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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**

OMB No 1545-0052

**2008**

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 **11/01/08**, and ending **10/31/09**G Check all that apply. ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name changeUse the IRS  
label.  
Otherwise,  
print  
or type.  
See Specific  
Instructions.

Name of foundation

**H. S. SEABROOK CHARITABLE TRUST**

Number and street (or P.O. box number if mail is not delivered to street address)

**P.O. BOX 7878**

Room/suite

City or town, state, and ZIP code

**PINE BLUFF****AR 71611**A Employer identification number  
**71-6119636**B Telephone number (see page 10 of the instructions)  
**870-535-7222**C If exemption application is pending, check here ☐  
D 1. Foreign organizations, check here ☐  
2. Foreign organizations meeting the  
85% test, check here and attach computation ☐E If private foundation status was terminated  
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination  
under section 507(b)(1)(B), check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end  
of year (from Part II, col. (c),  
line 16) **\$ 1,652,817**  
J Accounting method ☒ Cash ☐ Accrual  
☐ Other (specify)

(Part I, column (d) must be on cash basis)

**Part I Analysis of Revenue and Expenses** (The  
total of amounts in columns (b), (c), and (d) may not necessarily  
equal the amounts in column (a) (see pg. 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 ☒ if the foundation is not required to attach Sch. B
- 3 Interest on savings and temporary cash investments
- 4 Dividends and interest from securities
- 5a Gross rents
- b Net rental income or (loss)
- 6a Net gain or (loss) from sale of assets not on line 10 **See Stmt**
- b Gross sales price for all assets on line 6a **686,802**
- 7 Capital gain net income (from Part IV, line 2)
- 8 Net short-term capital gain
- 9 Income modifications
- 10a Gross sales less returns & allowances
- b Less Cost of goods sold
- c Gross profit or (loss) (attach schedule)
- 11 Other income (attach schedule) **See Stmt**
- 12 Total. Add lines 1 through 11

Operating and Administrative Expenses

- 13 Compensation of officers, directors, trustees, etc
- 14 Other employee salaries and wages
- 15 Pension plans, employee benefits
- 16a Legal fees (attach schedule) **See Stmt**
- b Accounting fees (attach schedule) **See Stmt**
- c Other professional fees (attach schedule)
- 17 Interest
- 18 Taxes (attach schedule) (see page 14 of the instructions) **Stmt**
- 19 Depreciation (attach schedule) and depletion
- 20 Occupancy
- 21 Travel, conferences, and meetings
- 22 Printing and publications
- 23 Other expenses (att sch)
- 24 Total operating and administrative expenses.  
Add lines 13 through 23
- 25 Contributions, gifts, grants paid
- 26 Total expenses and disbursements. Add lines 24 and 25
- 27 Subtract line 26 from line 12
- a Excess of revenue over expenses & disbursements
- b Net investment income (if negative, enter -0-)
- 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)

8 G14

| <b>Part II Balance Sheets</b>      |                                                                                                                                                | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) |                |                       |
|------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------|-----------------------|
|                                    |                                                                                                                                                | Beginning of year                                                                                                  | End of year    |                       |
|                                    |                                                                                                                                                | (a) Book Value                                                                                                     | (b) Book Value | (c) Fair Market Value |
| <b>Assets</b>                      | 1 Cash—non-interest-bearing                                                                                                                    |                                                                                                                    |                |                       |
|                                    | 2 Savings and temporary cash investments                                                                                                       | 202,383                                                                                                            | 514,616        | 514,624               |
|                                    | 3 Accounts receivable ▶<br>Less allowance for doubtful accounts ▶                                                                              |                                                                                                                    |                |                       |
|                                    | 4 Pledges receivable ▶<br>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 (att. schedule) ▶<br>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 (attach schedule) <b>Stmt 6</b>                                                           | 491,927                                                                                                            | 484,783        | 493,719               |
|                                    | b Investments—corporate stock (attach schedule) <b>See Stmt 7</b>                                                                              | 370,000                                                                                                            | 360,025        | 315,338               |
|                                    | c Investments—corporate bonds (attach schedule) <b>See Stmt 8</b>                                                                              | 319,975                                                                                                            | 24,905         | 63                    |
|                                    | 11 Investments—land, buildings, and equipment basis ▶<br>Less accumulated depreciation (attach sch.) ▶                                         |                                                                                                                    |                |                       |
|                                    | 12 Investments—mortgage loans                                                                                                                  |                                                                                                                    |                |                       |
|                                    | 13 Investments—other (attach schedule) <b>See Statement 9</b>                                                                                  | 466,519                                                                                                            | 466,868        | 329,073               |
|                                    | 14 Land, buildings, and equipment basis ▶<br>Less accumulated depreciation (attach sch.) ▶                                                     |                                                                                                                    |                |                       |
|                                    | 15 Other assets (describe ▶ <b>See Statement 10</b> )                                                                                          |                                                                                                                    |                |                       |
|                                    | 16 <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)                                           | 1,850,804                                                                                                          | 1,851,197      | 1,652,817             |
| <b>Liabilities</b>                 | 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)                                                                                          | 0                                                                                                                  | 0              |                       |
| <b>Net Assets or Fund Balances</b> | <b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/><br><b>and complete lines 24 through 26 and lines 30 and 31.</b> |                                                                                                                    |                |                       |
|                                    | 24 Unrestricted                                                                                                                                |                                                                                                                    |                |                       |
|                                    | 25 Temporarily restricted                                                                                                                      |                                                                                                                    |                |                       |
|                                    | 26 Permanently restricted                                                                                                                      |                                                                                                                    |                |                       |
|                                    | <b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/><br><b>and complete lines 27 through 31.</b>   |                                                                                                                    |                |                       |
|                                    | 27 Capital stock, trust principal, or current funds                                                                                            | 1,490,134                                                                                                          | 1,490,134      |                       |
|                                    | 28 Paid-in or capital surplus, or land, bldg, and equipment fund                                                                               |                                                                                                                    |                |                       |
|                                    | 29 Retained earnings, accumulated income, endowment, or other funds                                                                            | 360,670                                                                                                            | 361,063        |                       |
|                                    | 30 <b>Total net assets or fund balances</b> (see page 17 of the instructions)                                                                  | 1,850,804                                                                                                          | 1,851,197      |                       |
|                                    | 31 <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)                                                     | 1,850,804                                                                                                          | 1,851,197      |                       |

**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 | 1,850,804 |
| 2 Enter amount from Part I, line 27a                                                                                                                       | 2 | 393       |
| 3 Other increases not included in line 2 (itemize) ▶                                                                                                       | 3 |           |
| 4 Add lines 1, 2, and 3                                                                                                                                    | 4 | 1,851,197 |
| 5 Decreases not included in line 2 (itemize) ▶                                                                                                             | 5 |           |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30                                                      | 6 | 1,851,197 |

**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.) |
|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a LTG</b>                                                                                                                     |                                              |                                      |                                  |
| <b>b LTG-REINVEST</b>                                                                                                             |                                              |                                      |                                  |
| <b>c</b>                                                                                                                          |                                              |                                      |                                  |
| <b>d</b>                                                                                                                          |                                              |                                      |                                  |
| <b>e</b>                                                                                                                          |                                              |                                      |                                  |

  

| (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) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| <b>a 33,519</b>       |                                            |                                                 | <b>33,519</b>                                |
| <b>b 338</b>          |                                            |                                                 | <b>338</b>                                   |
| <b>c</b>              |                                            |                                                 |                                              |
| <b>d</b>              |                                            |                                                 |                                              |
| <b>e</b>              |                                            |                                                 |                                              |

  

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

| (i) FMV 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 | (l) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |
|------------------------|--------------------------------------|-----------------------------------------------|----------------------------------------------------------------------------------------------|
| <b>a</b>               |                                      |                                               | <b>33,519</b>                                                                                |
| <b>b</b>               |                                      |                                               | <b>338</b>                                                                                   |
| <b>c</b>               |                                      |                                               |                                                                                              |
| <b>d</b>               |                                      |                                               |                                                                                              |
| <b>e</b>               |                                      |                                               |                                                                                              |

  

|                                                                                       |                                                                                                                                                                                                                                 |          |               |
|---------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|---------------|
| <b>2 Capital gain net income or (net capital loss)</b>                                | <div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7<br/>           If (loss), enter -0- in Part I, line 7         </div>                                                       | <b>2</b> | <b>33,857</b> |
| <b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)</b> | <div style="border: 1px solid black; padding: 2px;">           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         </div> | <b>3</b> |               |

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

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

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

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

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

**1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries**

| (a) Base period years<br>Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio<br>(col (b) divided by col (c)) |
|-------------------------------------------------------------------|---------------------------------------|-------------------------------------------|--------------------------------------------------------|
| 2007                                                              | <b>84,810</b>                         | <b>1,719,498</b>                          | <b>0.049323</b>                                        |
| 2006                                                              | <b>83,451</b>                         | <b>1,799,485</b>                          | <b>0.046375</b>                                        |
| 2005                                                              | <b>101,481</b>                        | <b>1,752,208</b>                          | <b>0.057916</b>                                        |
| 2004                                                              | <b>106,352</b>                        | <b>1,762,675</b>                          | <b>0.060336</b>                                        |
| 2003                                                              | <b>99,221</b>                         | <b>1,783,664</b>                          | <b>0.055628</b>                                        |

  

|                                                                                                                                                                                     |          |                  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|------------------|
| <b>2 Total of line 1, column (d)</b>                                                                                                                                                | <b>2</b> | <b>0.269578</b>  |
| <b>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</b> | <b>3</b> | <b>0.053916</b>  |
| <b>4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5</b>                                                                                               | <b>4</b> | <b>1,518,805</b> |
| <b>5 Multiply line 4 by line 3</b>                                                                                                                                                  | <b>5</b> | <b>81,888</b>    |
| <b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>                                                                                                                 | <b>6</b> | <b>1,031</b>     |
| <b>7 Add lines 5 and 6</b>                                                                                                                                                          | <b>7</b> | <b>82,919</b>    |
| <b>8 Enter qualifying distributions from Part XII, line 4</b>                                                                                                                       | <b>8</b> | <b>82,248</b>    |

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)**

|           |                                                                                                                                                                                                                   |    |       |
|-----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-------|
| <b>1a</b> | 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>b</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  | 2,061 |
| <b>c</b>  | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)                                                                                            |    |       |
| <b>2</b>  | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                         | 2  | 0     |
| <b>3</b>  | Add lines 1 and 2                                                                                                                                                                                                 | 3  | 2,061 |
| <b>4</b>  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                       | 4  | 0     |
| <b>5</b>  | <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                    | 5  | 2,061 |
| <b>6</b>  | <b>Credits/Payments</b>                                                                                                                                                                                           |    |       |
| <b>a</b>  | 2008 estimated tax payments and 2007 overpayment credited to 2008                                                                                                                                                 | 6a | 2,080 |
| <b>b</b>  | Exempt foreign organizations—tax withheld at source                                                                                                                                                               | 6b |       |
| <b>c</b>  | Tax paid with application for extension of time to file (Form 8868)                                                                                                                                               | 6c |       |
| <b>d</b>  | Backup withholding erroneously withheld                                                                                                                                                                           | 6d |       |
| <b>7</b>  | <b>Total credits and payments.</b> Add lines 6a through 6d                                                                                                                                                        | 7  | 2,080 |
| <b>8</b>  | Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached. Stmt 11                                                                                 | 8  |       |
| <b>9</b>  | <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed                                                                                                                              | 9  |       |
| <b>10</b> | <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid                                                                                                                  | 10 | 19    |
| <b>11</b> | Enter the amount of line 10 to be <b>Credited to 2009 estimated tax</b> 19 <b>Refunded</b>                                                                                                                        | 11 |       |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                                               | Yes | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| <b>1a</b> 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?                                                                                                                                                                                                |     | X  |
| <b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?<br>If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities |     | X  |
| <b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?                                                                                                                                                                                                                                                                                                          |     | X  |
| <b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation \$ (2) On foundation managers \$                                                                                                                                                                                                         |     |    |
| <b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$                                                                                                                                                                                                                              |     |    |
| <b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities                                                                                                                                                                                                         |     | X  |
| <b>3</b> 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                                                                                                                                           |     | X  |
| <b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                                                         |     | X  |
| <b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?                                                                                                                                                                                                                                                                                              |     |    |
| <b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T                                                                                                                                                                                                   |     | X  |
| <b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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?                                   |     | X  |
| <b>7</b> 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                                                                                                                                                                                                                                     |     | X  |
| <b>8a</b> Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) AR                                                                                                                                                                                                                                                |     |    |
| <b>b</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                                                                                                                                                          |     | X  |
| <b>9</b> 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 on page 27)? If "Yes," complete Part XIV                                                                                                      |     | X  |
| <b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                                                  |     | X  |

N/A

**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)(13)? If "Yes," attach schedule (see page 20 of the instructions) | 11                                          |          | <b>X</b> |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?                                                                                  | 12                                          |          | <b>X</b> |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address ► <b>N/A</b>                                                    | 13                                          | <b>X</b> |          |
| 14 | The books are in care of ► <b>PINE BLUFF NTL BANK</b><br><b>P.O. BOX 7878</b><br>Located at ► <b>PINE BLUFF, AR</b>                                                                                    | Telephone no ►<br>ZIP+4 ► <b>71611-7878</b> |          |          |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here<br>and enter the amount of tax-exempt interest received or accrued during the year                   | ► 15                                        |          |          |

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

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

|     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Yes                          | No                                     |
|-----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|----------------------------------------|
| 1a  | During the year did the foundation (either directly or indirectly)                                                                                                                                                                                                                                                                                                                                                                                                                             |                              |                                        |
| (1) | Engage in the sale or exchange, or leasing of property with a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                             | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                     | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                         | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                               | <input type="checkbox"/> Yes | <input checked="" 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)?<br>Organizations relying on a current notice regarding disaster assistance check here                                                                                                                                                                      | <b>N/A</b> 1b                |                                        |
| 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?                                                                                                                                                                                                                                                                                                        | <b>N/A</b> 1c                |                                        |
| 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?<br>If "Yes," list the years ► 20 , 20 , 20 , 20                                                                                                                                                                                                                                                                                              | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 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)                                                                                                                                                                          | <b>N/A</b> 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<br>► 20 , 20 , 20 , 20                                                                                                                                                                                                                                                                                                                                                         |                              |                                        |
| 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) | <b>N/A</b> 3b                |                                        |
| 4a  | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                |                              | <b>X</b>                               |
| 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?                                                                                                                                                                                                                                                              |                              | <b>X</b>                               |

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

|                                                                                                                                                                                                                                                 |                                                                     |           |  |          |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|-----------|--|----------|
| <b>5a</b> 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))?                                                                                                                                                       | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |           |  |          |
| (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?                                                                                             | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |           |  |          |
| (3) Provide a grant to an individual for travel, study, or other similar purposes?                                                                                                                                                              | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)                                                        | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?                                                                           | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |           |  |          |
| <b>b</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)? | <b>N/A</b>                                                          | <b>5b</b> |  |          |
| Organizations relying on a current notice regarding disaster assistance check here                                                                                                                                                              | <input type="checkbox"/>                                            |           |  |          |
| <b>c</b> 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?                                                                             | <b>N/A</b> <input type="checkbox"/> Yes <input type="checkbox"/> No |           |  |          |
| If "Yes," attach the statement required by Regulations section 53.4945-5(d)                                                                                                                                                                     |                                                                     |           |  |          |
| <b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?                                                                                                       | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |           |  |          |
| <b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?                                                                                                                             |                                                                     | <b>6b</b> |  | <b>X</b> |
| If you answered "Yes" to 6b, also file Form 8870                                                                                                                                                                                                |                                                                     |           |  |          |
| <b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?                                                                                                                                  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |           |  |          |
| <b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?                                                                                                                                | <b>N/A</b>                                                          | <b>7b</b> |  |          |

**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 |
|-----------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| PINE BLUFF NATIONAL BANK<br>PO BOX 7878 | PINE BLUFF<br>AR 71611                                    | TRUSTEE<br>60                             | 7,632                                                                 | 0                                     |
| DAVID BROWN<br>C/O PO BOX 7878          | PINE BLUFF<br>AR 71611                                    | TRUSTEE<br>2                              | 0                                                                     | 0                                     |
| TED DRAKE<br>C/O PO BOX 7878            | PINE BLUFF<br>AR 71611                                    | TRUSTEE<br>2                              | 0                                                                     | 0                                     |
| R. TRACY FOX<br>1115 WEST FOURTH STREET | LITTLE ROCK<br>AR 72201                                   | TRUSTEE<br>2                              | 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                                                          |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |

Total number of other employees paid over \$50,000

**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                                                        |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |

Total number of others receiving over \$50,000 for professional services ▶**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 |
|--------------|----------|
| <b>1</b> N/A |          |
| <b>2</b>     |          |
| <b>3</b>     |          |
| <b>4</b>     |          |

**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 |
|--------------------------------------------------------------------------|--------|
| <b>1</b> N/A                                                             |        |
| <b>2</b>                                                                 |        |
| All other program-related investments. See page 24 of the instructions.  |        |
| <b>3</b>                                                                 |        |
| <b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span> |        |

**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> | <b>1,246,430</b> |
| <b>b</b> | Average of monthly cash balances                                                                                       | <b>1b</b> | <b>293,002</b>   |
| <b>c</b> | Fair market value of all other assets (see page 24 of the instructions)                                                | <b>1c</b> | <b>2,502</b>     |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                                  | <b>1d</b> | <b>1,541,934</b> |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)              | <b>1e</b> | <b>0</b>         |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                                   | <b>2</b>  | <b>0</b>         |
| <b>3</b> | Subtract line 2 from line 1d                                                                                           | <b>3</b>  | <b>1,541,934</b> |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions) | <b>4</b>  | <b>23,129</b>    |
| <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>  | <b>1,518,805</b> |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                                   | <b>6</b>  | <b>75,940</b>    |

**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>  | <b>75,940</b> |
| <b>2a</b> | Tax on investment income for 2008 from Part VI, line 5                                                    | <b>2a</b> | <b>2,061</b>  |
| <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> | <b>2,061</b>  |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | <b>73,879</b> |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                 | <b>4</b>  |               |
| <b>5</b>  | Add lines 3 and 4                                                                                         | <b>5</b>  | <b>73,879</b> |
| <b>6</b>  | Deduction from distributable amount (see page 25 of the instructions)                                     | <b>6</b>  |               |
| <b>7</b>  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | <b>73,879</b> |

**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> | <b>82,248</b> |
| <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>  |               |
| <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> |               |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                                                               | <b>3b</b> |               |
| <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>  | <b>82,248</b> |
| <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>0</b>      |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                               | <b>6</b>  | <b>82,248</b> |

**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   |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|---------------|
| <b>1</b> Distributable amount for 2008 from Part XI,<br>line 7                                                                                                                             |               |                            |             | <b>73,879</b> |
| <b>2</b> Undistributed income, if any, as of the end of 2007                                                                                                                               |               |                            |             |               |
| <b>a</b> Enter amount for 2007 only                                                                                                                                                        |               |                            |             |               |
| <b>b</b> Total for prior years 20____, 20____, 20____                                                                                                                                      |               |                            |             |               |
| <b>3</b> Excess distributions carryover, if any, to 2008                                                                                                                                   |               |                            |             |               |
| <b>a</b> From 2003                                                                                                                                                                         | 11,854        |                            |             |               |
| <b>b</b> From 2004                                                                                                                                                                         | 19,694        |                            |             |               |
| <b>c</b> From 2005                                                                                                                                                                         | 15,637        |                            |             |               |
| <b>d</b> From 2006                                                                                                                                                                         |               |                            |             |               |
| <b>e</b> From 2007                                                                                                                                                                         | 893           |                            |             |               |
| <b>f</b> Total of lines 3a through e                                                                                                                                                       | 48,078        |                            |             |               |
| <b>4</b> Qualifying distributions for 2008 from Part XII,<br>line 4 ▶ \$ <b>82,248</b>                                                                                                     |               |                            |             |               |
| <b>a</b> Applied to 2007, but not more than line 2a                                                                                                                                        |               |                            |             |               |
| <b>b</b> Applied to undistributed income of prior years (Election<br>required—see page 26 of the instructions)                                                                             |               |                            |             |               |
| <b>c</b> Treated as distributions out of corpus (Election<br>required—see page 26 of the instructions)                                                                                     |               |                            |             |               |
| <b>d</b> Applied to 2008 distributable amount                                                                                                                                              |               |                            |             | <b>73,879</b> |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                                        | 8,369         |                            |             |               |
| <b>5</b> Excess distributions carryover applied to 2008<br>(If an amount appears in column (d), the same<br>amount must be shown in column (a) )                                           |               |                            |             |               |
| <b>6</b> Enter the net total of each column as<br>indicated below:                                                                                                                         |               |                            |             |               |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                                   | 56,447        |                            |             |               |
| <b>b</b> Prior years' undistributed income Subtract<br>line 4b from line 2b                                                                                                                |               |                            |             |               |
| <b>c</b> Enter the amount of prior years' undistributed<br>income for which a notice of deficiency has been<br>issued, or on which the section 4942(a) tax has<br>been previously assessed |               |                            |             |               |
| <b>d</b> Subtract line 6c from line 6b Taxable<br>amount—see page 27 of the instructions                                                                                                   |               |                            |             |               |
| <b>e</b> Undistributed income for 2007 Subtract line<br>4a from line 2a Taxable amount—see page<br>27 of the instructions                                                                  |               |                            |             |               |
| <b>f</b> Undistributed income for 2008 Subtract lines<br>4d and 5 from line 1 This amount must be<br>distributed in 2009                                                                   |               |                            |             | <b>0</b>      |
| <b>7</b> Amounts treated as distributions out of corpus<br>to satisfy requirements imposed by section<br>170(b)(1)(F) or 4942(g)(3) (see page 27 of the<br>instructions)                   |               |                            |             |               |
| <b>8</b> Excess distributions carryover from 2003 not<br>applied on line 5 or line 7 (see page 27 of the<br>instructions)                                                                  | 11,854        |                            |             |               |
| <b>9</b> Excess distributions carryover to 2009.<br>Subtract lines 7 and 8 from line 6a                                                                                                    | 44,593        |                            |             |               |
| <b>10</b> Analysis of line 9                                                                                                                                                               |               |                            |             |               |
| <b>a</b> Excess from 2004                                                                                                                                                                  | 19,694        |                            |             |               |
| <b>b</b> Excess from 2005                                                                                                                                                                  | 15,637        |                            |             |               |
| <b>c</b> Excess from 2006                                                                                                                                                                  |               |                            |             |               |
| <b>d</b> Excess from 2007                                                                                                                                                                  | 893           |                            |             |               |
| <b>e</b> Excess from 2008                                                                                                                                                                  | 8,369         |                            |             |               |

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling ▶

**b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)**1 Information Regarding Foundation Managers:**

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

**NONE**

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

**NONE****2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

**N/A**

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

**See Statement 12**

**c** Any submission deadlines

**APPLICATIONS ACCEPTED AT ANY TIME - PREFERRED BY OCTOBER 1**

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

**See Statement 13**

**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)                  |                                                                                                           |                                |                                  |               |
| <b>a</b> Paid during the year<br><b>SEE ATTACHED</b> |                                                                                                           |                                |                                  | <b>82,248</b> |
| <b>Total</b>                                         |                                                                                                           |                                | <b>▶ 3a</b>                      | <b>82,248</b> |
| <b>b</b> Approved for future payment<br><b>N/A</b>   |                                                                                                           |                                |                                  |               |
| <b>Total</b>                                         |                                                                                                           |                                | <b>▶ 3b</b>                      |               |





# Federal Statements

## Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

| Description       |               | How Received |                       | Expense   | Depreciation | Net Gain / Loss |
|-------------------|---------------|--------------|-----------------------|-----------|--------------|-----------------|
| Whom Sold         | Date Acquired | Date Sold    | Sale Price            |           |              |                 |
| GE CAP            | 1/30/06       | 3/04/09      | Purchase<br>\$ 68,250 | \$ 75,000 | \$           | -6,750          |
| GE CAP CORP       | 11/08/06      | 3/04/09      | Purchase<br>27,150    | 30,000    |              | -2,850          |
| FH 2586AXN PAC    | 10/05/04      | Various      | Purchase<br>12,587    | 12,571    |              | 16              |
| CAT FINCL         | Various       | 10/15/09     | Purchase<br>175,000   | 175,000   |              |                 |
| FREDIDIE MAC 3.5% | Various       | 9/30/09      | Purchase<br>35,000    | 35,000    |              |                 |
| FNMA 4.03%        | 10/05/04      | 9/22/09      | Purchase<br>10,000    | 9,955     |              | 45              |
| GMAC LLC 5.625%   | 1/06/05       | 5/15/09      | Purchase<br>15,000    | 15,070    |              | -70             |
| GRAVETTE 36.75    | Various       | 6/01/09      | Purchase<br>25,000    | 25,000    |              |                 |
| BOA               | 6/26/09       | 8/03/09      | Purchase<br>9,948     | 9,962     |              | -14             |
| BOA FRAC SHARES   | 6/26/09       | 6/29/09      | Purchase<br>10        | 13        |              | -3              |
| FFCB 4%           | Various       | 6/23/09      | Purchase<br>75,000    | 75,000    |              |                 |
| FFCB 3.4%         | Various       | 9/23/09      | Purchase<br>25,000    | 25,000    |              |                 |
| FHLB 4.3%         | Various       | 1/25/08      | Purchase<br>75,000    | 74,925    |              | 75              |
| FHLB 4%           | Various       | 7/15/09      | Purchase<br>50,000    | 50,000    |              |                 |
| FHLB 2%           | Various       | 9/30/09      | Purchase<br>50,000    | 50,000    |              |                 |

# Federal Statements

## Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Whom Sold | Description | Date Acquired | Date Sold | How Received | Sale Price | Cost       | Expense | Depreciation | Net Gain / Loss |
|-----------|-------------|---------------|-----------|--------------|------------|------------|---------|--------------|-----------------|
|           |             |               |           |              |            |            |         |              |                 |
| Total     |             |               |           |              | \$ 652,945 | \$ 662,496 | 0       | 0            | \$ -9,551       |

## Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

| Description       | Revenue per Books | Net Investment Income | Adjusted Net Income |
|-------------------|-------------------|-----------------------|---------------------|
|                   |                   |                       |                     |
| MINERAL INTERESTS | \$ 6,999          | \$ 6,999              | \$                  |
| Total             | \$ 6,999          | \$ 6,999              | 0                   |

**Federal Statements****Statement 3 - Form 990-PF, Part I, Line 16a - Legal Fees**

| Description                  | Total  | Net Investment | Adjusted Net | Charitable Purpose |
|------------------------------|--------|----------------|--------------|--------------------|
| BRIDGES YOUNG MATTHEWS DRAKE | \$ 300 | \$             | \$           | \$                 |
| Total                        | \$ 300 | \$ 0           | \$ 0         | \$ 0               |

**Statement 4 - Form 990-PF, Part I, Line 16b - Accounting Fees**

| Description               | Total  | Net Investment | Adjusted Net | Charitable Purpose |
|---------------------------|--------|----------------|--------------|--------------------|
| FRAZEE, FOX & DODGE, LTD. | \$ 900 | \$             | \$           | \$                 |
| Total                     | \$ 900 | \$ 0           | \$ 0         | \$ 0               |

**Statement 5 - Form 990-PF, Part I, Line 18 - Taxes**

| Description             | Total    | Net Investment | Adjusted Net | Charitable Purpose |
|-------------------------|----------|----------------|--------------|--------------------|
| SHERMAN RE TAX          | \$       | \$             | \$           | \$                 |
| MOORE CO RE TAX         | 38       | 38             |              |                    |
| LINCOLN CO RE TAX       | 12       | 12             |              |                    |
| 2009 estimates          | 2,080    |                |              |                    |
| 2008 FEDERAL INCOME TAX | -47      |                |              |                    |
| Total                   | \$ 2,083 | \$ 50          | \$ 0         | \$ 0               |

**Federal Statements****Statement 6 - Form 990-PF, Part II, Line 10a - US and State Government Investments**

| <u>Description</u>                    | <u>Beginning<br/>of Year</u> | <u>End of<br/>Year</u> | <u>Basis of<br/>Valuation</u> | <u>Fair Market<br/>Value</u> |
|---------------------------------------|------------------------------|------------------------|-------------------------------|------------------------------|
| FFCB 3.8% 05/15/11 NCB                | \$ 100,983                   | \$ 100,983             | Market                        | \$ 105,000                   |
| FEDERAL HOME LOAN BK 5.375% 06/11/10  | 75,074                       | 75,074                 | Market                        | 77,297                       |
| FHLB 4.3% 02/05/13                    | 74,925                       |                        | Market                        |                              |
| FHLB 4.00% 07/15/11 CLB               | 50,000                       |                        | Market                        |                              |
| FDRAL HME LN MGE CORP 4.125% 11/18/09 | 49,825                       | 49,825                 | Market                        | 50,084                       |
| FREDDIE MAC 3.5% 09/30/09             | 35,000                       |                        | Market                        |                              |
| FEDERAL HOME LOAN BK 6% 06/21/17      | 35,000                       | 35,000                 | Market                        | 36,214                       |
| GRAVETTE S/D 3.75% 06/01/09           | 25,000                       |                        | Market                        |                              |
| FEDERAL HOME LN MTGE 5.250% 07/18/11  | 19,963                       | 19,963                 | Market                        | 21,506                       |
| FH 2692C HE SCH FIX 5.5% 05/15/2033   | 11,004                       |                        | Market                        |                              |
| FEDERAL NTL MRG ASN 4.03% 09/22/09    | 9,955                        |                        | Market                        |                              |
| FH 2586AXN PAC FIX 4% 12/15/2032      | 5,198                        |                        | Market                        |                              |
| FHLMC 4% 03/02/15                     |                              | 25,000                 | Market                        | 25,074                       |
| FHLB STRNT 1.25%                      |                              | 25,000                 | Market                        | 25,117                       |
| FHLB 3%                               |                              | 24,750                 | Market                        | 25,031                       |
| FHLB 3%                               |                              | 75,000                 | Market                        | 73,969                       |
| FNMA STRNT 4.5%                       |                              | 25,000                 | Market                        | 25,078                       |
| FH 2586A XN PAC FIX 4%                |                              | 3,630                  | Market                        | 3,699                        |
| PULASKI COUNTY 3% 02/01/13            |                              | 25,558                 | Market                        | 25,650                       |
| Total                                 | \$ 491,927                   | \$ 484,783             |                               | \$ 493,719                   |

**Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

| <u>Description</u>  | <u>Beginning<br/>of Year</u> | <u>End of<br/>Year</u> | <u>Basis of<br/>Valuation</u> | <u>Fair Market<br/>Value</u> |
|---------------------|------------------------------|------------------------|-------------------------------|------------------------------|
| 2,000 MERRILL LYNCH | \$ 50,000                    | \$ 50,000              | Market                        | \$ 36,640                    |
| 2,800 NATIONAL CITY | 70,000                       | 70,000                 | Market                        | 58,800                       |

**Federal Statements****Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)**

| <u>Description</u>                   | <u>Beginning<br/>of Year</u> | <u>End of<br/>Year</u> | <u>Basis of<br/>Valuation</u> | <u>Fair Market<br/>Value</u> |
|--------------------------------------|------------------------------|------------------------|-------------------------------|------------------------------|
| ATT 2,000 SHARES                     | \$ 50,000                    | \$ 50,000              | Market                        | \$ 51,940                    |
| BANK OF AMERICA CORP 8.2% PFD        | 50,000                       | 40,025                 | Market                        | 35,318                       |
| DEUTSCHE BANK-4,000 SHARES           | 100,000                      | 100,000                | Market                        | 83,840                       |
| GENERAL AMERICAN INVESTORS INC 2,000 | 50,000                       | 50,000                 | Market                        | 48,800                       |
| Total                                | \$ 370,000                   | \$ 360,025             |                               | \$ 315,338                   |

**Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments**

| <u>Description</u>                  | <u>Beginning<br/>of Year</u> | <u>End of<br/>Year</u> | <u>Basis of<br/>Valuation</u> | <u>Fair Market<br/>Value</u> |
|-------------------------------------|------------------------------|------------------------|-------------------------------|------------------------------|
| CNA FINL CRP 6.75% 11/15/06         | \$                           | \$                     | Market                        | \$                           |
| CATERPLLR FNL SVC 5% 01/15/17       | 175,000                      |                        | Market                        |                              |
| GENERAL ELECTRIC CAP 5.31% 02/01/11 | 75,000                       |                        | Market                        |                              |
| GMAC 5.625% 05/15/09                | 15,070                       |                        | Market                        |                              |
| GENERAL ELECTRIC CAP 5.5% 11/15/11  | 30,000                       |                        | Market                        |                              |
| WASHINGTON MTL 6.875% 06/15/11      | 24,905                       | 24,905                 | Market                        | 63                           |
| Total                               | \$ 319,975                   | \$ 24,905              |                               | \$ 63                        |

**Statement 9 - Form 990-PF, Part II, Line 13 - Other Investments**

| <u>Description</u>                   | <u>Beginning<br/>of Year</u> | <u>End of<br/>Year</u> | <u>Basis of<br/>Valuation</u> | <u>Fair Market<br/>Value</u> |
|--------------------------------------|------------------------------|------------------------|-------------------------------|------------------------------|
| FEDERATED INDEX TR MAX CAP-INST      | \$ 167,646                   | \$ 167,646             | Market                        | \$ 80,653                    |
| FEDERATED INTL SER INC EQUITY CL A   | 106,422                      | 106,422                | Market                        | 58,106                       |
| FIDELITY ADVISOR SER I SMALL CAP INS | 87,820                       | 87,820                 | Market                        | 103,565                      |
| JANUS INVT FD ENTERPRISE FD          | 61,120                       | 61,120                 | Market                        | 52,993                       |
| VARIOUS MINERAL INTEREST             | 2,502                        | 2,502                  | Cost                          | 2,502                        |
| COLUMBIA ACORN TR SELECT 218.933     | 6,295                        | 6,295                  | Market                        | 4,716                        |

**Federal Statements****Statement 9 - Form 990-PF, Part II, Line 13 - Other Investments (continued)**

| <u>Description</u>               | <u>Beginning<br/>of Year</u> | <u>End of<br/>Year</u> | <u>Basis of<br/>Valuation</u> | <u>Fair Market<br/>Value</u> |
|----------------------------------|------------------------------|------------------------|-------------------------------|------------------------------|
| COLUMBIA FDS SMLL CAP            | \$ 8,714                     | \$ 9,063               | Market                        | \$ 6,559                     |
| 132.4940 HARBOR INTL             | 8,000                        | 8,000                  | Market                        | 6,853                        |
| 282.0870 VANGUARD WHITEHALL FDS  | 6,000                        | 6,000                  | Market                        | 4,169                        |
| 113.3710 VANGUARD 500 INDEX FUND | 12,000                       | 12,000                 | Market                        | 8,957                        |
| Total                            | \$ 466,519                   | \$ 466,868             |                               | \$ 329,073                   |

**Statement 10 - Form 990-PF, Part II, Line 15 - Other Assets**

| <u>Description</u>        | <u>Beginning<br/>of Year</u> | <u>End of<br/>Year</u> | <u>Fair Market<br/>Value</u> |
|---------------------------|------------------------------|------------------------|------------------------------|
| ACCRUED INTEREST PUCHASED | \$                           | \$                     | \$                           |
| Total                     | \$ 0                         | \$ 0                   | \$ 0                         |

**Statement 11 - Explanation for Not Filing on Time**

Description

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TRUSTEE DID NOT RECEIVE RETURN FROM OUTSIDE ACCOUNTANT

**Federal Statements****Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000**

| Name of Manager | Amount |
|-----------------|--------|
| NONE            | \$     |
| Total           | \$ 0   |

**Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock**

| Name of Manager | Amount |
|-----------------|--------|
| NONE            | \$     |
| Total           | \$ 0   |

**Statement 12 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents**Description

BY LETTER, WITH CERTIFICATION OF TAX-EXEMPT STATUS AND  
DESCRIPTION OF NEED.  
NO NOTICE OF REJECTION WILL BE GIVEN.

**Form 990-PF, Part XV, Line 2c - Submission Deadlines**Description

APPLICATIONS ACCEPTED AT ANY TIME - PREFERRED BY OCTOBER 1

**Statement 13 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations**Description

QUAL 170 C(2) - PINE BLUFF  
1ST - MUST BE ACTIVE IN ARKANSAS

HAROLD S. SEABROOK CHARITABLE TRUST

#71-6119636

October 31, 2009

DISBURSEMENTS

| NAME AND ADDRESS                                                                                        | RELATIONSHIP<br>OF INDIVIDUAL | FOUNDATION<br>STATUS | PURPOSE<br>OF GRANT   | AMOUNT    |
|---------------------------------------------------------------------------------------------------------|-------------------------------|----------------------|-----------------------|-----------|
| LITERACY COUNCIL OF JEFFERSON COUNTY<br>EIGHTH & MAIN, ROOM 3117, P.O. BOX 8503<br>PINE BLUFF, AR 71611 | N/A                           | Public               | General Use           | 1,500.00  |
| CASA<br>PINE BLUFF, AR 71611                                                                            | N/A                           | Public               | General Use           | 2,000.00  |
| 4-H OF JEFFERSON COUNTY<br>CORPORATE EXTENSION SERVICE<br>P. O. BOX 6896<br>PINE BLUFF, AR 71611        | N/A                           | Public               | General Use           | 1,000.00  |
| SOUTHEAST ARKANSAS ARTS & SCIENCE CENTER<br>CIVIC CENTER<br>PINE BLUFF, AR 71601                        | N/A                           | Public               | Children's<br>Program | 3,731.00  |
| PINE BLUFF HISTORICAL MUSEUM<br>PINE BLUFF, AR 71601                                                    | N/A                           | Public               | General Use           |           |
| BOY SCOUTS OF JEFFERSON COUNTY<br>PINE BLUFF, AR 71601                                                  | N/A                           | Public               | General Use           | 1,200.00  |
| JENKINS MEMORIAL CENTER<br>2410 RIKE DRIVE<br>PINE BLUFF, AR 71603                                      | N/A                           | Public               | General Use           | 4,131.00  |
| NEIGHBOR TO NEIGHBOR<br><br>PINE BLUFF, AR 71601                                                        | N/A                           | Public               | General Use           | 3,000.00  |
| TALHOA PROPERTIES<br>PINE BLUFF, AR 71601                                                               | N/A                           | Public               | General Use           | 1,400.00  |
| SEABROOK YMCA<br>PINE BLUFF, AR 71901                                                                   | N/A                           | Public               | General Use           | 55,000.00 |
| JENKINS IND.<br>PINE BLUFF, ARKANSAS                                                                    | N/A                           | Public               | General Use           | 3,250.00  |
| SALVATION ARMY<br>PINE BLUFF, AR                                                                        | N/A                           | Public               | General Use           | 1,536.00  |
| PINE BLUFF SYMPHONY ORCHESTRA<br>PINE BLUFF, AR                                                         | N/A                           | Public               | General Use           | 3,000.00  |
| AMERICAN RED CROSS<br>PINE BLUFF, AR                                                                    | N/A                           | Public               | General Use           | 1,500.00  |

82,248.00

H S. SEABROOK CHARITABLE TRUST  
#71-6119636  
10/31/2009

**Part X Lines 1a and 1b**

|           | <b>Total Assets</b> | <b>Cash</b> | <b>Other</b> | <b>Investments</b> |
|-----------|---------------------|-------------|--------------|--------------------|
| November  | 1,528,085.00        | 210,461 00  | 2,502 00     | 1,315,122.00       |
| December  | 1,511,695 00        | 198,415.00  | 2,502 00     | 1,310,778 00       |
| January   | 1,452,916 00        | 171,674 00  | 2,502 00     | 1,278,740 00       |
| February  | 1,414,202 00        | 180,200 00  | 2,502 00     | 1,231,500 00       |
| March     | 1,437,399.00        | 278,798 00  | 2,502.00     | 1,156,099.00       |
| April     | 1,484,380 00        | 256,530 00  | 2,502.00     | 1,225,348 00       |
| May       | 1,542,185.00        | 284,561.00  | 2,502 00     | 1,255,122.00       |
| June      | 1,569,975 00        | 319,922 00  | 2,502 00     | 1,247,551.00       |
| July      | 1,614,806 00        | 348,319 00  | 2,502 00     | 1,263,985.00       |
| August    | 1,627,421 00        | 339,675 00  | 2,502 00     | 1,285,244 00       |
| September | 1,667,332 00        | 412,853.00  | 2,502 00     | 1,251,977 00       |
| October   | 1,652,816 00        | 514,616.00  | 2,502 00     | 1,135,698 00       |
| Average   | 1,541,934 33        | 293,002 00  | 2,502 00     | 1,246,430 33       |