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

OMB No 1545-0052

Form 990-PF

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

2008

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

Name of foundation: CHAPMAN TRUST FUND 4012000127
 Number and street (or P O box number if mail is not delivered to street address): REGIONS BANK TRUST DEPT P O BOX 2886
 Room/suite: MOBILE, AL 36652-2886
 City or town, state, and ZIP code: MOBILE, AL 36652-2886
 A Employer identification number: 64-6023166
 B Telephone number (see page 10 of the instructions): (251) 690-1024
 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
 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) \$ 228,561.
 J Accounting method Cash Accrual
 Other (specify) _____ (Part I, column (d) must be on cash basis.)

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	2,096.	2,096.		STMT 1
4	Dividends and interest from securities	5,543.	5,543.		STMT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-6,206.			
b	Gross sales price for all assets on line 6a	139,140.			
7	Capital gain net income (from Part IV, line 2)				
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) (attach schedule)				
11	Other income (attach schedule)				
12	Total Add lines 1 through 11	1,433.	7,639.		
13	Compensation of officers, directors, trustees, etc.	5,403.	2,701.		2,701.
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)	800.	NONE	NONE	800.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)	152.	38.		
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)				
24	Total Operating and administrative expenses. Add lines 13 through 23	6,355.	2,739.	NONE	3,501.
25	Contributions, gifts, grants paid				
26	Total expenses and disbursements Add lines 24 and 25	6,355.	2,739.	NONE	3,501.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-4,922.			
b	Net investment income (if negative, enter -0-)		4,900.		
c	Adjusted net income (if negative, enter -0-)				

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	30,641.	5,652.	5,652.	
	3	Accounts receivable	249.			
		Less: allowance for doubtful accounts	438.	249.	249.	
	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)	*	91,764.	STMT 5	
		Less: allowance for doubtful accounts	NONE	83,738.	91,764.	91,764.
	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)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	STMT 9	152,626.	164,783.	130,896.	
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)		267,443.	262,448.	228,561.	
Liabilities	17	Accounts payable and accrued expenses	500.	425.		
	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)		500.	425.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	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	22,346.	22,346.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	244,597.	239,677.		
30	Total net assets or fund balances (see page 17 of the instructions)		266,943.	262,023.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		267,443.	262,448.		

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	266,943.
2	Enter amount from Part I, line 27a	2	-4,922.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 10	3	2.
4	Add lines 1, 2, and 3	4	262,023.
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	262,023.

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			(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 -6,206.
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))
2007	17,961.	264,116.	0.06800421027
2006	11,875.	253,477.	0.04684843201
2005	17,710.	249,273.	0.07104660352
2004	15,025.	258,700.	0.05807885582
2003	11,958.	278,880.	0.04287865749
2 Total of line 1, column (d)			2 0.28685675911
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 0.05737135182
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 244,167.
5 Multiply line 4 by line 3			5 14,008.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 49.
7 Add lines 5 and 6			7 14,057.
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 15,501.

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 fields for exempt foundations, tax under section 511, total credits and payments, and tax due. Values include 49.00 and NONE.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, Yes, and No. Includes questions about political campaigns, unrelated business income, and substantial contributors.

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)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
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-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)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 6b, also file Form 8870
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
- b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b		
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 12		5,403.	-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 EDUCATIONAL LOAN TO JUSTIN HEWITT TO ENABLE HIM TO ATTEND COLLEGE	5,000.
2 EDUCATIONAL LOAN TO ZACHARY DAVID SUMMERS TO ENABLE HIM TO ATTEND COLLEGE	7,000.
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	12,000.

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	247,885.
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	247,885.
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	247,885.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	3,718.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	244,167.
6	Minimum investment return. Enter 5% of line 5	6	12,208.

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	12,208.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	49.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	49.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	12,159.
4	Recoveries of amounts treated as qualifying distributions	4	3,973.
5	Add lines 3 and 4	5	16,132.
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	16,132.

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	3,501.
b	Program-related investments - total from Part IX-B	1b	12,000.
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	15,501.
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	49.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	15,452.

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				16,132.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			NONE	
b Total for prior years 20_06_, 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 ▶ \$ _____ 15,501.				
a Applied to 2007, but not more than line 2a			NONE	
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				15,501.
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			NONE	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				631.
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**

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 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	Prior 3 years			(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
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 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))

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 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.

SEE STATEMENT 14

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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				
Total				▶ 3a
b Approved for future payment				
Total				▶ 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income, Gain or (loss) from sales of assets, and Subtotal.

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Table with 2 columns: Line No. and 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. Includes the text 'NOT APPLICABLE'.

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

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

2a Is the 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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge. Signature of officer or trustee: Julie S Chmka, Date: 05/02/2012, Title: TRUST OFFICER, Preparer's identifying number, Firm's name (or yours if self-employed), address, and ZIP code, EIN, Phone no.

**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					881.	
6,500.00		333.162 ALLIANZ CCM CAP APPRECIATION INS PROPERTY TYPE: SECURITIES 6,134.00				P	01/22/2008	04/30/2008
							366.00	
2,500.00		128.205 ALLIANZ CCM CAP APPRECIATION INS PROPERTY TYPE: SECURITIES 2,360.00				P	01/22/2008	06/11/2008
							140.00	
1,000.00		31.969 FRONTEGRA COLUMBUS CORE PLUS FD PROPERTY TYPE: SECURITIES 1,016.00				P	04/30/2008	06/11/2008
							-16.00	
5,662.00		105. ISHARES RUSSELL 1000 GROWTH INDEX F PROPERTY TYPE: SECURITIES 6,344.00				P	11/28/2007	01/22/2008
							-682.00	
1,000.00		93.985 PIMCO FDS TOTAL RET FD INST CL CO PROPERTY TYPE: SECURITIES 1,039.00				P	01/22/2008	06/11/2008
							-39.00	
35,900.00		3856.069 PIONEER BOND FUND CLASS Y FD #0 PROPERTY TYPE: SECURITIES 35,874.00				P	05/11/2005	01/22/2008
							26.00	
2,000.00		221.484 PIONEER BOND FUND CLASS Y FD #07 PROPERTY TYPE: SECURITIES 2,050.00				P	05/24/2004	06/11/2008
							-50.00	
15,754.00		379.974 PIONEER FUND CLASS Y FD #0701 PROPERTY TYPE: SECURITIES 15,789.00				P	06/15/2005	01/22/2008
							-35.00	
5,102.00		225.464 PIONEER INTERNATIONAL EQ FUND CL PROPERTY TYPE: SECURITIES 6,597.00				P	06/15/2005	01/22/2008
							-1,495.00	
6,910.00		328.754 PIONEER MID CAP VALUE FUND CLASS PROPERTY TYPE: SECURITIES 6,712.00				P	06/15/2005	01/22/2008
							198.00	

**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)	
6,911.00		763.604 PIONEER RESEARCH FUND CLASS Y FD PROPERTY TYPE: SECURITIES 7,733.00				P	06/15/2005	01/22/2008 -822.00
2,980.00		306.218 PIONEER GOVERNMENT INCOME FD CL PROPERTY TYPE: SECURITIES 2,791.00				P	10/31/1994	01/22/2008 189.00
17,731.00		1442.728 PIONEER LARGE CAP GROWTH FUND C PROPERTY TYPE: SECURITIES 19,110.00				P	06/15/2005	01/22/2008 -1,379.00
5,784.00		586.029 PIONEER SHORT TERM INCOME FUND C PROPERTY TYPE: SECURITIES 5,864.00				P	05/11/2005	01/22/2008 -80.00
3,942.00		289.185 PIONEER VALUE FUND CLASS Y FD #0 PROPERTY TYPE: SECURITIES 5,000.00				P	02/16/2007	01/22/2008 -1,058.00
8,083.00		593.054 PIONEER VALUE FUND CLASS Y FD #0 PROPERTY TYPE: SECURITIES 10,987.00				P	06/15/2005	01/22/2008 -2,904.00
1,000.00		99.01 VANGUARD SHORT TERM PORTFOLIO FUND PROPERTY TYPE: SECURITIES 1,024.00				P	01/22/2008	06/11/2008 -24.00
7,000.00		414.938 VICTORY DIVERSIFIED STOCK FUND C PROPERTY TYPE: SECURITIES 6,573.00				P	01/22/2008	04/30/2008 427.00
2,500.00		148.28 VICTORY DIVERSIFIED STOCK FUND CL PROPERTY TYPE: SECURITIES 2,349.00				P	01/22/2008	06/11/2008 151.00

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN (LOSS)							----- -6,206. =====	

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER INTEREST	2,096.	2,096.
TOTAL	2,096.	2,096.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
US GOVERNMENT INT REPORTED AS NONQUALIFI	397.	397.
FOREIGN DIVIDENDS	243.	243.
DOMESTIC DIVIDENDS	427.	427.
NONQUALIFIED FOREIGN DIVIDENDS	7.	7.
NONQUALIFIED DOMESTIC DIVIDENDS	4,469.	4,469.
	-----	-----
TOTAL	5,543.	5,543.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	800.			
TOTALS	800.	NONE	NONE	800.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	114.	
FOREIGN TAXES ON QUALIFIED FOR	31.	31.
FOREIGN TAXES ON NONQUALIFIED	7.	7.
TOTALS	152.	38.

=====

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER:

JASON PETERSON

RELATIONSHIP TO INSIDER:

NONE

ORIGINAL AMOUNT: 31,847.

INTEREST RATE: 5.000000

DATE OF NOTE: 08/04/2000

MATURITY DATE: 03/15/2015

SECURITY PROVIDED:

NONE

PURPOSE OF LOAN:

EDUCATIONAL EXPENSES

DESCRIPTION OF CONSIDERATION:

CASH ADVANCED FOR EDUCATIONAL EXPENSES

BEGINNING BALANCE DUE	18,966.
ENDING BALANCE DUE	16,166.
ENDING FAIR MARKET VALUE	16,166.

BORROWER:

JASON M HENRY

RELATIONSHIP TO INSIDER:

NONE

ORIGINAL AMOUNT: 9,500.

INTEREST RATE: 5.000000

DATE OF NOTE: 03/02/2002

MATURITY DATE: 02/15/2012

SECURITY PROVIDED:

NONE

PURPOSE OF LOAN:

EDUCATIONAL EXPENSES

DESCRIPTION OF CONSIDERATION:

CASH ADVANCED FOR EDUCATIONAL EXPENSES

BEGINNING BALANCE DUE	4,830.
ENDING BALANCE DUE	3,751.
ENDING FAIR MARKET VALUE	3,751.

BORROWER:

TODD FOSTER RUTHLAND
RELATIONSHIP TO INSIDER:
NONE

ORIGINAL AMOUNT: 8,850.

INTEREST RATE: 5.000000

DATE OF NOTE: 12/31/1999

MATURITY DATE: 02/01/2013

SECURITY PROVIDED:

NONE

PURPOSE OF LOAN:

EDUCATIONAL EXPENSES

DESCRIPTION OF CONSIDERATION:

CASH ADVANCED FOR EDUCATIONAL EXPENSES

BEGINNING BALANCE DUE	6,386.
ENDING BALANCE DUE	6,291.
ENDING FAIR MARKET VALUE	6,291.

BORROWER:

JAMES HILTON WALL III
RELATIONSHIP TO INSIDER:
NONE

ORIGINAL AMOUNT: 26,263.

INTEREST RATE: 5.000000

DATE OF NOTE: 08/11/2006

MATURITY DATE: 06/15/2010

SECURITY PROVIDED:

NONE

PURPOSE OF LOAN:

EDUCATIONAL EXPENSES

DESCRIPTION OF CONSIDERATION:

CASH ADVANCED FOR EDUCATIONAL EXPENSES

BEGINNING BALANCE DUE	35,863.
ENDING BALANCE DUE	35,863.
ENDING FAIR MARKET VALUE	35,863.

BORROWER:

PHILIP D LADD

RELATIONSHIP TO INSIDER:

NONE

ORIGINAL AMOUNT: 5,000.

INTEREST RATE: 5.000000

DATE OF NOTE: 08/08/2002

MATURITY DATE: 09/01/2009

SECURITY PROVIDED:

NONE

PURPOSE OF LOAN:

EDUCATIONAL EXPENSES

DESCRIPTION OF CONSIDERATION:

CASH ADVANCED FOR EDUCATIONAL EXPENSES

BEGINNING BALANCE DUE	293.
ENDING BALANCE DUE	293.
ENDING FAIR MARKET VALUE	293.

BORROWER:

CLIFTON REESE DANIELS

RELATIONSHIP TO INSIDER:

NONE

ORIGINAL AMOUNT: 3,500.

INTEREST RATE: 5.000000

DATE OF NOTE: 08/04/2006

SECURITY PROVIDED:

NONE

PURPOSE OF LOAN:

EDUCATIONAL EXPENSES

DESCRIPTION OF CONSIDERATION:

CASH ADVANCED FOR EDUCATIONAL EXPENSES

BEGINNING BALANCE DUE	8,500.
ENDING BALANCE DUE	8,500.
ENDING FAIR MARKET VALUE	8,500.

BORROWER:

ZACHERY DAVID SUMMERS
 RELATIONSHIP TO INSIDER:
 NONE

ORIGINAL AMOUNT: 4,000.

INTEREST RATE: 5.000000

DATE OF NOTE: 08/02/2007

MATURITY DATE: 09/15/2008

SECURITY PROVIDED:

NONE

PURPOSE OF LOAN:

EDUCATIONAL EXPENSES

DESCRIPTION OF CONSIDERATION:

CASH ADVANCED FOR EDUCATIONAL EXPENSES

BEGINNING BALANCE DUE	4,000.
ENDING BALANCE DUE	11,000.
ENDING FAIR MARKET VALUE	11,000.

BORROWER:

JUSTIN HEWITT
 RELATIONSHIP TO INSIDER:
 NONE

ORIGINAL AMOUNT: 4,900.

INTEREST RATE: 5.000000

DATE OF NOTE: 08/02/2007

MATURITY DATE: 09/15/2008

SECURITY PROVIDED:

NONE

PURPOSE OF LOAN:

EDUCATIONAL EXPENSES

DESCRIPTION OF CONSIDERATION:

CASH ADVANCED FOR EDUCATIONAL EXPENSES

BEGINNING BALANCE DUE	4,900.
ENDING BALANCE DUE	9,900.
ENDING FAIR MARKET VALUE	9,900.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 83,738.
 =====

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 91,764.
 =====

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 91,764.
 =====

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PIONEER BOND FUND CLASS Y	C	65,700.	30,776.	27,329.
PIONEER FUND CLASS Y	C	15,788.		
PIONEER MID CAP VALUE FUND	C	6,712.		
PIONEER GOVERNMENT INCOME FD	C	2,791.		
PIONEER INTERNATIONAL EQUITY	C	6,597.		
PIONEER OAK RIDGE LARGE CAP	C	19,110.		
PIONEER SHORT TERM INCOME FUND	C	5,864.		
PIONEER VALUE FUND CLASS Y	C	15,987.		
PIONEER RESEARCH FUND	C	7,733.		
ISHARES RUSSELL 1000 GROWTH	C	6,344.		
ALLIANZ CCM CAP APPRECIATION	C		21,506.	14,228.
FEDERATED MID-CAP FUND	C		3,000.	2,045.
MFS RESH INTL FD CL I	C		7,000.	4,464.
MANAGERS AND ESSEX S/M GR FD	C		3,000.	1,845.
MUNDER M/C CORE GROWTH FUND CL	C		4,000.	2,581.
THORNBURG INTL VALUE FD CL I	C		8,000.	5,310.
VICTORY DIVERSIFIED STOCK FUND	C		35,579.	25,022.
FRONTEGRA FDS INC TOTAL RETURN	C		13,484.	11,108.
PIMCO TOTAL RETURN INSTL FD	C		17,462.	16,065.
VANGUARD SHORT TERM BOND FUND	C		20,976.	20,899.
TOTALS		152,626.	164,783.	130,896.

=====

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

DESCRIPTION

AMOUNT

ROUNDING ADJUSTMENT

2.

TOTAL

2.

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

MS

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

=====

OFFICER NAME:

REGIONS BANK

ADDRESS:

202 SOUTH 40TH AVENUE
HATTIESBURG, MS 39402

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 5,403.

TOTAL COMPENSATION: 5,403.
=====

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

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MONTH	LINE 1a-FMV SECURITIES	LINE 1b-FMV CASH BALANCES	LINE 1c-FMV OTHER ASSETS
-----	-----	-----	-----
JANUARY	267,458.		
DECEMBER	228,312.		
	-----	-----	-----
TOTAL	495,770.		
	=====	=====	=====
AVERAGE FMV	247,885.		
	=====	=====	=====

RECIPIENT NAME:

LEE GILL, ADMINISTRATOR

ADDRESS:

REGIONS BANK, 202 SOUTH 40TH AVENUE
HATTIESBURG,, MS 39402

RECIPIENT'S PHONE NUMBER: 601-261-4328

FORM, INFORMATION AND MATERIALS:

WRITTEN REQUEST INCLUDING A SHORT RESUME,
RESIDENCY INFORMATION, FINANCIAL REQUIREMENTS
AND CHARACTER REFERENCES

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

PER TERMS OF 1959 WILL, LOANS TO NEEDY BOYS
FROM LAWRENCE COUNTY, MISSISSIPPI TO ENABLE
THEM TO ATTEND COLLEGE

FEDERAL FOOTNOTES

=====

THIS RETURN IS AMENDED TO REPORT LOANS TO NEEDY INDIVIDUALS AS PROGRAM
RELATED INVESTMENTS IN PART IX-B AND TO REPORT PRINCIPAL PAYMENTS
RECEIVED AS RECOVERIES IN PART XI LINE 4.

FEDERAL CAPITAL GAIN DIVIDENDS

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

LONG-TERM 15% CAPITAL GAIN DIVIDENDS

881.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

881.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

881.00

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