Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

0709

OMB No 1545-0052

2006

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

For calendar year 2006, or tax year beginning OCT 1, 2006 , and ending SEP 30, 2007

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: JOHN D BUCKMAN CHARITABLE TRUST

A Employer identification number: 62-6155483

Number and street (or P O box number if mail is not delivered to street address): PO BOX 84 | Room/suite:

B Telephone number: 901-681-2349

City or town, state, and ZIP code: MEMPHIS, TN 38101-0084

C If exemption application is pending, check here ▶ [ ]
D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 24,708,368.

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

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

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

Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc , received			N/A	
2	Check ▶ [X] if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	811,627.	811,627.		STATEMENT 1
4	Dividends and interest from securities	278,118.	278,118.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,490,590.			
b	Gross sales price for all assets on line 6a 7,183,848.				
7	Capital gain net income (from Part IV, line 2)		1,490,590.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	201.	201.		STATEMENT 3
12	**Total.** Add lines 1 through 11	2,580,536.	2,580,536.		
13	Compensation of officers, directors, trustees, etc	134,540.	67,270.		67,270.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees				
c	Other professional fees				
17	Interest				
18	Taxes				
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses				
24	**Total operating and administrative expenses.** Add lines 13 through 23	134,540.	67,270.		67,270.
25	Contributions, gifts, grants paid	1,011,148.			1,011,148.
26	**Total expenses and disbursements.** Add lines 24 and 25	1,145,688.	67,270.		1,078,418.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	1,434,848.			
b	**Net investment income** (if negative, enter -0-)		2,513,266.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

Revenue (lines 1–12); Operating and Administrative Expenses (lines 13–26)

STATUTE UNIT RECEIVED
DEC 07 2011
ACCOUNTS MANAGEMENT OGDEN

RECEIVED
JUL 01 2011
OGDEN, UT
IRS-OSC

STATUTE CLEARED
0436864655 DEC 07 2011

SCANNED DEC 28 2011

ENVELOPE POSTMARK DATE NOV 28 2011

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

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16501027 758935 6379 2006.09001 JOHN D BUCKMAN CHARITABLE T 6379___1

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	<12,229.>		
	2 Savings and temporary cash investments	345.	<2,348.>	<2,348.>
	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 4	7,167,522.	9,127,802.	10,395,441.
	b Investments - corporate stock STMT 5	2,408,737.	1,595,835.	1,791,611.
	c Investments - corporate bonds STMT 6	12,146,112.	12,424,046.	12,523,663.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	1.	1.	1.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	21,710,488.	23,145,336.	24,708,368.
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	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	5,558,665.	5,558,665.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	16,151,823.	17,586,671.	
	30 **Total net assets or fund balances**	21,710,488.	23,145,336.	
	31 **Total liabilities and net assets/fund balances**	21,710,488.	23,145,336.	

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	21,710,488.
2	Enter amount from Part I, line 27a	2	1,434,848.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	23,145,336.
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	23,145,336.

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	7,004,899.		5,693,258.	1,311,641.
b	178,949.			178,949.
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				1,311,641.
b				178,949.
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	1,490,590.
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 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 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	1,080,160.	23,102,484.	.046755
2004	1,096,898.	22,879,816.	.047942
2003	1,266,858.	22,770,683.	.055635
2002	642,810.	21,696,749.	.029627
2001	1,106,411.	22,309,570.	.049594

2 Total of line 1, column (d)	2	.229553
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	.045911
4 Enter the net value of noncharitable-use assets for 2006 from Part X, line 5	4	23,812,505.
5 Multiply line 4 by line 3	5	1,093,256.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	25,133.
7 Add lines 5 and 6	7	1,118,389.
8 Enter qualifying distributions from Part XII, line 4	8	1,078,418.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling letter ______ (attach copy of ruling letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	50,265.
c All other domestic foundations 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	50,265.
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	50,265.
6 Credits/Payments			
a 2006 estimated tax payments and 2005 overpayment credited to 2006	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	0.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	2,181.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	52,446.
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 2007 estimated tax** ▶	Refunded ▶	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NONE			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2006 or the taxable year beginning in 2006 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities *Continued*

			Yes	No
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)	11a		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	11b		
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Web site address ▶ NONE

14 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

15 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 ▶ 15 N/A

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the 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.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
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?		1c		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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
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 instructions) N/A		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)* N/A		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		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?		4b		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 [X] 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 [X] No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes [X] No
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes [X] 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 [X] No
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes [X] No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X
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 [X] No
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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 2.00	134,540.	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

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

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	24,175,132.
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	24,175,132.
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	24,175,132.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	362,627.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	23,812,505.
6	**Minimum investment return.** Enter 5% of line 5		6	1,190,625.

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	1,190,625.
2a	Tax on investment income for 2006 from Part VI, line 5	2a 50,265.		
b	Income tax for 2006 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	50,265.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	1,140,360.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,140,360.
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	1,140,360.

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	1,078,418.
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	1,078,418.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,078,418.

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 2005	(c) 2005	(d) 2006
1 Distributable amount for 2006 from Part XI, line 7				1,140,360.
2 Undistributed income, if any, as of the end of 2005				
a Enter amount for 2005 only			352,128.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2006				
a From 2001				
b From 2002				
c From 2003				
d From 2004				
e From 2005				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2006 from Part XII, line 4 ▶ $ 1,078,418.				
a Applied to 2005, but not more than line 2a			352,128.	
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 2006 distributable amount				726,290.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2006 (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 2005 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2006. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2007				414,070.
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 2001 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2007.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2002				
b Excess from 2003				
c Excess from 2004				
d Excess from 2005				
e Excess from 2006				

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 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			
	(a) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation 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))

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 foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation 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

SEE STATEMENT 8

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
a *Paid during the year*				
SEE STATEMENT 9				
Total			▶ 3a	1,011,148.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

623611/01-29-07

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	811,627.	
4 Dividends and interest from securities			14	278,118.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	201.	
8 Gain or (loss) from sales of assets other than inventory			18	1,490,590.	
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.		2,580,536.	0.

13 Total. Add line 12, columns (b), (d), and (e) . . . . . . 13 2,580,536.

(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 foundation's exempt purposes (other than by providing funds for such purposes)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

First Tennessee Bank National Association
BY: [signature] 11/23/11 Vice President & Trust Officer
Signature of officer or trustee — Leigh Lawyer, Vice President & Trust Officer | Date | Title

Paid Preparer's Use Only

Preparer's signature	[signature] CPA	Date 11/19/11	Check if self-employed ☐	Preparer's SSN or PTIN
Firm's name (or yours if self-employed), address, and ZIP code	WATKINS UIBERALL, PLLC 1661 AARON BRENNER DR., STE 300 MEMPHIS, TENNESSEE 38120	EIN	Phone no (901) 761-2720

Form 990-PF (2006)

623622
01-29-07

John D Buckman Charitable Trust

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

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

SOURCE	AMOUNT
INTEREST	811,627.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	811,627.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	453,907.	178,949.	274,958.
DIVIDENDS	3,160.	0.	3,160.
TOTAL TO FM 990-PF, PART I, LN 4	457,067.	178,949.	278,118.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
TAX REFUND	478.	478.	
MISC	<277.>	<277.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	201.	201.	

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 4

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVT MUTUAL FUND	X		9,127,802.	10,395,441.
TOTAL U.S. GOVERNMENT OBLIGATIONS			9,127,802.	10,395,441.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			9,127,802.	10,395,441.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	1,595,835.	1,791,611.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,595,835.	1,791,611.

FORM 990-PF CORPORATE BONDS STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COPORATE & FOREIGN BONDS	12,424,046.	12,523,663.
TOTAL TO FORM 990-PF, PART II, LINE 10C	12,424,046.	12,523,663.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

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

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 8
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MRS. LEIGH LAWYER, TRUST OFFICER, P.O. BOX 84, MEMPHIS, TN 38101-0084843

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

BRIEF STATEMENT OF THE PURPOSE OF THE ORGANIZATION AND INTENDED USE OF FUNDS

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

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 RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BOOKS FROM BIRTH, 5865 RIDGEWAY CENTER PARKWAY, SUITE 300 MEMPHIS, TN 38120	NONE BENEFIT CHILDREN	PUBLIC CHARITY	50,000.
EIKON MINISTRIES, 3000 WALNUT GROVE ROAD MEMPHIS TN 38111	NONE BENEFIT CHILDREN	PUBLIC CHARITY	22,500.
EMMANUEL EPISCOPAL CENTER, 604 ST. PAUL AVENUE, MEMPHIS, TENNESSEE 38126	NONE BENEFIT CHILDREN	PUBLIC CHARITY	74,000.
MEMPHIS BROOKS MUSEUM OF ART, 1934 POPLAR AVE MEMPHIS TN 38104-2765	NONE BENEFIT CHILDREN	PUBLIC CHARITY	25,000.
TENNIS MEMPHIS, 4145 SOUTHERN AVENUE MEMPHIS TN 38117-4628	NONE BENEFIT CHILDREN	PUBLIC CHARITY	40,000.
ST GEORGE'S INDEPENDENT SCHOOL, 3749 KIMBALL AVENUE MEMPHIS, TN 38111	NONE BENEFIT CHILDREN	PUBLIC CHARITY	40,000.
LEBONHEUR CHILDREN'S HOSPITAL, 50 N. DUNLAP STREET, MEMPHIS, TN 38103	NONE BENEFIT CHILDREN	PUBLIC CHARITY	251,324.
LIFE CHOICES, 5575 RALEIGH LAGRANGE MEMPHIS TN 38134	NONE BENEFIT CHILDREN	PUBLIC CHARITY	6,000.

YOUTH VILLAGES, 3320 BROTHER BOULEVARD. MEMPHIS, TN 38133	NONE BENEFIT CHILDREN	PUBLIC CHARITY	50,000.
LIFE BLOOD FOUNDATION, 1040 MADISON AVENUE MEMPHIS, TN 38104-2198	NONE BENEFIT CHILDREN	PUBLIC CHARITY	35,000.
NEW HOPE CHRISTIAN ACADEMY 3000 UNIVERSITY STREET MEMPHIS TN 38127-6645	NONE BENEFIT CHILDREN	PUBLIC CHARITY	25,000.
MEMPHIS ZOO, 2000 PRENTISS PLACE MEMPHIS, TN 38112	NONE BENEFIT CHILDREN	PUBLIC CHARITY	6,000.
MID-SOUTH JR GOLF ASSOCIATION 974 FIRESTONE AVENUE MEMPHIS TN 38107-1509	NONE BENEFIT CHILDREN	PUBLIC CHARITY	30,000.
MIFA 910 VANCE AVE MEMPHIS, TN 38126	NONE BENEFIT CHILDREN	PUBLIC CHARITY	15,000.
DIXON GALLERY & GARDENS, 4339 PARK AVENUE MEMPHIS, TN 38117	NONE BENEFIT CHILDREN	PUBLIC CHARITY	20,000.
WOMEN'S FOUNDATION, 8 S 3RD ST # 110 MEMPHIS TN 38103-6600	NONE BENEFIT CHILDREN	PUBLIC CHARITY	30,000.
ST. JUDE CHILDREN'S RESEARCH HOSPITAL, 262 DANNY THOMAS PLACE, MEMPHIS,TN	NONE BENEFIT CHILDREN	PUBLIC CHARITY	251,324.
YOUNG LIFE MEMPHIS URBAN MINISTRY, 1177 POPLAR AVE MEMPHIS, TN 38105	NONE BENEFIT CHILDREN	PUBLIC CHARITY	40,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A	1,011,148.

DATE	TRANSACTION DESCRIPTION	PRINCIPAL CASH	INCOME CASH	TAX COST
	TOTAL CAPITAL GAINS DISTRIBUTIONS	178,949.13	0.00	0.00
	TOTAL INCOME	178,949.13	1,086,585.69	625.00
	BUY_AND_SELL_ACTIVITY			
	SALES			
11/01/06	MATURED 150,000 PAR VALUE OF PRAXAIR INC 6.900% 11/01/06 TRADE DATE 11/1/06 150,000 PAR VALUE AT 100 %	150,000.00		154,732.50-
	PURCHASES			
11/07/06	PURCHASED 150,000 PAR VALUE OF AMERICAN GEN FIN MTN 5.400% 12/01/15 TRADE DATE 11/2/06 PURCHASED THROUGH WHITE, THOMAS F. & CO. PURCHASED ON THE OVER THE COUNTER PURCHASE INTEREST $3,510.00 150,000 PAR VALUE AT 99.676 %	149,514.00-		149,514.00
	SALES			
12/01/06	MATURED 450,000 PAR VALUE OF FLEETBOSTON FINL CRP 4.875% 12/01/06 TRADE DATE 12/1/06 450,000 PAR VALUE AT 100 %	450,000.00		446,899.50-

DATE	TRANSACTION DESCRIPTION	PRINCIPAL CASH	INCOME CASH	TAX COST
	PURCHASES			
12/05/06	PURCHASED 450,000 PAR VALUE OF MERRILL LYNCH MTN 5.000% 1/15/15 TRADE DATE 11/30/06 PURCHASED THROUGH WHITE, THOMAS F. & CO. PURCHASED ON THE OVER THE COUNTER PURCHASE INTEREST $8,750.00 450,000 PAR VALUE AT 99.003 %	445,513.50-		445,513.50
	SALES			
12/15/06	FULL CALL 8,000 SHARE NATIONAL COMMERCE 7.700% PFD ON 12/15/06 AT $25.00	200,000.00		200,000.00-
02/16/07	INVESTMENT IN INGERSOLL-RAND CO CL A BALANCE DECREASED BY $560.00 TO $115,382.21 THROUGH TAX FREE RETURN OF CAPITAL NO CASH RECEIVED RECLASSIFICATION OF PRIOR YEAR INCOME DUE 03/01/06			560.00-
02/16/07	INVESTMENT IN INGERSOLL-RAND CO CL A BALANCE DECREASED BY $560.00 TO $114,822.21 THROUGH TAX FREE RETURN OF CAPITAL NO CASH RECEIVED RECLASSIFICATION OF PRIOR YEAR INCOME DUE 06/01/06			560.00-
02/16/07	INVESTMENT IN INGERSOLL-RAND CO CL A BALANCE DECREASED BY $630.00 TO $114,192.21 THROUGH TAX FREE RETURN OF CAPITAL NO CASH RECEIVED RECLASSIFICATION OF PRIOR YEAR INCOME DUE 09/01/06			630.00-

DATE	TRANSACTION DESCRIPTION	PRINCIPAL CASH	INCOME CASH	TAX COST
02/16/07	INVESTMENT IN INGERSOLL-RAND CO CL A BALANCE DECREASED BY $630.00 TO $113,562.21 THROUGH TAX FREE RETURN OF CAPITAL NO CASH RECEIVED RECLASSIFICATION OF PRIOR YEAR INCOME DUE 12/01/06			630.00-
02/16/07	INVESTMENT IN ISHARES COHEN & STEERS RLTY BALANCE DECREASED BY $1,332.09 TO $356,693.32 THROUGH TAX FREE RETURN OF CAPITAL NO CASH RECEIVED RECLASSIFICATION OF PRIOR YEAR INCOME DUE 03/31/06			1,332.09-
02/16/07	INVESTMENT IN ISHARES COHEN & STEERS RLTY BALANCE DECREASED BY $1,332.11 TO $355,361.21 THROUGH TAX FREE RETURN OF CAPITAL NO CASH RECEIVED RECLASSIFICATION OF PRIOR YEAR INCOME DUE 06/29/06			1,332.11-
02/16/07	INVESTMENT IN ISHARES COHEN & STEERS RLTY BALANCE DECREASED BY $1,332.10 TO $354,029.11 THROUGH TAX FREE RETURN OF CAPITAL NO CASH RECEIVED RECLASSIFICATION OF PRIOR YEAR INCOME DUE 10/03/06			1,332.10-
02/16/07	INVESTMENT IN ISHARES COHEN & STEERS RLTY BALANCE DECREASED BY $1,357.09 TO $352,672.02 THROUGH TAX FREE RETURN OF CAPITAL NO CASH RECEIVED RECLASSIFICATION OF PRIOR YEAR INCOME DUE 12/28/06			1,357.09-
	TOTAL SALES	200,000.00	0.00	207,733.39-

DATE	TRANSACTION DESCRIPTION	PRINCIPAL CASH	INCOME CASH	TAX COST
	PURCHASES			
03/15/07	PURCHASED 28,412.842 UNITS OF VANGUARD S/C GROWTH INDX INS TRADE DATE 3/14/07 28,412.842 UNITS AT $18.61	528,763.00-		528,763.00
	SALES			
03/15/07	SOLD 36,643.296 UNITS OF GOLDMAN SACHS STRUC SM CAP EQ FD-I TRADE DATE 3/14/07 36,643.296 UNITS AT $14.56	533,526.39		368,879.40-
04/26/07	SOLD 0.4108 SHARES OF KRAFT FOODS INC-A TRADE DATE 4/25/07 SOLD THROUGH EXECUTION SERVICES INC. 0.4108 SHARES AT $33.5976 FRACTIONAL SHARES SOLD @ $33.5976	13.80		9.69-
04/27/07	FULL CALL 200,000 $1 PV FHLB 5.625% 4/27/10 ON 04/27/07 AT $1.00	200,000.00		200,000.00-
06/01/07	MATURED 150,000 PAR VALUE OF BELO CORP 7.125% 6/01/07 TRADE DATE 6/1/07 150,000 PAR VALUE AT 100 %	150,000.00		153,448.50-
	TOTAL SALES	883,540.19	0.00	722,337.59-

DATE	TRANSACTION DESCRIPTION	PRINCIPAL CASH	INCOME CASH	TAX COST
	PURCHASES			
06/11/07	PURCHASED 470,000 PAR VALUE OF FNMA 6.000% 6/05/17 TRADE DATE 6/8/07 PURCHASED THROUGH WHITE, THOMAS F. & CO. PURCHASED ON THE OVER THE COUNTER PURCHASE INTEREST $470.00 470,000 PAR VALUE AT 99.25 %	466,475.00-		466,475.00
07/05/07	PURCHASED 600,000 PAR VALUE OF FHLMC MTN 6.000% 6/18/14 TRADE DATE 7/3/07 PURCHASED THROUGH MORGAN KEEGAN & COMPANY INC. PURCHASE INTEREST $1,700.00 600,000 PAR VALUE AT 100 %	600,000.00-		600,000.00
	TOTAL PURCHASES	1,066,475.00-	0.00	1,066,475.00
	SALES			
07/05/07	SOLD 172,445.164 UNITS OF T ROWE PRICE HIGH YIELD FD INC TRADE DATE 7/3/07 172,445.164 UNITS AT $7.07	1,219,187.32		1,192,500.00-
	PURCHASES			
07/06/07	PURCHASED 100,000 DOLLARS OF RENASANT BANK MS CD 5.600% 7/06/12 TRADE DATE 6/28/07 PURCHASED THROUGH WHITE, THOMAS F. & CO. 100,000 DOLLARS AT 100 %	100,000.00-		100,000.00
07/11/07	PURCHASED 100,000 DOLLARS OF FOUNDATION BANK CD 5.700% 7/11/12 TRADE DATE 6/28/07 PURCHASED THROUGH WHITE, THOMAS F. & CO. 100,000 DOLLARS AT 100 %	100,000.00-		100,000.00

DATE	TRANSACTION_DESCRIPTION	PRINCIPAL CASH	INCOME CASH	TAX_COST
07/11/07	PURCHASED 100,000 DOLLARS OF BANK HAPOALIM NY CD 5.600% 7/11/12 TRADE DATE 6/28/07 PURCHASED THROUGH WHITE, THOMAS F. & CO. 100,000 DOLLARS AT 100 %	100,000.00-		100,000.00
07/11/07	PURCHASED 600,000 PAR VALUE OF FFCB 6.250% 7/11/17 TRADE DATE 7/9/07 PURCHASED THROUGH MORGAN KEEGAN & COMPANY INC. 600,000 PAR VALUE AT 100 %	600,000.00-		600,000.00
	TOTAL PURCHASES	900,000.00-	0.00	900,000.00
	SALES			
07/19/07	SOLD 1,600 SHARES OF PG & E CORP TRADE DATE 7/16/07 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID $96.00 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 1,600 SHARES AT $45.45932331	72,637.80		60,573.87-
	PURCHASES			
08/10/07	PURCHASED 2,531.469 UNITS OF AMERICAN FDS GR FUND OF AMERICA #5 TRADE DATE 8/9/07 2,531.469 UNITS AT $35.41	89,639.33-		89,639.33
08/10/07	PURCHASED 2,900.814 UNITS OF FIDELITY VALUE FUND #39 TRADE DATE 8/9/07 2,900.814 UNITS AT $84.85	246,134.04-		246,134.04

JOHN BUCKMAN CHARITABLE TRUST
ACCOUNT: 3000871

FOR THE PERIOD 10/01/06 THROUGH 09/30/07

DATE	TRANSACTION_DESCRIPTION	PRINCIPAL CASH	INCOME CASH	TAX_COST
08/10/07	PURCHASED 8,576.099 UNITS OF MUNDER M/C CORE GROWTH FD Y TRADE DATE 8/9/07 8,576.099 UNITS AT $28.70	246,134.05-		246,134.05
08/10/07	PURCHASED 1,780.316 UNITS OF VANGUARD S/C GROWTH INDX INS TRADE DATE 8/9/07 1,780.316 UNITS AT $20.06	35,713.14-		35,713.14
	TOTAL PURCHASES	617,620.56-	0.00	617,620.56
	SALES			
08/10/07	SOLD 1,034.123 UNITS OF AMERICAN FDS EUROPACIFIC GROWTH #16 TRADE DATE 8/9/07 1,034.123 UNITS AT $50.92	52,657.54		31,633.82-
08/10/07	SOLD 2,516.451 UNITS OF HARBOR INTERNATIONAL FUND #11 TRADE DATE 8/9/07 2,516.451 UNITS AT $67.89	170,841.86		95,489.32-
08/10/07	SOLD 7,969.979 UNITS OF T ROWE PRICE EQUITY INCOME FUND #71 TRADE DATE 8/9/07 7,969.979 UNITS AT $29.82	237,664.77		223,000.00-
08/10/07	SOLD 5,229.092 UNITS OF T ROWE PRICE MID CAP GROWTH FD #64 TRADE DATE 8/9/07 5,229.092 UNITS AT $61.27	320,386.47		232,992.08-
08/10/07	SOLD 17,313.916 UNITS OF VANGUARD EQUITY INCOME FUND #65 TRADE DATE 8/9/07 17,313.916 UNITS AT $25.81	446,872.17		428,000.00-

DATE	TRANSACTION_DESCRIPTION	PRINCIPAL CASH	INCOME CASH	TAX_COST
	TOTAL SALES	1,228,422.81	0.00	1,011,115.22-
	PURCHASES			
08/13/07	PURCHASED 9,960.125 UNITS OF AMERICAN BEACON L/C VALU-IS TRADE DATE 8/10/07 9,960.125 UNITS AT $24.55	244,521.08-		244,521.08
08/14/07	PURCHASED 550 SHARES OF ALLSTATE CORP TRADE DATE 8/9/07 PURCHASED THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID $33.00 BROKERAGE PURCHASED ON THE NEW YORK STOCK EXCHANGE 550 SHARES AT $53.388	29,396.40-		29,396.40
08/14/07	PURCHASED 500 SHARES OF APACHE CORP TRADE DATE 8/9/07 PURCHASED THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID $30.00 BROKERAGE PURCHASED ON THE NEW YORK STOCK EXCHANGE 500 SHARES AT $80.3948	40,227.40-		40,227.40
08/14/07	PURCHASED 230 SHARES OF BURLINGTON NORTHN SANTA FE CORP TRADE DATE 8/9/07 PURCHASED THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID $13.80 BROKERAGE PURCHASED ON THE NEW YORK STOCK EXCHANGE 230 SHARES AT $81.0583913	18,657.23-		18,657.23

DATE	TRANSACTION DESCRIPTION	PRINCIPAL CASH	INCOME CASH	TAX COST
	SALES			
08/14/07	SOLD 311 SHARES OF KRAFT FOODS INC-A TRADE DATE 8/9/07 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID $18.66 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 311 SHARES AT $32.42810289	10,066.32		7,336.85-
08/14/07	SOLD 2,730 SHARES OF PFIZER INC TRADE DATE 8/9/07 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID $163.80 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 2,730 SHARES AT $24.544557	66,841.81		79,852.09-
08/14/07	SOLD 2,600 SHARES OF MEDTRONIC INC TRADE DATE 8/9/07 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID $156.00 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 2,600 SHARES AT $53.976923	140,181.85		122,665.82-
08/14/07	SOLD 2,000 SHARES OF COLGATE PALMOLIVE CO TRADE DATE 8/9/07 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID $120.00 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 2,000 SHARES AT $67.729035	135,335.99		105,586.96-

DATE	TRANSACTION_DESCRIPTION	PRINCIPAL CASH	INCOME CASH	TAX_COST
08/14/07	SOLD 1,400 SHARES OF DU PONT E I DE NEMOURS & CO TRADE DATE 8/9/07 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID $84.00 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 1,400 SHARES AT $48.40	67,674.96		61,782.00-
08/14/07	SOLD 1,150 SHARES OF FEDERAL HOME LOAN MORTGAGE COM TRADE DATE 8/9/07 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID $69.00 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 1,150 SHARES AT $60.59	69,608.43		75,806.17-
08/14/07	SOLD 4,700 SHARES OF GENERAL ELECTRIC CORP TRADE DATE 8/9/07 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID $282.00 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 4,700 SHARES AT $39.922128	187,349.12		16,048.54-
08/14/07	SOLD 3,500 SHARES OF INGERSOLL-RAND CO CL A TRADE DATE 8/9/07 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID $210.00 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 3,500 SHARES AT $50.426714	176,280.79		113,562.21-
08/14/07	SOLD 3,900 SHARES OF EXXON MOBIL CORPORATION TRADE DATE 8/9/07 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID $234.00 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 3,900 SHARES AT $85.808462	334,413.87		27,581.25-

DATE	TRANSACTION DESCRIPTION	PRINCIPAL CASH	INCOME CASH	TAX COST
08/14/07	SOLD 3,000 SHARES OF PEPSICO INC TRADE DATE 8/9/07 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID $180.00 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 3,000 SHARES AT $69.871693	209,431.87		81,627.55-
08/14/07	SOLD 5,900 SHARES OF ISHARES COHEN & STEERS RLTY TRADE DATE 8/9/07 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID $354.00 BROKERAGE SOLD ON THE AMERICAN STOCK EXCHANGE 5,900 SHARES AT $87.432531	515,490.03		352,672.02-
08/14/07	SOLD 850 SHARES OF WILLIS GROUP HOLDINGS LTD TRADE DATE 8/9/07 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID $51.00 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 850 SHARES AT $38.78330588	32,914.30		32,393.50-
08/14/07	SOLD 1,550 SHARES OF XL CAP LTD TRADE DATE 8/9/07 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID $93.00 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 1,550 SHARES AT $75.79903	117,393.70		102,349.00-
08/14/07	SOLD 1,200 SHARES OF UTILITIES SELECT SECTOR SPDR TRADE DATE 8/9/07 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID $72.00 BROKERAGE SOLD ON THE AMERICAN STOCK EXCHANGE 1,200 SHARES AT $39.7867	47,671.30		37,546.74-

DATE	TRANSACTION DESCRIPTION	PRINCIPAL CASH	INCOME CASH	TAX COST
08/14/07	SOLD 2,800 SHARES OF WELLS FARGO & CO TRADE DATE 8/9/07 SOLD THROUGH UNX - SPEAR, LEEDS & KELLOGG PAID $168.00 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 2,800 SHARES AT $34.2414	95,706.45		64,610.00-
08/14/07	FULL CALL 4,000 SHARE XL CAPITAL LTD 8.000% PFD SER A ON 08/14/07 AT $25.00	100,000.00		100,000.00-
08/15/07	MATURED 250,000 PAR VALUE OF RAYTHEON CO 6.750% 8/15/07 TRADE DATE 8/15/07 250,000 PAR VALUE AT 100 %	250,000.00		254,470.00-
	TOTAL SALES	2,556,360.79	0.00	1,635,890.70-
	PURCHASES			
08/15/07	PURCHASED 17,399.768 UNITS OF VANGUARD SELECT VALUE FUND #934 TRADE DATE 8/14/07 17,399.768 UNITS AT $21.06	366,439.11-		366,439.11
08/15/07	PURCHASED 9,857.432 UNITS OF VANGUARD SMALL CAP VALUE STK INSTL TRADE DATE 8/14/07 9,857.432 UNITS AT $16.18	159,493.24-		159,493.24
08/15/07	PURCHASED 7,823.627 UNITS OF VANGUARD WINDSOR II FUND TRADE DATE 8/14/07 7,823.627 UNITS AT $62.45	488,585.48-		488,585.48

DATE	TRANSACTION_DESCRIPTION	PRINCIPAL CASH	INCOME CASH	TAX_COST
08/20/07	PURCHASED 500,000 PAR VALUE OF INTL LEASE FINANCE 5.875% 5/01/13 TRADE DATE 8/15/07 PURCHASED THROUGH WHITE, THOMAS F. & CO. PURCHASED ON THE OVER THE COUNTER PURCHASE INTEREST $8,894.10 500,000 PAR VALUE AT 100.524 %	502,620.00-		502,620.00
08/23/07	PURCHASED 200,000 PAR VALUE OF HSBC FIN CORP MTN 6.000% 8/15/14 TRADE DATE 8/15/07 PURCHASED THROUGH DUNCAN WILLIAMS INC. PURCHASED ON THE OVER THE COUNTER 200,000 PAR VALUE AT 100 %	200,000.00-		200,000.00
09/14/07	PURCHASED 250,000 PAR VALUE OF MERRILL LYNCH 6.050% 5/16/16 TRADE DATE 9/11/07 PURCHASED THROUGH DUNCAN WILLIAMS INC. PURCHASED ON THE OVER THE COUNTER PURCHASE INTEREST $4,957.64 250,000 PAR VALUE AT 100.525 %	251,312.50-		251,312.50
	TOTAL PURCHASES	1,968,450.33-	0.00	1,968,450.33
	SALES			
09/14/07	SOLD 250,000 PAR VALUE OF FORD MTR CR CO 6.750% 8/15/08 TRADE DATE 9/11/07 SOLD THROUGH DUNCAN WILLIAMS INC. SOLD ON THE OVER THE COUNTER SOLD INTEREST $1,359.38 250,000 PAR VALUE AT 97.9 %	244,750.00		261,475.00-
	TOTAL BUY AND SELL ACTIVITY	232,467.22-	0.00	1,544,108.36

7,004,899 ✓ 5,693,258 ✓

1,311,641 gain

DATE	TRANSACTION DESCRIPTION	PRINCIPAL CASH	INCOME CASH	TAX COST
	NON-CASH_ACTIVITY			
	MEMO_ENTRIES			
02/16/07	GAIN/LOSS FOR TRN # 934 ENTERED ON 5/10/06 HAS BEEN RECALCULATED. OLD VALUES WERE: A FEDERAL TAX COST OF 42477.59			
	DISTRIBUTIONS_IN_KIND			
11/03/06	DISTRIBUTED 200 SHARES OF METRO-MEMPHIS DEVELOPMENT CO VALUED AT $0.20 REMOVE SHARES AS WORTHLESS			1.00-
	ADJUSTMENTS			
	RECEIPTS_IN_KIND			
04/02/07	SPIN_OFF RECEIVED 311.4108 SHARES DISTRIBUTION AT 0.692024 SHARES OF KRAFT FOODS INC-A FOR EACH SHARE OF ALTRIA GROUP INC DUE 03/30/07 ALTRIA GROUP INC HAS SPUN OFF KRAFT FOODS INC AT A RATE OF 0.692024 PER SHARE. THE COST ALLOCATION RATE FOR KRAFT FOODS IS 24.9742%			7,346.54
	ADJUSTMENTS			
04/02/07	SPIN_OFF BOOK VALUE OF ALTRIA GROUP INC ADJUSTED BY $-7,346.54 OLD: $29,416.50 /NEW $22,069.96 24.9742% COST INTO NEW SECURITY			
	TOTAL NON-CASH ACTIVITY	0.00	0.00	0.00

DATE	TRANSACTION_DESCRIPTION	PRINCIPAL CASH	INCOME CASH	TAX_COST
	CASH SWEEP ACTIVITY			
	GOLDMAN SACHS FIN SQ GOVT-INSTL			
	TOTAL PURCHASES	3,626,205.82-	1,080,705.11-	4,706,910.93
	TOTAL SALES	3,747,444.31	1,078,885.99	4,826,330.30-
	TOTAL CASH SWEEP ACTIVITY	121,238.49	1,819.12-	119,419.37-
	ENDING BALANCES	$0.00	$0.00	$23,147,685.20