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Form **990-PF**

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

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 05/01, 2008, and ending 04/30, 2009

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 WILLIAMS CHARITABLE TRUST 3411000248**

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

Room/suite:

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

**A Employer identification number**  
59-7237756

**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) ▶ \$ 686,944.**

**J Accounting method:**  Cash  Accrual  
 Other (specify) \_\_\_\_\_

**E** 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

**F** If private foundation status was terminated under section 507(b)(1)(A), check here   
If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).) |   | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|---|------------------------------------|---------------------------|-------------------------|---|
| Revenue  | 1 Contributions, gifts, grants, etc., received (attach schedule)                                |                                    |                           |                         |   |
|  | 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B. |                                    |                           |                         |   |
|  | 3 Interest on savings and temporary cash investments  | 497.                               | 497.                      |                         | STMT 1  |
|  | 4 Dividends and interest from securities  | 25,413.                            | 26,588.                   |                         |   |
|  | 5a Gross rents  |                                    |                           |                         |   |
|  | b Net rental income or (loss)   |                                    |                           |                         |   |
|  | 6a Net gain or (loss) from sale of assets not on line 10  | -70,010.                           |                           |                         |   |
|  | b Gross sales price for all assets on line 6a   | 232,224.                           |                           |                         |   |
|  | 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   | -44,100.  | 27,085.                            |                           |                         |   |
| Operating and Administrative Expenses  | 13 Compensation of officers, directors, trustees, etc.  | 7,262.                             | 5,810.                    |                         | 1,452.  |
|  | 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)                                    | 132.                               | 132.                      |                         |   |
|  | 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                         | 8,194.                             | 5,942.                    | NONE                    | 2,252.  |
|  | 25 Contributions, gifts, grants paid  | 18,762.                            |                           |                         | 18,762.   |
| 26 Total expenses and disbursements. Add lines 24 and 25   | 26,956.   | 5,942.                             | NONE                      | 21,014.                 |   |
| 27 Subtract line 26 from line 12:  |   |                                    |                           |                         |   |
| a Excess of revenue over expenses and disbursements  | -71,056.  |                                    |                           |                         |   |
| b Net investment income (if negative, enter -0-)   |   | 21,143.                            |                           |                         |   |
| 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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ENVELOPE  
POSTMARK DATE MAR 15 2010

SCANNED MAR 29 2010

| 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<br>(a) Book Value  | End of year<br>(b) Book Value (c) Fair Market Value |          |          |
| Assets                      | 1   | Cash - non-interest-bearing  |   |          |          |
|                             | 2   | Savings and temporary cash investments   | 32,957.   | 28,421.  | 28,421.  |
|                             | 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)  | 339,335.  | 387,656. | 362,037. |
|                             | b   | Investments - corporate stock (attach schedule)  | 574,844.  | 460,003. | 296,486. |
|                             | 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)   |  |   |          |          |
| 14                          | Land, buildings, and equipment: basis   |  |   |          |          |
|                             | Less: accumulated depreciation (attach schedule)  |  |   |          |          |
| 15                          | Other assets (describe)   |  |   |          |          |
| 16                          | <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item l)                        | 947,136.   | 876,080.  | 686,944. |          |
| 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                          | <b>Total liabilities</b> (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   | 947,136.  | 876,080. |          |
|                             | 28  | Paid-in or capital surplus, or land, bldg., and equipment fund   |   |          |          |
|                             | 29  | Retained earnings, accumulated income, endowment, or other funds   |   |          |          |
| 30                          | <b>Total net assets or fund balances</b> (see page 17 of the instructions)  | 947,136.   | 876,080.  |          |          |
| 31                          | <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)                                     | 947,136.   | 876,080.  |          |          |

**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 | 947,136. |
| 2 | Enter amount from Part I, line 27a   | 2 | -71,056. |
| 3 | Other increases not included in line 2 (itemize)   | 3 |          |
| 4 | Add lines 1, 2, and 3  | 4 | 876,080. |
| 5 | Decreases not included in line 2 (itemize)   | 5 |          |
| 6 | <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30   | 6 | 876,080. |

**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<br>P-Purchase<br>D-Donation  | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--|--|---|---|--------------------------------------|----------------------------------|
| 1a SEE PART IV DETAIL  |  |   |   |                                      |                                  |
| b  |  |   |   |                                      |                                  |
| c  |  |   |   |                                      |                                  |
| d  |  |   |   |                                      |                                  |
| e  |  |   |   |                                      |                                  |
| (e) Gross sales price  | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(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) F.M.V. as of 12/31/69  | (j) Adjusted basis<br>as of 12/31/69       | (k) Excess of col. (i)<br>over col (j), if any  |   |                                      |                                  |
| a  |  |   |   |                                      |                                  |
| b  |  |   |   |                                      |                                  |
| c  |  |   |   |                                      |                                  |
| d  |  |   |   |                                      |                                  |
| e  |  |   |   |                                      |                                  |
| 2 Capital gain net income or (net capital loss) . . . . .  |  |   | 2   | -70,010.                             |                                  |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions).<br>If (loss), enter -0- in Part I, line 8. . . . . |  |   |   |                                      |                                  |

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

N/A

(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)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col (c)) |
|--|--|--|--|
| 2007   |  |  |  |
| 2006   |  |  |  |
| 2005   |  |  |  |
| 2004   |  |  |  |
| 2003   |  |  |  |

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 2008 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)**

|    |   |    |      |
|----|---|----|------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. . . . .<br>Date of ruling letter: _____ (attach copy of ruling letter if necessary - see instructions) . . . . . |    |      |
| b  | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .   | 1  | 423. |
| c  | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b) . . . . .   |    |      |
| 2  | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .  | 2  |      |
| 3  | Add lines 1 and 2 . . . . .   | 3  | 423. |
| 4  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .   | 4  | NONE |
| 5  | <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .  | 5  | 423. |
| 6  | <b>Credits/Payments:</b>  |    |      |
| a  | 2008 estimated tax payments and 2007 overpayment credited to 2008 . . . . .   | 6a |      |
| b  | Exempt foreign organizations-tax withheld at source . . . . .   | 6b | NONE |
| c  | Tax paid with application for extension of time to file (Form 8868) . . . . .   | 6c | 827. |
| d  | Backup withholding erroneously withheld . . . . .   | 6d |      |
| 7  | Total credits and payments. Add lines 6a through 6d . . . . .   | 7  | 827. |
| 8  | Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .  | 8  |      |
| 9  | <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .   | 9  |      |
| 10 | <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .   | 10 | 404. |
| 11 | Enter the amount of line 10 to be: <b>Credited to 2009 estimated tax</b> ▶ 404. <b>Refunded</b> ▶   | 11 |      |

**Part VII-A Statements Regarding Activities**

|    | Yes | No |
|----|-----|----|
| 1a |     | X  |
| b  |     | X  |
| c  |     | X  |
| d  |     |    |
| e  |     |    |
| 2  |     | X  |
| 3  |     | X  |
| 4a |     | X  |
| 4b |     |    |
| 5  |     | X  |
| 6  | X   |    |
| 7  | X   |    |
| 8a |     |    |
| 8b | X   |    |
| 9  |     | X  |
| 10 |     | X  |

**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 <input type="checkbox"/> N/A  |   |  |  |   |
| 14 The books are in care of <input type="checkbox"/> REGIONS BANK Telephone no. <input type="checkbox"/> (251) 690-1024   |   |  |  |   |
| Located at <input type="checkbox"/> P.O. BOX 2668, MOBILE, AL ZIP + 4 <input type="checkbox"/> 36652-2886   |   |  |  |   |
| 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 <input type="checkbox"/> 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<br>If "Yes," list the years <input type="checkbox"/>  |     |    |
| 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.<br><input type="checkbox"/>  |     |    |
| 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

**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 7      |   | 7,262.                                    | -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  |        |
|   |        |
| <b>Total. Add lines 1 through 3 . . . . .</b>   |        |

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

|          |  |           |          |
|----------|--|-----------|----------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:              |           |          |
| <b>a</b> | Average monthly fair market value of securities  | <b>1a</b> | 760,238. |
| <b>b</b> | Average of monthly cash balances   | <b>1b</b> | NONE     |
| <b>c</b> | Fair market value of all other assets (see page 24 of the instructions)  | <b>1c</b> | NONE     |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)  | <b>1d</b> | 760,238. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)                | <b>1e</b> |          |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets   | <b>2</b>  | NONE     |
| <b>3</b> | Subtract line 2 from line 1d   | <b>3</b>  | 760,238. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions) | <b>4</b>  | 11,404.  |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4              | <b>5</b>  | 748,834. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5   | <b>6</b>  | 37,442.  |

**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.)

|           |   |           |         |
|-----------|---|-----------|---------|
| <b>1</b>  | Minimum investment return from Part X, line 6   | <b>1</b>  | 37,442. |
| <b>2a</b> | Tax on investment income for 2008 from Part VI, line 5  | <b>2a</b> | 423.    |
| <b>b</b>  | Income tax for 2008. (This does not include the tax from Part VI.)  | <b>2b</b> |         |
| <b>c</b>  | Add lines 2a and 2b   | <b>2c</b> | 423.    |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 37,019. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions   | <b>4</b>  | NONE    |
| <b>5</b>  | Add lines 3 and 4   | <b>5</b>  | 37,019. |
| <b>6</b>  | Deduction from distributable amount (see page 25 of the instructions)                                     | <b>6</b>  | NONE    |
| <b>7</b>  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 37,019. |

**Part XII Qualifying Distributions** (see page 25 of the instructions)

|          |   |           |         |
|----------|---|-----------|---------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:  |           |         |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26   | <b>1a</b> | 21,014. |
| <b>b</b> | Program-related investments - total from Part IX-B  | <b>1b</b> |         |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes   | <b>2</b>  | NONE    |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:  |           |         |
| <b>a</b> | Suitability test (prior IRS approval required)  | <b>3a</b> | NONE    |
| <b>b</b> | Cash distribution test (attach the required schedule)   | <b>3b</b> | NONE    |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4   | <b>4</b>  | 21,014. |
| <b>5</b> | 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) | <b>5</b>  |         |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4   | <b>6</b>  | 21,014. |

**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)<br>Corpus | (b)<br>Years prior to 2007 | (c)<br>2007 | (d)<br>2008 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2008 from Part XI, line 7 . . . . .   |               |                            |             | 37,019.     |
| 2 Undistributed income, if any, as of the end of 2007  |               |                            |             |             |
| a Enter amount for 2007 only . . . . .   |               |                            | NONE        |             |
| 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: ► \$ <u>21,014.</u>   |               |                            |             |             |
| 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 . . . . .   |               |                            |             | 21,014.     |
| e Remaining amount distributed out of corpus . . . . .   | NONE          |                            |             |             |
| 5 Excess distributions carryover applied to 2008 . . . . .<br>(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 . . . . .  |               |                            |             | 16,005.     |
| 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)

Table with 5 main columns: Tax year (a) 2008, (b) 2007, (c) 2006, (d) 2005, and (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions from Part XII), 2d (Amounts included in line 2c), 2e (Qualifying distributions made directly), 3 (Alternative tests: Assets, Endowment, Support), and 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 [X] 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  | 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         |
|--|---|--------------------------------|----------------------------------|----------------|
| Name and address (home or business)                                |   |                                |                                  |                |
| <p><b>a</b> <i>Paid during the year</i></p> <p>SEE STATEMENT 8</p> |   |                                |                                  |                |
| <p><b>Total</b> . . . . .</p>                                      |   |                                | <b>▶ 3a</b>                      | <b>18,762.</b> |
| <p><b>b</b> <i>Approved for future payment</i></p>                 |   |                                |                                  |                |
| <p><b>Total</b> . . . . .</p>                                      |   |                                | <b>▶ 3b</b>                      |                |



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

b If "Yes," complete the following schedule.

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 section containing: Signature of officer or trustee (Julie S Chmka), Date (03/15/2010), Title (TRUST OFFICER), Preparer's signature, Firm's name (REGIONS BANK, TRUSTEE), EIN, and Phone no.

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

| Kind of Property                             |                                       | Description                            |                          |                                 |                                    | P<br>or<br>D   | Date<br>acquired     | Date sold                |
|--|---------------------------------------|--|--------------------------|---------------------------------|------------------------------------|--|----------------------|--------------------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis              | FMV<br>as of<br>12/31/69 | Adj. basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |  | Gain<br>or<br>(loss) |                          |
|  |                                       | TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS |                          |                                 |                                    |  | 4,520.               |                          |
| 883.00                                       |                                       | 145.904                                |                          |                                 |                                    | AMERICAN CENTURY LARGE CO VALUE-<br>PROPERTY TYPE: SECURITIES<br>1,087.00  | P 08/14/2007         | 06/26/2008<br>-204.00    |
| 2,518.00                                     |                                       | 611.121                                |                          |                                 |                                    | AMERICAN CENTURY LARGE CO VALUE-<br>PROPERTY TYPE: SECURITIES<br>4,553.00  | P 08/14/2007         | 12/29/2008<br>-2,035.00  |
| 5,155.00                                     |                                       | 1353.052                               |                          |                                 |                                    | AMERICAN CENTURY LARGE CO VALUE<br>PROPERTY TYPE: SECURITIES<br>10,080.00  | P 08/14/2007         | 04/20/2009<br>-4,925.00  |
| 787.00                                       |                                       | 35.92                                  |                          |                                 |                                    | FEDERATED KAUFMAN SMALL CAP FUND A<br>PROPERTY TYPE: SECURITIES<br>927.00  | P 11/14/2007         | 08/12/2008<br>-140.00    |
| 16,329.00                                    |                                       | 840.387                                |                          |                                 |                                    | FEDERATED KAUFMAN SMALL CAP FUND<br>PROPERTY TYPE: SECURITIES<br>21,158.00 | P 03/25/2008         | 09/26/2008<br>-4,829.00  |
| 5,519.00                                     |                                       | 284.03                                 |                          |                                 |                                    | FEDERATED KAUFMAN SMALL CAP FUND<br>PROPERTY TYPE: SECURITIES<br>6,070.00  | P 06/26/2008         | 09/26/2008<br>-551.00    |
| 27,628.00                                    |                                       | 1389.756                               |                          |                                 |                                    | FIDELITY ADVISOR DIVERSIFIED IN<br>PROPERTY TYPE: SECURITIES<br>33,285.00  | P 08/14/2007         | 06/26/2008<br>-5,657.00  |
| 1,986.00                                     |                                       | 165.91                                 |                          |                                 |                                    | FIDELITY ADVISOR DIVERSIFIED INTL<br>PROPERTY TYPE: SECURITIES<br>3,288.00 | P 02/13/2008         | 12/29/2008<br>-1,302.00  |
| 12,602.00                                    |                                       | 1052.765                               |                          |                                 |                                    | FIDELITY ADVISOR DIVERSIFIED IN<br>PROPERTY TYPE: SECURITIES<br>24,529.00  | P 12/27/2007         | 12/29/2008<br>-11,927.00 |
| 2,203.00                                     |                                       | 184.045                                |                          |                                 |                                    | FIDELITY ADVISOR DIVERSIFIED INT<br>PROPERTY TYPE: SECURITIES<br>3,277.00  | P 09/26/2008         | 12/29/2008<br>-1,074.00  |

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property                             |                                       | Description               |                          |                                 |                                    | P<br>or<br>D | Date<br>acquired     | Date sold  |
|--|---------------------------------------|---------------------------|--------------------------|---------------------------------|------------------------------------|--------------|----------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis | FMV<br>as of<br>12/31/69 | Adj. basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |            |
| 13.00  |                                       | 22.00                     |                          |                                 |                                    | P            | 06/26/2008           | 12/29/2008 |
|  |                                       |                           |                          |                                 |                                    |              |                      |            |
| 1,115.00                                     |                                       | 1,102.00                  |                          |                                 |                                    | P            | 08/14/2007           | 08/12/2008 |
|  |                                       |                           |                          |                                 |                                    |              |                      |            |
| 7,308.00                                     |                                       | 7,669.00                  |                          |                                 |                                    | P            | 12/20/2005           | 09/26/2008 |
|  |                                       |                           |                          |                                 |                                    |              |                      |            |
| 1,045.00                                     |                                       | 1,501.00                  |                          |                                 |                                    | P            | 12/20/2006           | 08/12/2008 |
|  |                                       |                           |                          |                                 |                                    |              |                      |            |
| 2,192.00                                     |                                       | 5,040.00                  |                          |                                 |                                    | P            | 12/20/2006           | 04/20/2009 |
|  |                                       |                           |                          |                                 |                                    |              |                      |            |
| 463.00                                       |                                       | 660.00                    |                          |                                 |                                    | P            | 09/26/2008           | 12/29/2008 |
|  |                                       |                           |                          |                                 |                                    |              |                      |            |
| 1,909.00                                     |                                       | 2,738.00                  |                          |                                 |                                    | P            | 09/26/2008           | 04/20/2009 |
|  |                                       |                           |                          |                                 |                                    |              |                      |            |
| 7,824.00                                     |                                       | 8,411.00                  |                          |                                 |                                    | P            | 11/30/2005           | 06/26/2008 |
|  |                                       |                           |                          |                                 |                                    |              |                      |            |
| 6,228.00                                     |                                       | 6,989.00                  |                          |                                 |                                    | P            | 02/23/2006           | 08/12/2008 |
|  |                                       |                           |                          |                                 |                                    |              |                      |            |
| 2,303.00                                     |                                       | 3,868.00                  |                          |                                 |                                    | P            | 02/23/2006           | 12/29/2008 |
|  |                                       |                           |                          |                                 |                                    |              |                      |            |
| 12,782.00                                    |                                       | 20,373.00                 |                          |                                 |                                    | P            | 03/22/2006           | 04/20/2009 |
|  |                                       |                           |                          |                                 |                                    |              |                      |            |

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

| Kind of Property                             |                                       | Description  |                          |                                 |                                    | P<br>or<br>D | Date<br>acquired     | Date sold               |
|--|---------------------------------------|--|--------------------------|---------------------------------|------------------------------------|--------------|----------------------|-------------------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis  | FMV<br>as of<br>12/31/69 | Adj. basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |                         |
| 687.00                                       |                                       | 55.026 PIONEER VALUE FUND CLASS Y FD #07<br>PROPERTY TYPE: SECURITIES<br>1,008.00  |                          |                                 |                                    | P            | 03/22/2006           | 06/26/2008<br>-321.00   |
| 2,136.00                                     |                                       | 251.24 PIONEER VALUE FUND CLASS Y FD #07<br>PROPERTY TYPE: SECURITIES<br>4,591.00  |                          |                                 |                                    | P            | 08/03/2006           | 12/29/2008<br>-2,455.00 |
| 7,101.00                                     |                                       | 869.207 PIONEER VALUE FUND CLASS Y FD #0<br>PROPERTY TYPE: SECURITIES<br>15,532.00 |                          |                                 |                                    | P            | 12/20/2006           | 04/20/2009<br>-8,431.00 |
| 65.00  |                                       | 6.768 RMK MID CAP GROWTH FUND<br>PROPERTY TYPE: SECURITIES<br>117.00               |                          |                                 |                                    | P            | 08/14/2007           | 12/29/2008<br>-52.00    |
| 3,631.00                                     |                                       | 345.191 RMK MID CAP GROWTH FUND<br>PROPERTY TYPE: SECURITIES<br>5,972.00           |                          |                                 |                                    | P            | 08/14/2007           | 04/20/2009<br>-2,341.00 |
| 11,677.00                                    |                                       | 611.038 RMK GROWTH FD CL I<br>PROPERTY TYPE: SECURITIES<br>11,634.00               |                          |                                 |                                    | P            | 08/14/2007           | 06/26/2008<br>43.00     |
| 2,470.00                                     |                                       | 135.643 RMK GROWTH FD CL I<br>PROPERTY TYPE: SECURITIES<br>2,583.00                |                          |                                 |                                    | P            | 08/14/2007           | 08/12/2008<br>-113.00   |
| 5,473.00                                     |                                       | 423.897 RMK GROWTH FD CL I<br>PROPERTY TYPE: SECURITIES<br>8,071.00                |                          |                                 |                                    | P            | 08/14/2007           | 12/29/2008<br>-2,598.00 |
| 10,339.00                                    |                                       | 798.372 RMK GROWTH FD CL I<br>PROPERTY TYPE: SECURITIES<br>15,201.00               |                          |                                 |                                    | P            | 08/14/2007           | 04/20/2009<br>-4,862.00 |
| 4,468.00                                     |                                       | 242.011 RMK VALUE FD CL I<br>PROPERTY TYPE: SECURITIES<br>4,429.00                 |                          |                                 |                                    | P            | 08/14/2007           | 06/26/2008<br>39.00     |
| 1,100.00                                     |                                       | 93.9 RMK VALUE FD CL I<br>PROPERTY TYPE: SECURITIES<br>1,718.00                    |                          |                                 |                                    | P            | 08/14/2007           | 12/29/2008<br>-618.00   |

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

| Kind of Property                             |                                       | Description  |                          |                                 |                                    | P<br>or<br>D | Date<br>acquired     | Date sold  |  |
|--|---------------------------------------|--|--------------------------|---------------------------------|------------------------------------|--------------|----------------------|------------|--|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis  | FMV<br>as of<br>12/31/69 | Adj. basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |            |  |
| 2,813.00                                     |                                       | 257.35 RMK VALUE FD CL I<br>PROPERTY TYPE: SECURITIES<br>4,710.00              |                          |                                 |                                    | P            | 08/14/2007           | 04/20/2009 |  |
|  |                                       |  |                          |                                 |                                    |              | -1,897.00            |            |  |
| 541.00                                       |                                       | 56.93 RMK MID CAP VALUE FUND<br>PROPERTY TYPE: SECURITIES<br>623.00            |                          |                                 |                                    | P            | 08/14/2007           | 08/12/2008 |  |
|  |                                       |  |                          |                                 |                                    |              | -82.00               |            |  |
| 912.00                                       |                                       | 141.434 RMK MID CAP VALUE FUND<br>PROPERTY TYPE: SECURITIES<br>1,547.00        |                          |                                 |                                    | P            | 08/14/2007           | 12/29/2008 |  |
|  |                                       |  |                          |                                 |                                    |              | -635.00              |            |  |
| 1,964.00                                     |                                       | 307.82 RMK MID CAP VALUE FUND<br>PROPERTY TYPE: SECURITIES<br>3,368.00         |                          |                                 |                                    | P            | 08/14/2007           | 04/20/2009 |  |
|  |                                       |  |                          |                                 |                                    |              | -1,404.00            |            |  |
| 683.00                                       |                                       | 74.633 RMK FIXED INCOME FUND<br>PROPERTY TYPE: SECURITIES<br>711.00            |                          |                                 |                                    | P            | 03/25/2008           | 08/12/2008 |  |
|  |                                       |  |                          |                                 |                                    |              | -28.00               |            |  |
| 1,800.00                                     |                                       | 204.073 RMK FIXED INCOME FUND<br>PROPERTY TYPE: SECURITIES<br>1,945.00         |                          |                                 |                                    | P            | 03/25/2008           | 09/26/2008 |  |
|  |                                       |  |                          |                                 |                                    |              | -145.00              |            |  |
| 51,052.00                                    |                                       | 5039.694 VANGUARD S/T BOND INDEX-SIG<br>PROPERTY TYPE: SECURITIES<br>51,847.00 |                          |                                 |                                    | P            | 06/26/2008           | 08/12/2008 |  |
|  |                                       |  |                          |                                 |                                    |              | -795.00              |            |  |
| TOTAL GAIN(LOSS) .....                       |                                       |  |                          |                                 |                                    |              | -----                | -70,010.   |  |
|  |                                       |  |                          |                                 |                                    |              | =====                |            |  |

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

=====

| DESCRIPTION    | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|----------------|---|-----------------------------|
| OTHER INTEREST | 497.                                    | 497.                        |
| TOTAL          | 497.                                    | 497.                        |

=====

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.                           |                       |                     | 800.                |
| TOTALS                         | 800.                           | NONE                  | NONE                | 800.                |

TAX PREPARATION FEE (NON-ALLOC

800.

800.

TOTALS

800.

NONE

NONE

800.

FORM 990PF, PART I - TAXES

=====

| DESCRIPTION                    | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|--------------------------------|---|-----------------------------|
| FOREIGN TAXES ON QUALIFIED FOR | 45.                                     | 45.                         |
| FOREIGN TAXES ON NONQUALIFIED  | 87.                                     | 87.                         |
| TOTALS                         | 132.                                    | 132.                        |

=====

THOMAS WILLIAMS CHARITABLE TRUST 3411000248

59-7237756

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

=====

| DESCRIPTION                    | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|--------------------------------|----------------------|---------------|
| PIMCO FOREIGN BOND U S DL HDGD | 39,141.              | 36,394.       |
| PIONEER BOND FD CL Y           | 233,111.             | 218,063.      |
| RMK FIXED INCOME FD            | 115,404.             | 107,580.      |
| VANGUARD S/T BOND INDEX FD     |                      |               |
| TOTALS                         | 387,656.             | 362,037.      |

TOTALS

FORM 990PF, PART II - CORPORATE STOCK

=====

| DESCRIPTION                    | ENDING BOOK VALUE | ENDING FMV |
|--------------------------------|-------------------|------------|
| -----                          | -----             | ----       |
| AMERICAN CENTURY LG CO VL-IS   | 74,156.           | 40,982.    |
| PIONEER SMALL CAP VL FD CL Y   | 27,025.           | 14,920.    |
| PIONEER SMALL CAP GRTH FD CL A | 20,210.           | 15,080.    |
| PIONEER LARGE CAP GRTH FD CL Y |                   |            |
| PIONEER VALUE FD CL Y          | 77,074.           | 40,652.    |
| RMK MID CAP GRTH FD            | 22,800.           | 14,750.    |
| RMK GROWTH FD CL I             | 62,029.           | 44,582.    |
| RMK VALUE FD CL I              | 32,745.           | 20,169.    |
| RMK MID CAP VL FD              | 22,968.           | 15,147.    |
| FEDERATED KAUFMAN SM CP FD A   |                   |            |
| PIONEER RESEARCH FD CL Y FD    | 314.              | 206.       |
| PIONEER LG CAP GRTH FD CL Y    | 65,537.           | 44,455.    |
| FIDELITY ADVISORS DIVERSIFIED  |                   |            |
| AMERICAN EUROPACIFIC GRTH-F2   | 21,725.           | 22,629.    |
| MFS RESH INTL FS CL I          | 33,420.           | 22,914.    |
|                                | -----             | -----      |
| TOTALS                         | 460,003.          | 296,486.   |
|                                | =====             | =====      |

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

FL

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

=====

OFFICER NAME:

REGIONS BANK

ADDRESS:

P.O. BOX 2918

CLEARWATER, FL 33757-2918

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION ..... 7,262.

TOTAL COMPENSATION: 7,262.  
=====

=====

RECIPIENT NAME:

MUHLENBERG COLLEGE

ATTN: KENT DYER

ADDRESS:

2400 CHEW STREET

ALLENTOWN, PA 18104-5586

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIPS

FOUNDATION STATUS OF RECIPIENT:

*Public*

AMOUNT OF GRANT PAID ..... 18,762.

TOTAL GRANTS PAID:

18,762.

=====

## Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete **only Part I** and check this box
  - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete **only Part II** (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

**Electronic Filing (e-file).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

|   |  |                                |
|---|--|--------------------------------|
| <b>Type or print</b><br><br><small>File by the due date for filing your return See instructions</small> | Name of Exempt Organization <b>THOMAS WILLIAMS CHARITABLE TRUST</b>  | Employer identification number |
|   | 3411000248   | 59-7237756                     |
|   | Number, street, and room or suite no. If a P O box, see instructions |                                |
|   | P O BOX 2886   |                                |
| City, town or post office, state, and ZIP code For a foreign address, see instructions.                 |  |                                |
| MOBILE, AL 36652-2886   |  |                                |

**Check type of return to be filed** (file a separate application for each return):

- |   |  |                                    |
|---|--|------------------------------------|
| <input type="checkbox"/> Form 990               | <input type="checkbox"/> Form 990-T (corporation)                | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL            | <input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ            | <input type="checkbox"/> Form 990-T (trust other than above)     | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A                             | <input type="checkbox"/> Form 8870 |

• The books are in the care of ▶ REGIONS BANK

Telephone No. ▶ (727) 592-6907 FAX No. ▶ 251-690-1330

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ . If this is for the whole group, check this box  . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 12/15, 2009 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶  calendar year \_\_\_\_\_ or
- ▶  tax year beginning 05/01, 2008 , and ending 04/30, 2009 .

2 If this tax year is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

|  |           |          |
|--|-----------|----------|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.  | <b>3a</b> | \$ 394 . |
| b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.   | <b>3b</b> | \$       |
| c <b>Balance Due.</b> Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions. | <b>3c</b> | \$ 827 . |

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

**For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**

Form **8868** (Rev 4-2009)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box  **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).**

|   |   |  |            |
|---|---|--|------------|
| Type or print<br>File by the extended due date for filing the return See instructions | Name of Exempt Organization THOMAS WILLIAMS CHARITABLE TRUST  | Employer identification number<br>3411000248 | 59-7237756 |
|   | Number, street, and room or suite no. If a P.O. box, see instructions.<br>P O BOX 2886                          | For IRS use only                             |            |
|   | City, town or post office, state, and ZIP code For a foreign address, see instructions<br>MOBILE, AL 36652-2886 |  |            |

**Check type of return to be filed (File a separate application for each return):**

|                                      |   |                                      |                                    |
|--------------------------------------|---|--------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990    | <input checked="" type="checkbox"/> Form 990-PF                   | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 4720   | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 5227   |                                    |

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of **REGIONS BANK**  
Telephone No. **(251) 690-1024** FAX No. **251-690-1330**
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . . . . . If this is for the whole group, check this box  . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 03/15/2010

5 For calendar year \_\_\_\_\_, or other tax year beginning 05/01/2008, and ending 04/30/2009

6 If this tax year is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS REQUESTED IN ORDER TO GATHER THE NECESSARY INFORMATION TO PREPARE A COMPLETE AND ACCURATE TAX RETURN.

|   |       |      |
|---|-------|------|
| 8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.   | 8a \$ | 423. |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. | 8b \$ | 827. |
| c <b>Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.       | 8c \$ | 827. |

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature Julie S Ehrnka Title \_\_\_\_\_ Date \_\_\_\_\_