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Form 990-PF

Return of Private Foundation

OMB No 1545-0052

Department of the Treasury Internal Revenue Service (77)

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

2007

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

For calendar year 2007, or tax year beginning 2007, and ending

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

Name of foundation: THOMAS A. ROCHE CHARITABLE T/U/W 8311000771
Employer identification number: 37-6294556
Telephone number: (251) 690-1024

H Check type of organization: Section 501(c)(3) exempt private foundation
Fair market value of all assets at end of year: \$ 892,670
Accounting method: Cash

Table with 4 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26).

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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	24,122.	30,188.	30,188.
	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 (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)	44,458.	44,458.	44,239.
	b	Investments - corporate stock (attach schedule)	402,475.	409,675.	475,842.
	c	Investments - corporate bonds (attach schedule)	49,745.	50,051.	50,401.
	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	140,400.			
	Less: accumulated depreciation (attach schedule)	140,400.	140,400.	292,000.	
15	Other assets (describe)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	661,200.	674,772.	892,670.	
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	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 and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	661,200.	674,772.	
	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 17 of the instructions)	661,200.	674,772.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	661,200.	674,772.		

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	661,200.
2	Enter amount from Part I, line 27a	2	13,399.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 10	3	261.
4	Add lines 1, 2, and 3	4	674,860.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 11	5	88.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	674,772.

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			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	19,975.
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 17 of the instructions). If (loss), enter -0- in Part I, line 8.			}	3

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 page 18 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))
2006			
2005			
2004			
2003			
2002			

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 2007 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 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

Table with 11 rows and 2 columns. Rows include: 1a Exempt operating foundations... 1b Domestic foundations... 1c All other domestic foundations... 2 Tax under section 511... 3 Add lines 1 and 2... 4 Subtitle A (income) tax... 5 Tax based on investment income... 6 Credits/Payments... 7 Total credits and payments... 8 Enter any penalty... 9 Tax due... 10 Overpayment... 11 Enter the amount of line 10 to be Credited to 2008 estimated tax.

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns (Yes, No, and an unlabeled column). Rows include: 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation... 1b Did it spend more than \$100 during the year... 1c Did the foundation file Form 1120-POL for this year?... 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?... 3 Has the foundation made any changes, not previously reported to the IRS... 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?... 4b If "Yes," has it filed a tax return on Form 990-T for this year?... 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?... 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either... 7 Did the foundation have at least \$5,000 in assets at any time during the year?... 8a Enter the states to which the foundation reports or with which it is registered... 8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General... 9 Is the foundation claiming status as a private operating foundation... 10 Did any persons become substantial contributors during the tax year?

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 page 20 of the 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?	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	
Website address ▶ N/A				
14 The books are in care of ▶ REGIONS BANK TRUST DEPARTMENT Telephone no. ▶ (251) 690-1024				
Located at ▶ 11 N. WATER STREET, 25TH FLOOR MOBILE, AL ZIP + 4 ▶ 36602				
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-F in lieu of Form 1041 - Check here ▶ <input type="checkbox"/>				
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15				

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? <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)? <input type="checkbox"/>	1b	X
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>			
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 2007?	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 2007, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2007? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 22 of the instructions)	2b	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 2007 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 2007.)	3b	X
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 2007?	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 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 page 22 of the 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 22 of the instructions)? Yes No
 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? 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 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

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 13		8,446.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 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 23 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 by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 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 24 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	-899,228.
b	Average of monthly cash balances	1b	NONE
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	899,228.
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	899,228.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	13,488.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	885,740.
6	Minimum investment return. Enter 5% of line 5	6	44,287.

Part XI Distributable Amount (see page 25 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	44,287.
2a	Tax on investment income for 2007 from Part VI, line 5	2a	
b	Income tax for 2007. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	44,287.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	44,287.
6	Deduction from distributable amount (see page 25 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	44,287.

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	24,111.
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	24,111.
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 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	24,111.

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 26 of the instructions)

	(a) Corpus	(b) Years prior to 2006	(c) 2006	(d) 2007
1 Distributable amount for 2007 from Part XI, line 7				44,287.
2 Undistributed income, if any, as of the end of 2006				
a Enter amount for 2006 only			NONE	
b Total for prior years		NONE		
3 Excess distributions carryover, if any, to 2007:				
a From 2002	NONE			
b From 2003	NONE			
c From 2004	NONE			
d From 2005	NONE			
e From 2006	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2007 from Part XII, line 4: ▶ \$ 24,111.				
a Applied to 2006, 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 2007 distributable amount				24,111.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2007 (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 2006 Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2007. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2008				20,176.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2002 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2008. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9.				
a Excess from 2003	NONE			
b Excess from 2004	NONE			
c Excess from 2005	NONE			
d Excess from 2006	NONE			
e Excess from 2007	NONE			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2007, 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) 2007	(b) 2006	(c) 2005	(d) 2004	
2a 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).)

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>SEE STATEMENT 17</p>				
Total ▶ 3a				24,096.
<p>b Approved for future payment</p>				
Total ▶ 3b				

Account #	Name	Tax ID
1055001397	CO-TRUSTEE U/W HAZEL S COTTLE	63-6103432
✓ 1111001762	ELIZABETH MCCULLOUGH TRUST FUND	63-6152386
✓ 1212004514	BRUCE A COGLE TUW FBO CENTRAL BAPTIST CHURCH	63-6123468
1255000198	FIRST BAPT CHURCH TUW I MALLORY	63-6121467
1255000278	TUA IRENE MALLORY FBO MOBILE COLLEGE	63-6108603
✓ 1511000666	J.I. & VERA E. RIDDLE SCHOLARSHIP FUND	63-6128524
✓ 2012004571	MARY E KRUTHAUP TUW	62-6297993
✓ 2055000583	LAURA HARPOLE CHARITABLE TUW FBO CUMBERLAND	62-6158267
✓ 2312000329	HUGH MARSHALL CHARITABLE TRUST U/W	62-6283263
✓ 2512000397	W RUTHERFORD TR FBO GRANDFATHER HOME	62-6322674
✓ 2512000404	W RUTHERFORD CHARITABLE TR FBO ROSEMONT	62-6322673
✓ 4011009585	JOSEPHINE GREER CHARITABLE TRUST	64-6178877
✓ 4012002027	FANNIE GORDON HUNT CHARITABLE TRUST	64-6174763
5312000102	HOLLIS KINSEY II CHARITABLE TRUST	64-6189434
✓ 5911000227	S. ADLER AND S. LYONS MEMORIAL UNITRUST	35-6566171
6312000129	JOHN L. HAGLUND TESTAMENTARY TRUST	75-6534320
✓ 6811000308	FINUS WYATT CHILDREN'S TR OF CALLOWAY COUNTY	62-6358804
✓ 6811000647	J P HOLLOWELL CHARITABLE TRUST U/W FBO	61-6109332
7111000035	WILLIAM BIRNBAUM REVOCABLE TRUST	73-6336624
7111000044	LENA BIRNBAUM IRREVOCABLE TRUST	73-6358682
7811000110	WALTER B GLOTZBECKER MEMORIAL TRUST	71-6124411
✓ 8011002007	ARBEAULAH A GASS CHARITABLE TRUST FBO ST PAUL	56-6632008
✓ 8055000088	RAYMOND & ADELIN RUSTEBERG SCHOLARSHIP FUND	36-7427139
✓ 8311000771	THOMAS A. ROCHE CHARITABLE T/U/W	37-6294556
✓ 8411000154	HUMBERT ROGERS CHARITABLE TRUST	37-6311964
✓ 8611000678	NELLIE S. STEGE CHARITABLE T/U/W	42-6179719
✓ 8611000916	FLORENCE ROHWEDDER TRUST	42-6590841
6512000017	BILLY CHARLES CULBERSON TRUST	26-6004476
7611000221	FORREST JONES IRREVOCABLE TRUST	71-6144087

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

Kind of Property		Description				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)	
9,216.00		135. AMERICAN INTERNATIONAL GROUP PROPERTY TYPE: SECURITIES 6,429.00			COMM P	03/07/2003	01/30/2007 2,787.00
7,049.00		100. AMGEN INC COM PROPERTY TYPE: SECURITIES 7,460.00			P	10/01/2003	01/30/2007 -411.00
6,819.00		100. APACHE CORP COM PROPERTY TYPE: SECURITIES 4,316.00			P	10/01/2003	03/01/2007 2,503.00
5,198.00		295. APPLIED MATERIALS INC COM W/RIGHTS PROPERTY TYPE: SECURITIES 5,499.00			P	10/01/2003	01/30/2007 -301.00
50,000.00		50000. BANKAMERICA CORP SUB NOTE PROPERTY TYPE: SECURITIES 50,000.00			6.625 P	10/29/1999	08/01/2007
12,163.00		226. CITIGROUP INC COM PROPERTY TYPE: SECURITIES 7,503.00			P	03/07/2003	01/30/2007 4,660.00
18,214.00		256. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 3,627.00			P	03/17/1994	03/01/2007 14,587.00
18,950.00		300. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES 18,566.00			P	03/14/2006	01/30/2007 384.00
5,369.00		207. PFIZER INC COM PROPERTY TYPE: SECURITIES 6,189.00			P	03/07/2003	01/30/2007 -820.00
13,000.00		1331.968 RMK FIXED INCOME FUND PROPERTY TYPE: SECURITIES 14,615.00			P	12/22/2000	08/03/2007 -1,615.00
4,048.00		50. VULCAN MATLS CO PROPERTY TYPE: SECURITIES 5,935.00			P	03/01/2007	12/19/2007 -1,887.00

**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)	
88.00		. INGERSOLL-RAND COMPANY CL A PROPERTY TYPE: SECURITIES				B	01/01/2001	12/31/2007
						88.00		
TOTAL GAIN (LOSS)					----- 19,975. =====	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INTEREST	1,795.	1,795.
TOTAL	1,795.	1,795.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVS AND INTEREST	22,058.	22,236.
TOTAL	22,058.	22,236.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
1041 TAX PREP FEES	500.	500.		
TOTALS	500.	500.	NONE	NONE

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	1.	1.
1041 EST TAXES	3,752.	
1041 TAX LIABILITY	3,752.	
IL-1041 TAXES	1,146.	
TOTALS	8,651.	1.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
RENT AND ROYALTY EXPENSES	1,760.		
AG990 FILING FEE	15.	1,760.	15.
RENT EXPENSES			
TOTALS	1,775.	1,760.	15.

THOMAS A. ROCHE CHARITABLE T/U/W 8311000771

37-6294556

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FEDERATED GNMA TRUST	25,000.	25,000.	24,660.
FEDERATED US GOVT 2-5	19,458.	19,458.	19,579.
TOTALS	44,458.	44,458.	44,239.

THOMAS A. ROCHE CHARITABLE T/U/W 8311000771

37-6294556

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ABBOTT LABS	4,028.	4,028.	5,615.
AMERICAN INTL GROUP	6,429.		
AMGEN INC	7,460.		
APACHE	4,316.		
APPLIED MATLS INC	5,499.		
ADM CO	1,719.	1,719.	6,965.
BANK OF AMERICA CORP	10,556.	10,556.	11,058.
CISCO SYS INC	7,046.	7,046.	9,447.
CITIGROUP INC	7,503.		
EXXON MOBILE CORP	7,169.	3,542.	23,423.
FRANKLIN RES INC	14,953.	14,953.	17,165.
GENERAL ELECTRIC	5,689.	5,689.	8,674.
GILEAD SCIENCES INC	18,566.		
INTEL CORP	6,819.	6,819.	6,372.
LOWES COS INC	5,975.	5,975.	4,524.
MICROSOFT CORP	10,094.	10,094.	15,201.
ORACLE CORP	4,656.	4,656.	9,055.
PEPSICO	5,648.	5,648.	22,770.
PFIZER	6,189.		
SCHLUMBERGER	17,817.	17,817.	29,511.
STAPLES INC	6,920.	6,920.	9,782.
TEXAS INSTRUMENTS INC	717.	717.	7,248.
UNITED TECHNOLOGIES CORP	6,506.	6,506.	12,553.
WALMART STORES	3,150.	3,150.	9,506.
GE CAPITAL CORP PUBLIC INCOME	26,030.	26,030.	23,830.
RMK SELECT FIXED INCOME FUND	100,927.	86,312.	75,045.
RMK SELECT HIGH INCOME FUND	25,000.	25,000.	7,978.
VANGUARD GNMA FUND	75,094.	75,094.	72,755.
ALLERGAN INC		8,769.	9,636.

THOMAS A. ROCHE CHARITABLE T/U/W 8311000771

37-6294556

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
AMERICAN EXPRESS		5,661.	5,202.
CITRIX SYSTEM INC		6,382.	7,602.
COSTCO WHSL CORP		5,610.	6,976.
DEVON ENERGY CORP		6,585.	8,891.
DONNELLEY R R & SONS		7,154.	7,548.
LOCKHEED MARTIN CORP		4,902.	5,263.
NATIONAL SEMICONDUCTOR		6,315.	5,660.
NIKE INC CL B		7,899.	9,636.
PRUDENTIAL FINANCIAL INC		6,778.	6,978.
QUEST DIAGNOSTICS INC		8,411.	7,935.
WELLS FARGO		6,938.	6,038.
TOTALS	402,475.	409,675.	475,842.

THOMAS A. ROCHE CHARITABLE T/U/W 8311000771

37-6294556

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
BANKAMERICA CORP 6.625%	49,745.		25,325.
CITIGROUP INC 5.625%		25,110.	25,076.
MERRILL LYNCH & CO INC 5.77%		24,941.	
TOTALS	49,745.	50,051.	50,401.

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

DESCRIPTION	AMOUNT
ACCRETION	255.
ROUNDING	6.
TOTAL	261.

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

=====

DESCRIPTION	AMOUNT
-----	-----
RETURN OF CAPITAL ADJUSTMENT	88.
TOTAL	----- 88. =====

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

IL

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

OFFICER NAME:
REGIONS BANK

ADDRESS:
350 NORTH WATER STREET
DECATUR, IL 62523

TITLE:
TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 8,446.

TOTAL COMPENSATION: 8,446.
=====

RECIPIENT NAME:
ST FRANCIS PURGATORIAL SOCIETY
ADDRESS:
BOX 188
LORETTO, PA 15940
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RELIGIOUS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,205.

RECIPIENT NAME:
FRANCISCAN FATHERS & BROTHERS
3RD ORDER REGULAR
ADDRESS:
MOUNT ASSISI MONASTERY
LORETTO, PA 15940
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RELIGIOUS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,205.

RECIPIENT NAME:
SERAPHIC MASS ASSOCIATION
ST AUGUSTINE MONASTERY
ADDRESS:
3600 BUTLER ST
PITTSBURG, PA 15201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RELIGIOUS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,205.

RECIPIENT NAME:

ST JAMES CATHOLIC CHURCH

ADDRESS:

742 E CLAY
DECATUR, IL 62521

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

RELIGIOUS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,205.

RECIPIENT NAME:

ST PATRICK'S CHURCH

ADDRESS:

407 E ELDORADO
DECATUR, IL 62523

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

RELIGIOUS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 12,046.

RECIPIENT NAME:

OUR LADY OF LOURDES

ADDRESS:

3850 LOURDES DR
DECATUR, IL 62526

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

RELIGIOUS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,205.

=====

RECIPIENT NAME:
HOLY FAMILY CATHOLIC CHURCH
ADDRESS:
2400 S FRANKLIN ST
DECATUR, IL 62521
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RELIGIOUS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,205.

RECIPIENT NAME:
ST THOMAS THE APOSTLE CHURCH
ADDRESS:
2160 N EDWARD
DECATUR, IL 62526
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RELIGIOUS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,205.

RECIPIENT NAME:
CLARETIAN FATHERS THE NATIONAL
SHRINE OF ST JUDE
ADDRESS:
205 W MONROE ST
CHICAGO, IL 60606
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RELIGIOUS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,205.

RECIPIENT NAME:
ST MICHAELS CATHOLIC CHURCH
ADDRESS: -----
1301 N MARKET
MONTICELLO, IL 61856
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RELIGIOUS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,205.

RECIPIENT NAME:
ABBOTT O S B
ST BENEDICTS ABBEY
ADDRESS:
12605 224TH AVENUE
BENET LAKE, WI 53102
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RELIGIOUS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,205.

TOTAL GRANTS PAID: 24,096.
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RENT AND ROYALTY SUMMARY

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PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
-----	-----	-----	-----	-----
S 1/2 SE 1/4 SEC 12	13,039.		1,760.	11,279.
	-----	-----	-----	-----
TOTALS	13,039.		1,760.	11,279.
	=====	=====	=====	=====