**

SECURITIES TRANSFERRED ON 8/1/2006:

UNITS	SECURITY	BOOK VALUE
19330.323	PIONEER BOND CLASS Y FUND	\$177,452.37
4479.803	PIONEER SHORT TERM INCOME FUND CLASS Y	\$43,902.07
1036.653	PIONEER FUND CLASS Y	\$44,721.21
924.586	PIONEER MID CAP VALUE FUND CLASS Y	\$25,176.48
1634.473	PIONEER FOCUSED EQUITY FUND CLASS Y	\$23,111.45
4087.259	PIONEER OAK RIDGE LARGE CAP GRWOTH FUND CLASS Y	\$53,788.33
740.943	PIONEER SER TR II GROWTH OPPORTUNITIES FD CLASS Y	\$7,201.97
1809.709	PIONEER VALUE FUND CLASS Y	\$32,964.31
1658.196	PIONEER INTERNATIONAL CORE EQUITY FD CLASS Y	\$23,878.02
	TOTAL SECURITIES	\$432,196.21
	CASH	
	DISTRIBUTION 8/2/2006	\$227,534.25
	DISTRIBUTION 8/3/2006	\$6,323.96
	DISTRIBUTION 8/10/2006	\$5.75
	DISTRIBUTION 8/21/2006	\$12,495.06
	DISTRIBUTION 9/8/2006	\$29.93
	TOTAL CASH	\$246,388.95
	LESS OVER FUNDING	-\$67,184.74
	TOTAL FUNDING	<u>\$611,400.42</u>

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
DIVIDENDS	9,003.	9,003.	9,003.
TOTAL	9,003.	9,003.	9,003.

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	1,565.			1,565.
TOTALS	1,565.	NONE	NONE	1,565.

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
OTHER NON-ALLOC EXP	750.	750.	750.
TOTALS	750.	750.	750.

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED LIST	422,216.	450,111.
TOTALS	422,216.	450,111.

Form 990 PF PART II - LINE 10b

REGIONS MORGAN KEEGAN

REGIONS BANK

Run on 8/6/2007 12:25:09 PM

Investment Profile Detail

As of 12/31/2006

Combined Portfolios

Settlement Date Basis

Account: 3055000289

AS TRUSTEE OF THE CIERNIEWSKI CHARITABLE
FOUNDATION UNDER
AGREEMENT DATED MAY 15, 2003

Administrator: MICHELE W. FIELDER 850-444-1455

Investment Objective: BALANCED (70E/30F)

EQUITIES

Investment Authority: SOLE

Principal Asset Model:

Ticker	Description	Units	Price	Federal Tax Cost	Market Value	Est Income	Yield	Pricing Date
T	AT&T INC	280.000000	35.750	8,596.00	10,010.00	397.60	3.97	12/31/2006
ABT	ABBOTT LABS	170.000000	48.710	8,271.89	8,280.70	200.60	2.42	12/31/2006
BUD	ANHEUSER BUSCH COS INC	170.000000	49.200	8,319.80	8,364.00	200.60	2.40	12/31/2006
ADP	AUTOMATIC DATA PROCESSING INC	180.000000	49.250	8,433.00	8,865.00	165.60	1.87	12/31/2006
BBT	BB&T CORP	200.000000	43.930	8,607.28	8,786.00	336.00	3.82	12/31/2006
BAC	BANK OF AMERICA CORP	160.000000	53.390	8,417.60	8,542.40	358.40	4.20	12/31/2006
CVX	CHEVRON CORP	130.000000	73.530	8,717.57	9,558.90	270.40	2.83	12/31/2006
C	CITIGROUP INC	170.000000	55.700	8,262.00	9,469.00	333.20	3.52	12/31/2006
KO	COCA COLA CO	190.000000	48.250	8,405.26	9,167.50	235.60	2.57	12/31/2006
CMA	COMERICA INC	150.000000	58.680	8,587.50	8,802.00	354.00	4.02	12/31/2006
CAG	CONAGRA FOODS INC	350.000000	27.000	8,274.00	9,450.00	252.00	2.67	12/31/2006
ED	CONSOLIDATED EDISON INC	190.000000	48.070	8,655.72	9,133.30	437.00	4.78	12/31/2006
D	DOMINION RES INC VA NEW	110.000000	83.840	8,766.80	9,222.40	303.60	3.29	12/31/2006
RRD	DONNELLEY R R & SONS CO	250.000000	35.540	8,565.00	8,885.00	260.00	2.93	12/31/2006
DD	DU PONT E I DE NEMOURS & CO	210.000000	48.710	8,402.10	10,229.10	310.80	3.04	12/31/2006
EMR	EMERSON ELECTRIC CO	200.000000	44.090	8,161.00	8,818.00	210.00	2.38	12/31/2006
EXC	EXELON CORP	140.000000	61.890	8,431.70	8,664.60	246.40	2.84	12/31/2006
XOM	EXXON MOBIL CORP	120.000000	76.630	8,379.38	9,195.60	153.60	1.67	12/31/2006
FHN	FIRST HORIZON NATIONAL CORP	200.000000	41.780	8,372.92	8,356.00	360.00	4.31	12/31/2006
AJG	GALLAGHER ARTHUR J & CO	310.000000	29.550	8,341.67	9,160.50	372.00	4.06	12/31/2006
GE	GENERAL ELECTRIC CO	250.000000	37.210	8,519.55	9,302.50	280.00	3.01	12/31/2006
GIS	GENERAL MILLS INC	160.000000	57.600	8,541.54	9,216.00	236.80	2.57	12/31/2006
GPC	GENUINE PARTS CO	200.000000	47.430	8,287.64	9,486.00	270.00	2.85	12/31/2006
IAR	IDEARC INC	12.000000	28.650	315.88	343.80	16.44	4.78	12/31/2006
INTC	INTEL CORP	405.000000	20.250	8,498.89	8,201.25	162.00	1.98	12/31/2006
JPM	J P MORGAN CHASE & CO	190.000000	48.300	8,662.10	9,177.00	258.40	2.82	12/31/2006
KEY	KEYCORP	230.000000	38.030	8,500.80	8,746.90	317.40	3.63	12/31/2006
LEG	LEGETT & PLATT INC	360.000000	23.900	8,441.35	8,604.00	244.80	2.85	12/31/2006
LLY	ELI LILLY & CO	150.000000	52.100	8,249.19	7,815.00	255.00	3.26	12/31/2006
LNC	LINCOLN NATIONAL CORP	140.000000	66.400	8,447.60	9,296.00	221.20	2.38	12/31/2006
MCD	MCDONALDS CORP	230.000000	44.330	8,236.30	10,195.90	230.00	2.26	12/31/2006
MSFT	MICROSOFT CORP	320.000000	29.860	8,364.22	9,555.20	128.00	1.34	12/31/2006
MS	MORGAN STANLEY GROUP INC	130.000000	81.430	8,740.73	10,585.90	140.40	1.33	12/31/2006
NCC	NATIONAL CITY CORP	230.000000	36.560	8,224.80	8,408.80	358.80	4.27	12/31/2006
NYB	NEW YORK COMMUNITY BANCORP INC	510.000000	16.100	8,480.69	8,211.00	510.00	6.21	12/31/2006
NI	NISOURCE INC	400.000000	24.100	8,564.00	9,640.00	368.00	3.82	12/31/2006
OXY	OCCIDENTAL PETE CORP	160.000000	48.830	8,471.71	7,812.80	140.80	1.80	12/31/2006
PAYX	PAYCHEX INC	240.000000	39.540	8,617.97	9,489.60	201.60	2.12	12/31/2006
PFE	PFIZER INC	310.000000	25.900	8,279.54	8,029.00	359.60	4.48	12/31/2006
PX	PRAXAIR INC	150.000000	59.330	8,486.73	8,899.50	150.00	1.69	12/31/2006
PGN	PROGRESS ENERGY INC	190.000000	49.080	8,401.46	9,325.20	463.60	4.97	12/31/2006
SVM	SERVICEMASTER COMPANY	760.000000	13.110	8,504.02	9,963.60	364.80	3.66	12/31/2006
SO	SOUTHERN CO	250.000000	36.860	8,452.05	9,215.00	387.50	4.21	12/31/2006
TXU	TXU CORP	130.000000	54.210	8,421.76	7,047.30	224.90	3.19	12/31/2006
MMM	3M CO	120.000000	77.930	8,561.79	9,351.60	220.80	2.36	12/31/2006
USB	US BANCORP DEL	260.000000	36.190	8,444.80	9,409.40	416.00	4.42	12/31/2006
VZ	VERIZON COMMUNICATIONS	240.000000	37.240	7,997.29	8,937.60	388.80	4.35	12/31/2006

WB	WACHOVIA CORP	150.000000	56.950	8,308.50	8,542.50	336.00	3.93	12/31/2006
WM	WASHINGTON MUTUAL INC	190.000000	45.490	8,369.50	8,643.10	402.80	4.66	12/31/2006
WFC	WELLS FARGO & CO	240.000000	35.560	8,484.00	8,534.40	268.80	3.15	12/31/2006
WYE	WYETH	180.000000	50.920	8,371.15	9,165.60	187.20	2.04	12/31/2006
Total				422,215.74	450,111.45	14,267.84	3.17	

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FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PIONEER BOND FUND CLASS Y	185,147.	186,178.
TOTALS	185,147.	186,178.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION

AMOUNT

ROUNDING

1.

TOTAL

1.
=====

CIERNIEWSKI CHARITABLE FOUNDATION 3055000289

59-7269183

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

FL

STATEMENT 8

CIERNIEWSKI CHARITABLE FOUNDATION 3055000289

59-7269183

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS
=====

NAME AND ADDRESS -----	DATE ----	DIRECT PUBLIC SUPPORT -----
CIERNIEWSKI FAMILY TRUST P.O. BOX 12790 PENSACOLA, FL 32575	08/02/2006	611,400.
TOTAL CONTRIBUTION AMOUNTS		----- 611,400. =====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

REGIONS BANK

ADDRESS:

P.O. BOX 2918

CLEARWATER, FL 33757-2918

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 2,416.

TOTAL COMPENSATION:

2,416.

=====

