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Form **990-PF**

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

OMB No. 1545-0052

2008

Department of the Treasury
Internal Revenue Service

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

For calendar year **2008**, or tax year beginning **2008**, and ending **20**

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: **THOMAS A. ROCHE CHARITABLE T/U/W 8311000771**

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

Room/suite: **MOBILE, AL 36652-2886**

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

A Employer identification number: **37-6294556**

B Telephone number (see page 10 of the instructions): **(251) 690-1024**

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **765,691.**

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

C If exemption application is pending, check here

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

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments	860.	860.		STMT 1
4	Dividends and interest from securities	19,045.	18,851.		
5a	Gross rents	15,340.	15,340.	NONE	
b	Net rental income or (loss)	13,696			
6a	Net gain or (loss) from sale of assets not on line 10	-16,460.			
b	Gross sales price for all assets on line 6a	226,495.			
7	Capital gain net income (from Part IV, line 2)	<i>Rec'd</i>			
8	Net short-term capital gain	<i>10-20-10</i>			
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	18,785.	35,051.	NONE	
13	Compensation of officers, directors, trustees, etc.	8,544.	8,544.		NONE
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 2	500.	500.	NONE	NONE
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) STMT 3	3,667.	45.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 4	1,659.	1,644.		15.
24	Total operating and administrative expenses. Add lines 13 through 23	14,370.	10,733.	NONE	15.
25	Contributions, gifts, grants paid	41,784.			41,784.
26	Total expenses and disbursements. Add lines 24 and 25	56,154.	10,733.	NONE	41,799.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-37,369.			
b	Net investment income (if negative, enter -0-)		24,318.		
c	Adjusted net income (if negative, enter -0-)			NONE	

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For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2008)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	30,188.	11,585.	11,585.
	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 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less allowance for doubtful accounts	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) STMT 5	428,102.	435,366.	413,967.
	c	Investments - corporate bonds (attach schedule) STMT 8	76,081.	50,051.	48,139.
	11	Investments - land, buildings, and equipment basis	140,400.		
	Less: accumulated depreciation (attach schedule)	140,400.	140,400.	292,000.	
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	674,771.	637,402.	765,691.	
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 <input type="checkbox"/> 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. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	674,771.	637,402.	
	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)	674,771.	637,402.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	674,771.	637,402.		

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	674,771.
2	Enter amount from Part I, line 27a	2	-37,369.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	637,402.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	637,402.

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 DETAIL				
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any			
a					
b					
c					
d					
e					
2	Capital gain net income or (net capital loss)		2	-16,460.	
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.				

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))
2007	24,111.	885,740.	0.02722130648
2006			
2005			
2004			
2003			

2	Total of line 1, column (d)	2	0.02722130648
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	0.02722130648
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	829,207.
5	Multiply line 4 by line 3	5	22,572.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	243.
7	Add lines 5 and 6	7	22,815.
8	Enter qualifying distributions from Part XII, line 4 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.	8	41,799.

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 for excise tax calculations. Includes sub-rows for credits and payments (6a-6d). Total tax due is 488, refunded 474.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns for Yes/No. Includes questions about political campaigns, expenditures, and substantial contributors.

* 231 of this has already been received

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the instructions)		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address ▶ <u>N/A</u>			
14 The books are in care of ▶ <u>REGIONS BANK TRUST DEPARTMENT</u> Telephone no. ▶ <u>(251) 690-1024</u>			
Located at ▶ <u>11 NORTH WATER STREET, 25TH FLOOR, MOBILE, AL</u> ZIP + 4 ▶ <u>36602</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF 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 20 of the instructions)?	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 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <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 20 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 2008 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 2008)	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 2008?	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 6a, also file Form 8870.
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
- b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b		
6b		X
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 (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		8,544.	-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 23 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	841,835.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	841,835.
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	841,835.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	12,628.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	829,207.
6	Minimum investment return. Enter 5% of line 5	6	41,460.

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	41,460.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	243.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	243.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	41,217.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	41,217.
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	41,217.

Part XII Qualifying Distributions (see page 25 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	41,799.
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	41,799.
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	243.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	41,556.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				41,217.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			20,176.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2008:				
a From 2003	NONE			
b From 2004	NONE			
c From 2005	NONE			
d From 2006	NONE			
e From 2007	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 41,799.				
a Applied to 2007, but not more than line 2a			20,176.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2008 distributable amount				21,623.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2008 (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 2007. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009.				19,594.
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 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2004	NONE			
b Excess from 2005	NONE			
c Excess from 2006	NONE			
d Excess from 2007	NONE			
e Excess from 2008	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 2008, 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				(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
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 27 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 <i>Paid during the year</i></p> <p>SEE STATEMENT 14</p>				
Total				3a 41,784.
<p>b <i>Approved for future payment</i></p>				
Total				3b

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					75.	
1,320.00		50. AT&T INC PROPERTY TYPE: SECURITIES 1,768.00				P	01/23/2008	11/24/2008
							-448.00	
2,546.00		50. ABBOTT LABS W/RIGHTS ATTACHED EXP 11 PROPERTY TYPE: SECURITIES 2,030.00				P	11/16/2005	11/24/2008
							516.00	
3,171.00		50. ALLERGAN INC PROPERTY TYPE: SECURITIES 2,923.00				P	07/27/2007	01/23/2008
							248.00	
3,884.00		150. ARCHER DANIELS MIDLAND CO PROPERTY TYPE: SECURITIES 1,719.00				P	01/26/1993	11/24/2008
							2,165.00	
4,614.00		118. BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES 4,648.00				P	10/01/2003	01/23/2008
							-34.00	
4,228.00		150. BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES 5,908.00				P	10/01/2003	06/18/2008
							-1,680.00	
1,868.00		25. CHEVRONTXACO CORP COM PROPERTY TYPE: SECURITIES 1,983.00				P	01/23/2008	11/24/2008
							-115.00	
4,894.00		100. CHUBB CORP PROPERTY TYPE: SECURITIES 4,806.00				P	01/23/2008	11/14/2008
							88.00	
2,292.00		99. CISCO SYSTEMS COM STK PROPERTY TYPE: SECURITIES 1,999.00				P	10/01/2003	01/23/2008
							293.00	
1,167.00		75. CISCO SYSTEMS COM STK PROPERTY TYPE: SECURITIES 1,514.00				P	10/01/2003	11/24/2008
							-347.00	

**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)	
1,523.00		50. CITRIX SYSTEM INC PROPERTY TYPE: SECURITIES 1,596.00				P	03/01/2007	01/23/2008 -73.00
1,225.00		50. CITRIX SYSTEM INC PROPERTY TYPE: SECURITIES 1,596.00				P	03/01/2007	11/24/2008 -371.00
3,096.00		50. COLGATE-PALMOLIVE CO PROPERTY TYPE: SECURITIES 3,706.00				P	01/23/2008	11/14/2008 -610.00
3,348.00		50. COSTCO WHSL CORP NEW PROPERTY TYPE: SECURITIES 2,805.00				P	03/01/2007	01/23/2008 543.00
2,434.00		50. COSTCO WHSL CORP NEW PROPERTY TYPE: SECURITIES 2,805.00				P	03/01/2007	11/14/2008 -371.00
1,723.00		50. DEERE & CO COM PROPERTY TYPE: SECURITIES 3,972.00				P	01/23/2008	11/14/2008 -2,249.00
3,792.00		50. DEVON ENERGY CORPORATION PROPERTY TYPE: SECURITIES 3,292.00				P	03/01/2007	01/23/2008 500.00
1,819.00		25. DEVON ENERGY CORPORATION PROPERTY TYPE: SECURITIES 1,646.00				P	03/01/2007	11/24/2008 173.00
3,194.00		100. DONNELLEY RR & SONS CO PROPERTY TYPE: SECURITIES 3,577.00				P	03/01/2007	01/23/2008 -383.00
3,147.00		100. DONNELLEY RR & SONS CO PROPERTY TYPE: SECURITIES 3,577.00				P	03/01/2007	05/08/2008 -430.00
3,624.00		100. EMERSON ELEC CO PROPERTY TYPE: SECURITIES 4,839.00				P	01/23/2008	10/06/2008 -1,215.00

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

Kind of Property		Description				P r o p e r t y	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)	
3,922.00		50. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 708.00				P	03/17/1994	11/24/2008
							3,214.00	
7.00		.886 FAIRPOINT COMMUNICATIONS INC PROPERTY TYPE: SECURITIES 8.00				P	01/23/2008	04/04/2008
							-1.00	
7.00		1. FAIRPOINT COMMUNICATIONS INC PROPERTY TYPE: SECURITIES 9.00				P	01/23/2008	04/08/2008
							-2.00	
9,105.00		100. FRANKLIN RESOURCES PROPERTY TYPE: SECURITIES 9,969.00				P	03/14/2006	01/23/2008
							-864.00	
2,766.00		50. FRANKLIN RESOURCES PROPERTY TYPE: SECURITIES 4,984.00				P	03/14/2006	11/14/2008
							-2,218.00	
747.00		50. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES 1,216.00				P	03/07/2003	11/24/2008
							-469.00	
18,090.00		1000. GENERAL ELECTRIC CAPITAL CORP 6.10 PROPERTY TYPE: SECURITIES 26,030.00				P	08/04/2005	11/24/2008
							-7,940.00	
657.00		50. INTEL CORP COM PROPERTY TYPE: SECURITIES 1,427.00				P	10/01/2003	11/24/2008
							-770.00	
2,902.00		50. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES 3,183.00				P	01/23/2008	11/24/2008
							-281.00	
3,622.00		50. LOCKHEED MARTIN CORP COM PROPERTY TYPE: SECURITIES 4,902.00				P	03/01/2007	11/14/2008
							-1,280.00	
5,014.00		200. LOWES CO PROPERTY TYPE: SECURITIES 5,975.00				P	11/16/2005	01/23/2008
							-961.00	

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

Kind of Property		Description				P r o p e r t y	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)	
4,780.00		100. MEDTRONIC INC COMMON STOCK PROPERTY TYPE: SECURITIES 4,638.00				P	01/23/2008	05/08/2008 142.00
7,840.00		252. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 5,957.00				P	03/07/2003	01/23/2008 1,883.00
1,016.00		50. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 1,182.00				P	03/07/2003	11/24/2008 -166.00
4,432.00		250. NATIONAL SEMICONDUCTOR CORP PROPERTY TYPE: SECURITIES 6,315.00				P	03/01/2007	01/23/2008 -1,883.00
2,866.00		50. NIKE INC CL B PROPERTY TYPE: SECURITIES 2,633.00				P	03/01/2007	01/23/2008 233.00
4,666.00		100. NIKE INC CL B PROPERTY TYPE: SECURITIES 5,266.00				P	03/01/2007	11/14/2008 -600.00
2,988.00		151. ORACLE CORPORATION COM PROPERTY TYPE: SECURITIES 1,753.00				P	10/01/2003	01/23/2008 1,235.00
1,629.00		100. ORACLE CORPORATION COM PROPERTY TYPE: SECURITIES 1,161.00				P	10/01/2003	11/24/2008 468.00
6,898.00		100. PEPSICO INC COM PROPERTY TYPE: SECURITIES 1,883.00				P	01/22/1993	01/23/2008 5,015.00
8,222.00		150. PEPSICO INC COM PROPERTY TYPE: SECURITIES 2,824.00				P	01/22/1993	11/24/2008 5,398.00
1,461.00		99.416 PIONEER CLASS Y FD #0715 PROPERTY TYPE: SECURITIES 3,578.00				P	01/23/2008	11/24/2008 -2,117.00

**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)	
7,427.00		150. QUEST DIAGNOSTICS INC PROPERTY TYPE: SECURITIES 8,411.00				P	07/27/2007	01/23/2008 -984.00
5,821.00		2319.109 RMK HIGH INCOME FD CL I PROPERTY TYPE: SECURITIES 25,000.00				P	11/16/2004	03/31/2008 -19,179.00
11,645.00		250. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES 14,848.00				P	03/14/2006	11/24/2008 -3,203.00
9,956.00		424. STAPLES INC COM W/INVISIBLE RTS TO PROPERTY TYPE: SECURITIES 6,920.00				P	10/01/2003	01/23/2008 3,036.00
3,417.00		100. TARGET CORP COM PROPERTY TYPE: SECURITIES 5,410.00				P	01/23/2008	11/14/2008 -1,993.00
6,382.00		217. TEXAS INSTRS INC PROPERTY TYPE: SECURITIES 717.00				P	01/29/1993	01/23/2008 5,665.00
4,337.00		64. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES 2,539.00				P	10/01/2003	01/23/2008 1,798.00
2,390.00		50. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES 1,984.00				P	10/01/2003	11/24/2008 406.00
2,881.00		50. VULCAN MATLS CO PROPERTY TYPE: SECURITIES 3,307.00				P	01/23/2008	10/06/2008 -426.00
4,150.00		150. WACHOVIA CORP COMMON STOCK PROPERTY TYPE: SECURITIES 5,290.00				P	01/23/2008	04/08/2008 -1,140.00
9,934.00		200. WALMART STORES INC COM PROPERTY TYPE: SECURITIES 3,150.00				P	01/04/1993	01/23/2008 6,784.00

**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)	
2,417.00		100. WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES 3,469.00				P	03/01/2007	11/24/2008
							-1,052.00	
3,117.00		100. ROYAL CARIBBEAN CRUISES LTD PROPERTY TYPE: SECURITIES 3,600.00				P	01/23/2008	05/08/2008
							-483.00	
TOTAL GAIN(LOSS)					----- -16,460. =====	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INTEREST	860.	860.
TOTAL	860.	860.

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

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

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL ESTIMATES	2,768.	
FOREIGN TAXES	45.	45.
STATE TAXES	854.	
TOTALS	----- 3,667. =====	----- 45. =====

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
RENT AND ROYALTY EXPENSES	1,644.		
CHARITABLE FILING	15.		
RENT EXPENSES		1,644.	15.
TOTALS	1,659.	1,644.	15.

THOMAS A. ROCHE CHARITABLE T/U/W 8311000771

37-6294556

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
ABBOTT LABS	1,998.	2,669.
ALLERGAN INC	5,846.	4,032.
AMERICAN EXPRESS CO	5,661.	1,855.
ARCHER DANIELS MIDLAND CO		
BANK OF AMERICA CORP		
CISCO SYSTEMS INC	3,533.	2,853.
CITRIX SYSTEM INC	3,191.	2,357.
COSTCO WHSL CORP		
DEVON ENERGY CORP	1,646.	1,643.
DONNELLY R R & SONS		
EXXON MOBIL CORP	2,833.	15,966.
FEDERATED GNMA TR INSTL	25,000.	25,091.
FEDERATED US GOVT SEC 2-5-IS	19,458.	20,855.
FRANKLIN RESOURCES		
GENERAL ELECTRIC CO	4,473.	2,981.
INTEL CORP	5,392.	2,771.
LOCKHEED MARTIN CORP		
LOWES COMPANIES INC	2,836.	3,228.
MICROSOFT CORP	2,955.	2,430.
NATIONAL SEMICONDUCTOR		
NIKE INC		
ORACLE CORPORATION	1,742.	2,660.
PEPSICO INC	941.	2,739.
PRUDENTIAL FINANCIAL	8,077.	4,539.
QUEST DIAGNOSTICS		
RMK FIXED INCOME FUND	86,312.	69,775.
SCHLUMBERGER LTD	2,970.	2,117.
STAPLES INC		
TEXAS INSTRS INC		

THOMAS A. ROCHE CHARITABLE T/U/W 8311000771

37-6294556

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
UNITED TECHNOLOGIES CORP	1,984.	2,680.
VANGUARD GNMA FUND #36	75,094.	74,228.
WALMART STORES INC	2,664.	2,803.
AT&T	3,537.	2,850.
AETNA	5,420.	2,850.
AIR PRODS & CHEMS INC	4,339.	2,514.
BANK OF NEW YORK MELLON	4,513.	2,833.
CVS/CAREMARK	3,687.	2,874.
CHEVRON	1,983.	1,849.
DARDEN RESTAURANTS	2,293.	4,227.
DELL	2,893.	2,048.
WALT DISNEY	2,716.	2,836.
EMC CORP MASS	2,708.	2,879.
EATON CORP	5,339.	3,480.
EXELON	3,706.	2,781.
FEDERATED KAUFMAN SMALL CAP	9,104.	10,926.
FIDELITY ADV DIV	11,946.	12,706.
FIRSTENERGY CORP	2,819.	2,429.
GENENTECH INC	1,925.	2,073.
GENERAL DYNAMICS CORP	2,551.	2,880.
GOLDMAN SACHS GROUP INC	3,300.	4,220.
HALLIBURTON	5,620.	2,727.
ISHARES RUSSELL	10,161.	11,142.
JP MORGAN	2,540.	3,153.
JOHNSON & JOHNSON	3,183.	2,992.
JUNIPER NETWORKS INC	2,822.	3,064.
NORFOLK SOUTHERN CORP	3,168.	2,400.
PIONEER SMALL CAP VALUE	9,315.	10,623.
PROCTER & GAMBLE	3,198.	3,091.

THOMAS A. ROCHE CHARITABLE T/U/W 8311000771

37-6294556

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
QUALCOMM INC	3,618.	3,583.
RMK MID CAP GROWTH	10,063.	11,595.
STRYKER CORP	4,212.	2,996.
SYSCO CORP	2,822.	2,868.
THERMO FISHER	2,369.	2,555.
3M	3,679.	2,877.
TIFFANY	4,147.	2,906.
TRAVELERS COMPANIES INC	2,881.	3,390.
VERIZON COMMUNICATIONS	3,758.	3,390.
WALGREEN	2,406.	2,467.
WELLS FARGO	3,469.	2,948.
XTO ENERGY CORP	2,545.	2,645.
RMK HIGH INCOME FUND		
RMK MID CAP VALUE	10,005.	11,028.
	-----	-----
TOTALS	435,366.	413,967.
	=====	=====

THOMAS A. ROCHE CHARITABLE T/U/W 8311000771

37-6294556

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CITIGROUP INC 5.625%	25,110.	23,436.
MERRILL LYNCH & CO 5.77%	24,941.	24,703.
GENERAL ELECTRIC 6.10%		
TOTALS	50,051.	48,139.

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

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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 8,544.

TOTAL COMPENSATION: 8,544.
=====

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 2,089.

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 2,089.

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 2,089.

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 2,089.

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 20,894.

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 2,089.

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 2,089.

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 2,089.

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 2,089.

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 2,089.

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 2,089.

TOTAL GRANTS PAID: 41,784.
=====

RENT AND ROYALTY SUMMARY

=====

PROPERTY -----	TOTAL INCOME -----	DEPLETION/ DEPRECIATION -----	OTHER EXPENSES -----	ALLOWABLE NET INCOME -----
S 1/2 SE 1/4 SEC 12	15,340.	-----	1,644.	13,696.
TOTALS	15,340.	=====	1,644.	13,696.

THOMAS A. ROCHE CHARITABLE T/U/W 8311000771
 Schedule D Detail of Short-term Capital Gains and Losses

37-6294556

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
50. AT&T INC	01/23/2008	11/24/2008	1,320.00	1,768.00	-448.00
50. ALLERGAN INC	07/27/2007	01/23/2008	3,171.00	2,923.00	248.00
25. CHEVRONTXACO CORP COM	01/23/2008	11/24/2008	1,868.00	1,983.00	-115.00
100. CHUBB CORP	01/23/2008	11/14/2008	4,894.00	4,806.00	88.00
50. CITRIX SYSTEM INC	03/01/2007	01/23/2008	1,523.00	1,596.00	-73.00
50. COLGATE-PALMOLIVE CO	01/23/2008	11/14/2008	3,096.00	3,706.00	-610.00
50. COSTCO WHSL CORP NEW	03/01/2007	01/23/2008	3,348.00	2,805.00	543.00
50. DEERE & CO COM	01/23/2008	11/14/2008	1,723.00	3,972.00	-2,249.00
50. DEVON ENERGY	03/01/2007	01/23/2008	3,792.00	3,292.00	500.00
100. DONNELLY RR & SONS	03/01/2007	01/23/2008	3,194.00	3,577.00	-383.00
100. EMERSON ELEC CO	01/23/2008	10/06/2008	3,624.00	4,839.00	-1,215.00
.886 FAIRPOINT COMMUNICATI	01/23/2008	04/04/2008	7.00	8.00	-1.00
1. FAIRPOINT COMMUNICATION	01/23/2008	04/08/2008	7.00	9.00	-2.00
50. JOHNSON & JOHNSON COM	01/23/2008	11/24/2008	2,902.00	3,183.00	-281.00
100. MEDTRONIC INC COMMON	01/23/2008	05/08/2008	4,780.00	4,638.00	142.00
250. NATIONAL SEMICONDUCTO	03/01/2007	01/23/2008	4,432.00	6,315.00	-1,883.00
50. NIKE INC CL B	03/01/2007	01/23/2008	2,866.00	2,633.00	233.00
99.416 PIONEER CLASS Y FD	01/23/2008	11/24/2008	1,461.00	3,578.00	-2,117.00
150. QUEST DIAGNOSTICS INC	07/27/2007	01/23/2008	7,427.00	8,411.00	-984.00
100. TARGET CORP COM	01/23/2008	11/14/2008	3,417.00	5,410.00	-1,993.00
50. VULCAN MATLS CO	01/23/2008	10/06/2008	2,881.00	3,307.00	-426.00
150. WACHOVIA CORP COMMON	01/23/2008	04/08/2008	4,150.00	5,290.00	-1,140.00
100. ROYAL CARIBBEAN	01/23/2008	05/08/2008	3,117.00	3,600.00	-483.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			69,000.00	81,649.00	-12,649.00
Totals			69,000.00	81,649.00	-12,649.00

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THOMAS A. ROCHE CHARITABLE T/U/W 8311000771
 Schedule D Detail of Long-term Capital Gains and Losses

37-6294556

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
50. ABBOTT LABS W/RIGHTS					
ATTACHED EXP 11/10/2009	11/16/2005	11/24/2008	2,546.00	2,030.00	516.00
150. ARCHER DANIELS	01/26/1993	11/24/2008	3,884.00	1,719.00	2,165.00
118. BANK OF AMERICA CORP	10/01/2003	01/23/2008	4,614.00	4,648.00	-34.00
150. BANK OF AMERICA CORP	10/01/2003	06/18/2008	4,228.00	5,908.00	-1,680.00
99. CISCO SYSTEMS COM STK	10/01/2003	01/23/2008	2,292.00	1,999.00	293.00
75. CISCO SYSTEMS COM STK	10/01/2003	11/24/2008	1,167.00	1,514.00	-347.00
50. CITRIX SYSTEM INC	03/01/2007	11/24/2008	1,225.00	1,596.00	-371.00
50. COSTCO WHSL CORP NEW	03/01/2007	11/14/2008	2,434.00	2,805.00	-371.00
25. DEVON ENERGY	03/01/2007	11/24/2008	1,819.00	1,646.00	173.00
100. DONNELLY RR & SONS	03/01/2007	05/08/2008	3,147.00	3,577.00	-430.00
50. EXXON MOBIL CORP	03/17/1994	11/24/2008	3,922.00	708.00	3,214.00
100. FRANKLIN RESOURCES	03/14/2006	01/23/2008	9,105.00	9,969.00	-864.00
50. FRANKLIN RESOURCES	03/14/2006	11/14/2008	2,766.00	4,984.00	-2,218.00
50. GENERAL ELEC CO COM	03/07/2003	11/24/2008	747.00	1,216.00	-469.00
1000. GENERAL ELECTRIC					
CAPITAL CORP 6.10% PUBLIC INC NOTES	BM04/2005	11/24/2008	18,090.00	26,030.00	-7,940.00
50. INTEL CORP COM	10/01/2003	11/24/2008	657.00	1,427.00	-770.00
50. LOCKHEED MARTIN CORP	03/01/2007	11/14/2008	3,622.00	4,902.00	-1,280.00
200. LOWES CO	11/16/2005	01/23/2008	5,014.00	5,975.00	-961.00
252. MICROSOFT CORP COM	03/07/2003	01/23/2008	7,840.00	5,957.00	1,883.00
50. MICROSOFT CORP COM	03/07/2003	11/24/2008	1,016.00	1,182.00	-166.00
100. NIKE INC CL B	03/01/2007	11/14/2008	4,666.00	5,266.00	-600.00
151. ORACLE CORPORATION	10/01/2003	01/23/2008	2,988.00	1,753.00	1,235.00
100. ORACLE CORPORATION	10/01/2003	11/24/2008	1,629.00	1,161.00	468.00
100. PEPSICO INC COM	01/22/1993	01/23/2008	6,898.00	1,883.00	5,015.00
150. PEPSICO INC COM	01/22/1993	11/24/2008	8,222.00	2,824.00	5,398.00
2319.109 RMK HIGH INCOME	11/16/2004	03/31/2008	5,821.00	25,000.00	-19,179.00
250. SCHLUMBERGER LTD COM	03/14/2006	11/24/2008	11,645.00	14,848.00	-3,203.00
424. STAPLES INC COM					
W/INVISIBLE RTS TO PUR SHS UNDER CERT	01/01/2003	01/23/2008	9,956.00	6,920.00	3,036.00
217. TEXAS INSTRS INC	01/29/1993	01/23/2008	6,382.00	717.00	5,665.00
Totals					

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FEDERAL CAPITAL GAIN DIVIDENDS
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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

LONG-TERM 15% CAPITAL GAIN DIVIDENDS

75.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

75.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

75.00
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