Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning SEP 1, 2008 **, and ending** AUG 31, 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
NAN H. ALTMAYER CHARITABLE TRUST
REGIONS BANK, TRUSTEE

Number and street (or P O box number if mail is not delivered to street address) — Room/suite
POST OFFICE BOX 1628

City or town, state, and ZIP code
MOBILE, AL 36633-1628

A Employer identification number
63-6229763

B Telephone number
(251) 438-8260

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: [X] 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)* ▶$ 380,685.

J Accounting method: [X] 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).)

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	7,889.	7,889.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<65,265.>			STATEMENT 1
	b Gross sales price for all assets on line 6a 161,866.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	<57,376.>	7,889.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	2,412.	2,412.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	1,435.	0.		1,435.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	137.	137.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	3,984.	2,549.		1,435.
	25 Contributions, gifts, grants paid	2,500.			2,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	6,484.	2,549.		3,935.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<63,860.>			
	b **Net investment income** (if negative, enter -0-)		5,340.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

Form **990-PF** (2008)

14041027 756342 WJ086041 2008.04040 NAN H. ALTMAYER CHARITABLE WJ086091

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	31,951.	28,020.	28,020.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 5	452,105.	391,944.	352,665.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	484,056.	419,964.	380,685.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	484,056.	419,964.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	484,056.	419,964.	
	31 Total liabilities and net assets/fund balances	484,056.	419,964.	

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	484,056.
2	Enter amount from Part I, line 27a	2	<63,860.>
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3	4.
4	Add lines 1, 2, and 3	4	420,200.
5	Decreases not included in line 2 (itemize) ▶ TIMING DIFFERENCE-MM FUND	5	236.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	419,964.

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 SCHEDULE ATTACHED	P	VARIOUS	/ /09
b	CAPITAL GAINS DIVIDENDS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	161,464.		227,131.	<65,667.>
b	402.			402.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				<65,667.>
b				402.
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** <65,265.>

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 **3** N/A

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	650.	471,323.	.001379
2006	450.	380,519.	.001183
2005	60,519.	249,369.	.242689
2004	875.	86,958.	.010062
2003	2,125.	11,761.	.180682

2	Total of line 1, column (d)	2	.435995
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	.087199
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	338,045.
5	Multiply line 4 by line 3	5	29,477.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	53.
7	Add lines 5 and 6	7	29,530.
8	Enter qualifying distributions from Part XII, line 4	8	3,935.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling letter: ____ (attach copy of ruling letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	107.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	107.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	107.
6	Credits/Payments:			
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a 150.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	150.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	43.
11	Enter the amount of line 10 to be: **Credited to 2009 estimated tax** ▶ 43. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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?	13	X	

Website address ▶ NONE

14 The books are in care of ▶ KENNETH E. NIEMEYER, TRUST OFFICER Telephone no. ▶ (251) 438-8260
Located at ▶ 11 NORTH WATER STREET, 28TH 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 ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? ☐ 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 instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If you answered "Yes" to 6b, also file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
REGIONS BANK P.O. BOX 1628 MOBILE, AL 36633	TRUSTEE 0.10	2,412.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Part X **Minimum Investment Return** (All domestic foundations must complete this part Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	305,960.
b	Average of monthly cash balances		1b	37,233.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	343,193.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	343,193.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	5,148.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	338,045.
6	**Minimum investment return** Enter 5% of line 5		6	16,902.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6		1	16,902.
2a	Tax on investment income for 2008 from Part VI, line 5	2a 107.		
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	107.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	16,795.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	16,795.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	16,795.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,935.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,935.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	3,935.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				16,795.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005 4,413.				
d From 2006				
e From 2007				
f **Total** of lines 3a through e	4,413.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ $ 3,935.				
a Applied to 2007, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				3,935.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)	4,413.			4,413.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				8,447.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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			
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

KENNETH E. NIEMEYER, TRUST OFFICER, 251-438-8260
REGIONS BANK TRUST DEPT, PO BOX 1628, MOBILE, AL 36633-1628

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

N/A

c Any submission deadlines:

N/A

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

NONE

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				
BEVERLY M. BURTON SCHOLARSHIP TRUST, 153 W. I-65 SERVICE ROAD NORTH, MOBILE,		PUBLIC CHARITY	SCHOLARSHIPS	2,500.
Total			▶ 3a	2,500.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513 or 514 (c) Exclusion code	Excluded by section 512, 513 or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	7,889.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	<65,265.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		<57,376.>	0.

13 **Total** Add line 12, columns (b), (d), and (e) 13 <57,376.>

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

REGIONS BANK AS TRUSTEE

Signature of officer or trustee KENNETH E. NIEMEYER Date 12/18/09 Title VICE PRESIDENT

Paid Preparer's Use Only

Preparer's signature Date 12/11/09 Check if self-employed ☐ Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code: SMITH DUKES & BUCKALEW LLP, 3800 AIRPORT BLVD, MOBILE, AL 36608-1667

EIN

Phone no. (251)343-1200

TRUST YEAR ENDING 08/31/2009

TAX PREPARER. 6000
TRUST ADMINISTRATOR 258
INVESTMENT OFFICER 91

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

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PROPERTY DESCRIPTION        SHARES       DATE          SALES PRICE      COST BASIS        GAIN/LOSS    TERM
--------------------        ------       ----          -----------      ----------        ---------    ----

     20 0000  ABBOTT LABORATORIES - 002824100 - MINOR = 31001
          SOLD                           10/07/2008        1127 39
          ACQ             20 0000        08/22/2007        1127.39           1042 33            85 06    LT15
   130 0000  AETNA U S HEALTHCARE INC COM - 00817Y108 - MINOR = 50
          SOLD                           07/02/2009        3180 11
          ACQ            120 0000        01/16/2008        2935.49           7026 88          -4091 39    LT15
                          10 0000        04/10/2008         244 62            422 96           -178 34    LT15
     35 0000  ALLERGAN INC - 018490102 - MINOR = 50
          SOLD                           04/23/2009        1634 57
          ACQ             35 0000        08/22/2007        1634 57           2139 49           -504 92    LT15
     25 0000  BEST BUY CO INC - 086516101 - MINOR = 50
          SOLD                           04/23/2009         989.27
          ACQ             25.0000        01/28/2009         989.27            755 96            233 31    ST
     20 0000  CHEVRON CORP COM - 166764100 - MINOR = 50
          SOLD                           12/11/2008        1614 59
          ACQ             20.0000        08/22/2007        1614 59           1709 20            -94 61    LT15
     80 0000  CITRIX SYS INC COM - 177376100 - MINOR = 50
          SOLD                           06/02/2009        2534 33
          ACQ             80 0000        08/11/2008        2534 33           2537 34             -3 01    ST
     90 0000  DARDEN RESTAURANTS INC - 237194105 - MINOR = 50
          SOLD                           04/23/2009        3594.14
          ACQ             90 0000        05/08/2008        3594.14           3300 56            293 58    ST
   110 0000  EMERSON ELECTRIC CO - 291011104 - MINOR = 50
          SOLD                           10/03/2008        4339 64
          ACQ            110 0000        08/22/2007        4339 64           5132 00           -792 36    LT15
     30 0000  EXXON MOBIL CORP - 30231G102
          SOLD                           12/11/2008        2427 58
          ACQ             30 0000        08/22/2007        2427 58           2519 65            -92 07    LT15
  2086 6440  FIDELITY ADVISOR DIVERSIFIED INTL FUND # - 315920686 - MINOR = 64
          SOLD                           07/21/2009       27293 30
          ACQ           2006 0140        08/22/2007       26238.66          48164 40         -21925 74    LT15
                          80 6300        04/11/2008        1054.64           1635 99           -581 35    LT15
     60 0000  GENENTECH INC COM NEW - 368710406 - MINOR = 50
          SOLD                           03/11/2009        5546 50
          ACQ             60 0000        08/22/2007        5546 50           4380 28           1166 22    LT15
     60 0000  GENERAL DYNAMICS CORP - 369550108 - MINOR = 50
          SOLD                           05/07/2009        3246 72
          ACQ             60.0000        02/22/2008        3246 72           4999 97          -1753 25    LT15
   190 0000  GENERAL ELEC CO COM - 369604103
          SOLD                           01/28/2009        2596 05
          ACQ            170 0000        08/22/2007        2322 78           6592 30          -4269 52    LT15
                          20 0000        08/25/2008         273 27            569 76           -296 49    ST
     40 0000  ISHARES TR RUSSELL 1000 VALUE - 464287598 - MINOR = 62
          SOLD                           12/11/2008        1970 38
          ACQ             40 0000        08/25/2008        1970.38           2720 56           -750 18    ST
     35 0000  JP MORGAN CHASE & CO COM - 46625H100 - MINOR = 31001
          SOLD                           10/07/2008        1445.49
          ACQ             35 0000        08/22/2007        1445.49           1620 44           -174 95    LT15
     15 0000  JOHNSON & JOHNSON COM - 478160104 - MINOR = 31001
          SOLD                           10/07/2008         963.29
          ACQ             15 0000        08/22/2007         963 29            927 87             35 42    LT15
     80 0000  JUNIPER NETWORKS - 48203R104 - MINOR = 50
          SOLD                           06/02/2009        1913 56
          ACQ             80 0000        02/22/2008        1913 56           2085 92           -172 36    LT15
     60 0000  LOWES COMPANIES INC - 548661107 - MINOR = 50
          SOLD                           12/08/2008        1364 99
          ACQ             60 0000        08/22/2007        1364 99           1784 29           -419 30    LT15
   160 0000  LOWES COMPANIES INC - 548661107 - MINOR = 50
          SOLD                           01/28/2009        3227 61
          ACQ            160 0000        08/22/2007        3227.61           4758 11          -1530 50    LT15
   868 0310  MFS RESH INTL FD CL I - 552983470 - MINOR = 64
          SOLD                           05/14/2009        9721 94
          ACQ            245 3990        08/25/2008        2748 47           4000 00          -1251 53    ST
                         622 6320        10/07/2008        6973 47           7758 00           -784 53    ST
  2135 6310  OPPENHEIMER MAIN ST SMALL CAP FD CL Y - 68381F409 - MINOR = 62
          SOLD                           06/02/2009       32290 74
          ACQ           2135 6310        04/11/2008       32290 74          39829 51          -7538 77    LT15
     70 0000  ORACLE CORPORATION    COM - 68389X105 - MINOR = 5010
          SOLD                           07/20/2009        1493 06
          ACQ             70 0000        12/06/2007        1493 06           1484 70              8 36    LT15
  2681 3100  RMK MID CAP GROWTH FUND - 759130456 - MINOR = 62
          SOLD                           04/23/2009       29226 28
          ACQ           1375.3580        08/22/2007       14991 40          24000 00          -9008 60    LT15
                        1305 9520        04/11/2008       14234 88          20842 99          -6608 11    LT15
   170 0000  SYSCO CORP COM - 871829107 - MINOR = 50
          SOLD                           05/21/2009        3946 22
          ACQ            170 0000        08/22/2007        3946 22           5731 79          -1785 57    LT15
    25.0000  TEVA PHARMACEUTICAL INDS SPONS ADR - 881624209 - MINOR = 55
          SOLD                           07/20/2009        1230 21
          ACQ             25 0000        03/11/2009        1230 21           1073 39            156 82    ST
    20.0000  3M CO COM - 88579Y101 - MINOR = SBW
          SOLD                           12/11/2008        1133 79
          ACQ             20 0000        08/22/2007        1133 79           1787 00           -653 21    LT15
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TRUST YEAR ENDING 08/31/2009

TAX PREPARER 6000
TRUST ADMINISTRATOR 258
INVESTMENT OFFICER 91

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
30 0000 TRAVELERS COMPANIES, INC - 89417E109 - MINOR = 50						
SOLD		12/11/2008	1227 29			
ACQ	30.0000	08/22/2007	1227 29	1583 89	-356 60	LT15
55 0000 VERIZON COMMUNICATIONS COM - 92343V104 - MINOR = 31001						
SOLD		12/11/2008	1829 83			
ACQ	55 0000	08/22/2007	1829 83	2275 12	-445 29	LT15
80 0000 VULCAN MATLS CO - 929160109 - MINOR = 50						
SOLD		10/03/2008	5394 82			
ACQ	70 0000	08/22/2007	4720 47	6316 99	-1596 52	LT15
	10 0000	04/10/2008	674.35	705 40	-31 05	ST
20 0000 WALMART STORES INC COM - 931142103						
SOLD		12/08/2008	1143.39			
ACQ	20 0000	08/22/2007	1143 39	875 76	267 63	LT15
55 0000 WELLS FARGO & CO NEW COM - 949746101						
SOLD		10/07/2008	1816 63			
ACQ	55 0000	08/22/2007	1816 63	2040 40	-223.77	LT15
		TOTALS	161463 71	227131 20		

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
SUBTOTAL FROM ABOVE	-2433 08	0 00	-63234 41	0 00	0 00	0 00*
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIVIDENDS	0 00	0 00	401 81			5 91
	-2433 08	0 00	-62832 60	0 00	0 00	5 91
STATE						
SUBTOTAL FROM ABOVE	-2433 08	0 00	-63234 41	0 00	0 00	0 00*
COMMON TRUST FUND	0 00	0 00	0.00			0 00
CAPITAL GAIN DIVIDENDS	0 00	0 00	401 81			5 91
	-2433 08	0 00	-62832 60	0 00	0 00	5 91

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0 00	0 00
ALABAMA	N/A	N/A

NAN H. ALTMAYER CHARITABLE TRUST REGIONS 63-6229763

FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE SCHEDULE ATTACHED	PURCHASED	VARIOUS	/ /09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
161,464.	227,131.	0.	0.	<65,667.>

CAPITAL GAINS DIVIDENDS FROM PART IV	402.
TOTAL TO FORM 990-PF, PART I, LINE 6A	<65,265.>

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORPORATE DIVIDENDS	8,032.	402.	7,630.
CORPORATE INTEREST	259.	0.	259.
TOTAL TO FM 990-PF, PART I, LN 4	8,291.	402.	7,889.

FORM 990-PF	ACCOUNTING FEES	STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,435.	0.		1,435.
TO FORM 990-PF, PG 1, LN 16B	1,435.	0.		1,435.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	137.	137.		0.
TO FORM 990-PF, PG 1, LN 18	137.	137.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AT&T, INC	6,941.	4,689.
ABBOTT LABS	3,648.	3,166.
AIR PRODS & CHEMS, INC	5,322.	4,502.
ALLERGAN, INC	3,973.	3,635.
AMERICAN EXPRESS, CO	8,007.	4,735.
BANK OF NEW YORK MELLON , CORP	6,628.	4,738.
CVS/CAREMARK, CORP	5,560.	5,628.
CHEVRON, CORP	3,418.	2,798.
CISCO SYSTEMS, INC	6,609.	4,752.
CITRIX SYSTEM, INC	3,215.	3,744.
DARDEN RESTAURANTS, INC	2,750.	2,470.
DELL, INC	5,578.	3,483.
DEVON ENERGY, CORP	4,656.	3,376.
DISNEY WALT, CO	5,681.	4,427.
EMC CORP MASS	6,745.	5,565.
EATON, CORP	6,240.	4,046.
EXELON, CORP	5,041.	3,501.
EXXON MOBIL, CORP	3,360.	2,766.
GOLDMAN SACHS GROUP, INC	5,097.	4,964.
HALLIBURTON, CO	5,694.	2,845.
INTEL, CORP	5,556.	4,674.
ISHARES RUSSELL 1000 VALUE FD	18,364.	14,504.
JP MORGAN CHASE & CO	4,861.	4,563.
JOHNSON & JOHNSON	4,021.	3,929.
JUNIPER NETWORKS, INC	3,520.	3,114.
MICROSOFT, CORP	5,654.	4,930.
NORFOLK SOUTHERN, CORP	4,970.	3,670.
ORACLE, CORP	3,607.	3,720.
PEPSICO, INC	5,454.	4,534.
PROCTER & GAMBLE, CO	5,198.	4,329.
PRUDENTIAL FINL, INC	7,243.	4,046.
QUALCOMM, INC	3,751.	4,642.
SCHLUMBERGER, LTD	5,431.	3,372.
STRYKER, CORP	5,330.	3,317.

3M. CO	5,361.	4,326.
TIFFANY COMPANIES, INC	6,176.	5,275.
TRAVELERS COMPANIES, INC	4,752.	4,538.
UNITED TECHNOLOGIES, CORO	5,933.	4,749.
VERIZON COMMUNICATIONS	4,343.	3,259.
WAL MART STORES, INC	3,065.	3,561.
WALGREEN, CO	6,674.	5,082.
WELLS FARGO & CO	4,843.	3,715.
XTO ENERGY, CORP	6,290.	4,246.
BEST BUY INC	2,268.	2,721.
ROBERT HALF INTL INC	3,079.	3,418.
PHILIP MORRIS INTL INC	2,401.	2,743.
HESS CORP.	3,693.	3,035.
TEVA PHARMACEUTICAL INDS	3,220.	3,863.
THERMO FISHER SCIENTIFIC	4,968.	4,295.
MOSANTO CO	2,908.	3,355.
ARTISAN SMALL CAP VALUE FD	11,999.	13,230.
ARTISAN MID CAP VALUE FD	9,951.	11,185.
BUFFALO SMALL CAP FD	11,947.	13,282.
AMERICAN EUROPACIFIC GROWTH FD	21,987.	23,376.
MUNDER M/C CORE GROWTH FD	14,984.	15,828.
THORNBURG INTL VALUE FD	15,040.	15,938.
FIRST ENERGY CORP	3,829.	2,708.
PIMCO TOTAL RETURN INSTL FD	33,050.	34,475.
PIONEER BOND FD	12,060.	13,288.
TOTAL TO FORM 990-PF, PART II, LINE 10B	391,944.	352,665.