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Return of Organization Exempt From Income Tax

2009

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Open to Public Inspection

Department of the Treasury Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements.

Header section A-M containing organization name (HISTORIC NATCHEZ FOUNDATION), EIN (7372767), address (NATCHEZ, MS 39121-1761), and principal officer (Patrick R. Biglane, President).

SCANNED JUL 21 2010

Part I Summary table with columns for Revenue, Expenses, and Net Assets or Fund Balances. Includes rows for total revenue (2,606,279), total expenses (380,491), and net assets (6,111,325).

RECEIVED MAY 24 2010 stamp from IRS

Part II Signature Block containing officer signature (Patrick R. Biglane), date (May 14, 2010), and preparer information.

Handwritten numbers 917-19 and 6

Part III Statement of Program Service Accomplishments

- 1 Briefly describe the organization's mission:
The Historic Natchez Foundation's mission is to foster, encourage, and engage in the preservation, restoration, and development of historic or important sites, buildings, and personal property, in every way determined to be feasible, including the acquisition of buildings, sites, and other property for preservation and restoration and establishment of a revolving fund for this purpose.

- 2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
 If "Yes," describe these new services on Schedule O.
- 3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
 If "Yes," describe these changes on Schedule O.
- 4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: _____) (Expenses \$ 196,607 including grants of \$ 18,690) (Revenue \$ 5,317)
PRESERVATION--The Foundation works to preserve endangered buildings and sometimes buys properties and places easements on the property before re-sale. In some instances, the Foundation undertakes restoration work before re-selling the property. The Foundation currently owns six historic properties, three of which have been partially restored. Two funds are dedicated to preservation and restoration activities--the Masterson Fund and the Whatley Fund. The Foundation serves in an advisory capacity to the Preservation Commission of the City of Natchez and works with the city to insure that public and private projects meet historic preservation guidelines. On a daily basis, the Foundation advises architects, contractors, developers, craftsmen, and the general public on proper restoration technology and the design of new buildings compatible within a historic context. The Foundation assists local citizens, accountants, lawyers, bankers, and developers on issues (local, state, and federal) related to the acquisition, development, and ownership of historic properties. The Foundation also supports the operation of the Natchez Downtown Development Association, a 501(c)(3) that participates in the Main Street Program of the National Trust for Historic Preservation.

4b (Code: _____) (Expenses \$ 100,278 including grants of \$ -0-) (Revenue \$ 45,219)
EDUCATION--Information about Natchez regional history, genealogy, architecture, and decorative arts is provided on a daily basis to local citizens, governmental and other organizations, visitors, and scholars, writers, genealogists, historical associations, museums, documentary filmographers, and others. The staff lectures about Natchez, history, historic preservation, architecture, historic landscape, gardens, and decorative arts to local citizens, local and visiting organizations, and to groups out of town. The staff arranges visits and conferences that highlight Natchez history, historic preservation, architecture, historic landscape, gardens, and decorative arts. The Foundation opens its headquarters five days a week, on weekends with special programming, or by request. The Foundation also displays exhibits related to the Natchez region. The foundation operates a reproduction licencing program, which raises public awareness of the historic significance of Natchez and provides the impetus for cataloguing the city's decorative arts. In 2009, the staff invested substantial time in writing text and providing images to the City of Natchez for a "Museum of the Streets" project to be installed downtown as part of a historic walking trails project. The Foundation headquarters is regularly used for meetings and programs of other Natchez non-profit organizations.

4c (Code: _____) (Expenses \$ 38,670 including grants of \$ -0-) (Revenue \$ 2,051)
COLLECTIONS--(Archives, Artifacts, and Public Records)--The Foundation has a significant collection of important archival material, museum artifacts, and public records related to the history of the Natchez region, including books, photographs, documents, site files, subject files, artifacts, and courthouse records. The archives and public records are made available on a daily basis to the public under supervision by the Foundation. The Adams County Board of Supervisors has entrusted the Foundation with the care and management of public courthouse records dating to the 18th, 19th, and 20th centuries. The county began relocating Circuit Court records to the Foundation headquarters in 1992, and the program expanded in 2008 to include Chancery Court records. The county began providing a small amount of funding for records management from filing fees collected by the Chancery Clerk. The Foundation has sponsored a program in conjunction with universities and the National Park Service to preserve and catalogue these valuable historical documents. Staff members continually process the courthouse records to preserve them and to build a comprehensive computer database to make them more accessible to the public.

4d Other program services. (Describe in Schedule O.)
 (Expenses \$ -0- including grants of \$ -0-) (Revenue \$ -0-)

4e Total program service expenses ► 335,555

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	✓	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	✓	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		✓
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II		✓
5	Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		✓
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	✓	
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	✓	
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		✓
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V	✓	
11	Is the organization's answer to any of the following questions "Yes"? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable	✓	
	<ul style="list-style-type: none"> • Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI. • Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII. • Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII. • Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX. • Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X. • Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? If "Yes," complete Schedule D, Part X. 		
12	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII.		✓
12A	Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional.	Yes	No
			✓
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		✓
14a	Did the organization maintain an office, employees, or agents outside of the United States?		✓
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Part I		✓
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Part II		✓
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Part III		✓
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I		✓
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		✓
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		✓
20	Did the organization operate one or more hospitals? If "Yes," complete Schedule H		✓

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i>	✓	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III.</i>		✓
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J.</i>		✓
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25.</i>		✓
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		✓
24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		✓
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i>		✓
25b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I.</i>		✓
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II.</i>		✓
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III.</i>	✓	
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
28a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		✓
28b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		✓
28c An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>		✓
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i>	✓	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i>	✓	
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		✓
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i>	✓	
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i>		✓
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1.</i>		✓
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		✓
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		✓
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i>		✓
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O.	✓	

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable		
	1a 15		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
	1b -0-		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	✓	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
	2a 9		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)	✓	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		✓
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		✓
b	If "Yes," enter the name of the foreign country: N/A See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		✓
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		✓
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		✓
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7 Organizations that may receive deductible contributions under section 170(c).			
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		✓
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		✓
d	If "Yes," indicate the number of Forms 8282 filed during the year		
	7d		
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		✓
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		✓
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	✓	
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	✓	
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		✓
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		✓
b	Did the organization make a distribution to a donor, donor advisor, or related person?		✓
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12		
	10a		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
	10b		
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders		
	11a		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
	11b		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		✓
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		
	12b		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body		34
b	Enter the number of voting members that are independent		26
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	<input checked="" type="checkbox"/>	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		<input checked="" type="checkbox"/>
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?		<input checked="" type="checkbox"/>
5	Did the organization become aware during the year of a material diversion of the organization's assets?		<input checked="" type="checkbox"/>
6	Does the organization have members or stockholders?	<input checked="" type="checkbox"/>	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	<input checked="" type="checkbox"/>	
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	<input checked="" type="checkbox"/>	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	<input checked="" type="checkbox"/>	
b	Each committee with authority to act on behalf of the governing body?	<input checked="" type="checkbox"/>	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		<input checked="" type="checkbox"/>

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Does the organization have local chapters, branches, or affiliates?		<input checked="" type="checkbox"/>
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	<input checked="" type="checkbox"/>	
11A	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	<input checked="" type="checkbox"/>	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	<input checked="" type="checkbox"/>	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	<input checked="" type="checkbox"/>	
13	Does the organization have a written whistleblower policy?	<input checked="" type="checkbox"/>	
14	Does the organization have a written document retention and destruction policy?	<input checked="" type="checkbox"/>	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official		<input checked="" type="checkbox"/>
b	Other officers or key employees of the organization		<input checked="" type="checkbox"/>
	If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions.)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		<input checked="" type="checkbox"/>
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed ►
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request
- 19** Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► **Historic Natchez Foundation, executive director (Mary W. Miller) and financial officer (Anna Rife)**
108 South Commerce St., Natchez, MS 39120

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year. Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if the organization did not compensate any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
Mary W. Miller Executive Director	62				✓	✓	65,000	-0-	12,787	
Anna C. Rife Financial Officer	37				✓		27,209	-0-	11,230	
Marcia R. Adams Secretary				✓			-0-	-0-	-0-	
Patrick Biglane President-Elect				✓			-0-	-0-	-0-	
Margaret C. Perkins President				✓			-0-	-0-	-0-	
Dennis R. Switzer Treasurer				✓			-0-	-0-	-0-	
Renee Adams Trustee		✓					-0-	-0-	-0-	
Gareth Bahlmann Trustee		✓					-0-	-0-	-0-	
Virginia Benoist Trustee		✓					-0-	-0-	-0-	
Mike Blattner Trustee		✓					-0-	-0-	-0-	
Esther Carpenter Trustee		✓					-0-	-0-	-0-	
Michael M. Cates Trustee		✓					-0-	-0-	-0-	
Edith W. Christian Trustee		✓					-0-	-0-	-0-	
Frances Doss trustee		✓					-0-	-0-	-0-	
Ricky Edgin trustee		✓					-0-	-0-	-0-	
Kate G. Foley trustee		✓					-0-	-0-	-0-	

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
Elaine Gemmell trustee		<input checked="" type="checkbox"/>						-0-	-0-	-0-
P. Glenn Green trustee		<input checked="" type="checkbox"/>						-0-	-0-	-0-
Darryl V. Grennell trustee		<input checked="" type="checkbox"/>						-0-	-0-	-0-
Carol Hobdy trustee		<input checked="" type="checkbox"/>						-0-	-0-	-0-
Alvin Jackson trustee		<input checked="" type="checkbox"/>						-0-	-0-	-0-
Ralph Jennings trustee		<input checked="" type="checkbox"/>						-0-	-0-	-0-
Sherry Jones trustee		<input checked="" type="checkbox"/>						-0-	-0-	-0-
Anne W. S. MacNeil trustee		<input checked="" type="checkbox"/>						-0-	-0-	-0-
Phyllis Mashburn trustee		<input checked="" type="checkbox"/>						-0-	-0-	-0-
Douglas R. Mauro trustee		<input checked="" type="checkbox"/>						-0-	-0-	-0-
Monica Mayo trustee		<input checked="" type="checkbox"/>						-0-	-0-	-0-
Rebecca McGehee trustee		<input checked="" type="checkbox"/>						-0-	-0-	-0-
Frances L Morris trustee		<input checked="" type="checkbox"/>						-0-	-0-	-0-
1b Total								92,209	-0-	24,017

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization ▶ **0**

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		<input checked="" type="checkbox"/>
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual.</i>		<input checked="" type="checkbox"/>
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		<input checked="" type="checkbox"/>

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

(A) Name and business address	(B) Description of services	(C) Compensation
None		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶ **-0-**

Part VIII Statement of Revenue		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a Federated campaigns 1a					
	b Membership dues 1b	49,363				
	c Fundraising events 1c	1,650				
	d Related organizations 1d					
	e Government grants (contributions). 1e	18,520				
	f All other contributions, gifts, grants, and similar amounts not included above 1f	2,500,000				
	g Noncash contributions included in lines 1a-1f: \$	2,500,000				
	h Total. Add lines 1a-1f ▶		2,569,533			
Program Service Revenue	Business Code					
	2a talks, lectures, consulting	541900	925	925		
	b registrations & misc fees	900099	6,052	6,052		
	c					
	d					
	e					
	f All other program service revenue					
g Total. Add lines 2a-2f ▶		6,977				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶		56,799		56,799	
	4 Income from investment of tax-exempt bond proceeds ▶					
	5 Royalties ▶		40,146	40,146		
	6a Gross Rents	(i) Real	1,700			
		(ii) Personal				
		b Less: rental expenses				
		c Rental income or (loss)	1,700			
	d Net rental income or (loss) ▶		1,700		1,700	
	7a Gross amount from sales of assets other than inventory	(i) Securities	591,652	2,500,000		
		(ii) Other				
		b Less: cost or other basis and sales expenses	662,146	2,500,000		
		c Gain or (loss)	(70,494)	-0-		
	d Net gain or (loss) ▶		(70,494)	(70,494)		
	8a Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18 a		1,146			
		b Less: direct expenses b	889			
c Net income or (loss) from fundraising events ▶			257	257		
9a Gross income from gaming activities. See Part IV, line 19 a						
	b Less: direct expenses b					
	c Net income or (loss) from gaming activities ▶					
10a Gross sales of inventory, less returns and allowances a		13,496				
	b Less: cost of goods sold b	12,281				
	c Net income or (loss) from sales of inventory ▶		1,215	1,215		
Miscellaneous Revenue		Business Code				
11a office copier		561439	146		146	
	b					
	c					
	d All other revenue					
	e Total. Add lines 11a-11d ▶		146			
12 Total revenue. See instructions. ▶		2,606,279	(21,899)	-0-	58,645	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	15,690	15,690		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	3,000	3,000		
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	116,226	97,008	13,407	5,811
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	51,615	48,173	-0-	3,442
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	425	410	-0-	15
9 Other employee benefits	10,571	10,209	-0-	362
10 Payroll taxes	11,362	9,870	871	621
11 Fees for services (non-employees):				
a Management				
b Legal	472	472	-0-	-0-
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	17,739	3,746	13,993	-0-
g Other	18,058	17,020	784	254
12 Advertising and promotion				
13 Office expenses	17,999	16,161	1,171	667
14 Information technology				
15 Royalties	9,887	9,887	-0-	-0-
16 Occupancy	44,376	42,352	1,005	1,019
17 Travel	5,437	5,437	-0-	-0-
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	21,484	21,444	40	-0-
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	3,766	3,239	325	202
23 Insurance	20,560	20,104	281	175
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a Misc	773	562	206	5
b Photographs	77	77	-0-	-0-
c Dues, Subscriptions, Books	1,162	882	10	270
d Property Taxes	9,812	9,812	-0-	-0-
e				
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	380,491	335,555	32,093	12,843
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing	1,693	1	-0-
	2 Savings and temporary cash investments	1,153,831	2	1,563,170
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	14,546	4	47,045
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net	-0-	7	1,750,000
	8 Inventories for sale or use	39,491	8	34,706
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 1,045,683		
	b Less: accumulated depreciation	10b 32,890	991,185	10c 1,012,793
	11 Investments—publicly traded securities	1,389,308	11	1,423,818
	12 Investments—other securities. See Part IV, line 11		12	
	13 Investments—program-related. See Part IV, line 11	295,483	13	279,793
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)		3,885,537	16	6,111,325
Liabilities	17 Accounts payable and accrued expenses		17	
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities. Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25			26
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets		27	
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds	3,885,537	32	6,111,325
	33 Total net assets or fund balances	3,885,537	33	6,111,325
34 Total liabilities and net assets/fund balances	3,885,537	34	6,111,325	

Part XI Financial Statements and Reporting

1 Accounting method used to prepare the Form 990: Cash Accrual Other _____

If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.

2a Were the organization's financial statements compiled or reviewed by an independent accountant? . . .

b Were the organization's financial statements audited by an independent accountant?

c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? . . .

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.

d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both:

Separate basis Consolidated basis Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

	Yes	No
2a		✓
2b		✓
2c		
3a		✓
3b		

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2009

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Name of the organization HISTORIC NATCHEZ FOUNDATION	Employer identification number 23 7372767
--	---

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state:
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III—Functionally integrated d Type III—Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)	
(ii) A family member of a person described in (i) above?	11g(ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1–9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	89,474	53,993	83,211	93,704	69,533	389,915
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	89,474	53,993	83,211	93,704	69,533	389,915
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						-0--
6 Public support. Subtract line 5 from line 4.						389,915

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	89,474	53,993	83,211	93,704	69,533	389,915
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	70,979	92,038	97,284	78,963	56,799	396,063
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						785,978
12 Gross receipts from related activities, etc. (see instructions)					12	924,988
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	49.61 %
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	50.87 %
16a 33 1/3 % support test—2009. If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization <input checked="" type="checkbox"/>		
b 33 1/3 % support test—2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)
 (Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%

19a 33 1/3 % support tests—2009. If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and **stop here**. The organization qualifies as a publicly supported organization ▶

b 33 1/3 % support tests—2008. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and **stop here**. The organization qualifies as a publicly supported organization ▶

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instructions.

Unusual Grants and Donations 2006-2009 unusual and unexpected because of the amount

\$15,690	2006	Ferry Family Donation of Historic Textiles and Gilt Portrait Frames--museum objects
\$72,000	2006	Architectural Drawings from the firm of Charles Moroney--archival collection
\$35,000	2006	Ca. 1815 oil portrait of Samuel Brooks (first mayor of Natchez) in period frame--museum object
\$12,440	2007	Shelving, Library Carts, Archival Storage Boxes for Courthouse Records Project--archival collection
\$18,000	2007	Land and 2 Houses at 5-7 Claiborne Street
\$75,000	2008	Courthouse Records Preservation and Database Creation
\$25,000	2008	Natchez Historic Trails Project
\$2,500,000	2009	Historic House, Land, and Personal Property identified as Brandon Hall, 1213 Hwy 61 N., Natchez, MS

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

Attach to Form 990. See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization HISTORIC NATCHEZ FOUNDATION

Employer identification number 23 7372767

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include Total number at end of year, Aggregate contributions to (during year), Aggregate grants from (during year), Aggregate value at end of year, and questions about donor informed status.

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

Table with 2 columns: Description, Held at the End of the Tax Year. Rows include Purpose(s) of conservation easements, Total acreage restricted, Number of conservation easements on a certified historic structure, Number of conservation easements included in (c) acquired after 8/17/06, and various monitoring and reporting questions.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Table with 2 columns: Description, Amount. Rows include questions about reporting works of art, historical treasures, or other similar assets held for public exhibition, education, or research.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3** Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other
- 4** Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.
- 5** During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a** Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b** If "Yes," explain the arrangement in Part XIV and complete the following table:
- | | Amount |
|--|-----------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a** Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b** If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	1,061,965	979,317			
b Contributions					
c Net investment earnings, gains, and losses	(15,898)	94,043			
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses	14,160	11,395			
g End of year balance	1,031,907	1,061,965			

- 2** Provide the estimated percentage of the year end balance held as:
- a Board designated or quasi-endowment ▶ %
 - b Permanent endowment ▶ **100** %
 - c Term endowment ▶ %
- 3a** Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|-----------------------------|--------------------------|-------------------------------------|
| (i) unrelated organizations | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (ii) related organizations | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
- b** If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? Yes No
- 3b** Yes No
- 4** Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Investments—Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	198,837			198,837
b Buildings	795,349			795,349
c Leasehold improvements				
d Equipment		51,497	32,890	18,607
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) ▶ **1,012,793**

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Part II, line 9 The Historic Natchez Foundation has never received a qualified conservation contribution. The easements held by the Foundation were placed by the Foundation on historic properties owned by the Foundation before their resale. Since none of the Foundation's existing easements were received as contributions, the Foundation has never reported the easements that it holds in its revenue and expense statement.

Part III, line 4 The collections of the Historic Natchez Foundation are all related to the history of the Natchez region and fulfill the mission of the Foundation to foster, encourage, and engage in the preservation, restoration, and development of historic or important sites, buildings, and personal property. The mission statement further states that this purpose

Part XIV Supplemental Information *(continued)*

Part III, line 4 (continued from page 4) shall be carried out in every way determined to be feasible, including, if necessary the acquisition of buildings, sites, and other property. The collections, or personal property, that the Foundation owns and seeks to acquire includes primarily archival material, books, fine art, photography, decorative arts, and historical and architectural artifacts.

Part V, line 4 The intended use of the Historic Natchez Foundation's endowment fund is to generate income to provide secure funding for the long-term operation of the Foundation.

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Use Part IV and Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
NONE over \$5,000					

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

Schedule I, Part 1 Line 2 The Historic Natchez Foundation only granted tangible property in 2009. The items donated to the Natchez National Historical Park, National Park Service, are items that were historically associated with the federally owned and operated historic mansion Melrose. The Historic Natchez Foundation has also worked with the National Park Service to acquire and/or process documents related to the history of federally owned properties in Natchez. The Historic Natchez Foundation relies upon the professional curatorial staff of the Natchez National Historical Park to monitor items that have been donated.

In the past and in the future, the Foundation has and will monitor any monetary grants through a process of reimbursing expenses after restoration/rehabilitation work is completed to the Foundation's satisfaction. The Foundation and the grantee outline the scope of work and the professional staff of the Foundation monitors the work to make sure that the project follows the applicable sections of the Department of the Interior's Standards for Rehabilitation.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization

HISTORIC NATCHEZ FOUNDATION

Employer identification number

23

7372767

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

- | | |
|---|---|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment? **4a** ✓
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? **4b** ✓
- c** Participate in, or receive payment from, an equity-based compensation arrangement? **4c** ✓
- If "Yes" to any of lines 4a–c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5–9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization? **5a** ✓
- b** Any related organization? **5b** ✓
- If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization? **6a** ✓
- b** Any related organization? **6b** ✓
- If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III **7** ✓

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III **8** ✓

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? **9**

	Yes	No
1a		
1b		
2		
3		
4a		✓
4b		✓
4c		✓
5a		✓
5b		✓
6a		✓
6b		✓
7		✓
8		✓
9		

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

Area with horizontal dashed lines for supplemental information.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No 1545-0047

2009

**Open To Public
Inspection**

Department of the Treasury
Internal Revenue Service

▶ Complete if the organizations answered "Yes" on Form
990, Part IV, lines 29 or 30.
▶ Attach to Form 990.

Name of the organization

HISTORIC NATCHEZ FOUNDATION

Employer identification number

23 : 7372767

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art—Works of art	✓	1		
2 Art—Historical treasures	✓	1	2,500,000/ see attached	
3 Art—Fractional interests				
4 Books and publications	✓			
5 Clothing and household goods	✓			
6 Cars and other vehicles	✓	1		
7 Boats and planes	✓	1		
8 Intellectual property				
9 Securities—Publicly traded				
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles	✓	1		
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy	✓	1		
22 Historical artifacts	✓	1		
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (.....)				
26 Other ▶ (.....)				
27 Other ▶ (.....)				
28 Other ▶ (.....)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement 29 -0-

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1–28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		✓
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	✓	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		✓
b If "Yes," describe in Part II		
33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II.		

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

33.

In July 2009, the Brandon Hall Foundation ceased operation and transferred all of its assets to the Historic Natchez Foundation. These assets constituted a single donation and all assets were related to a historical treasure, Brandon Hall, an 1856 National Register mansion and its associated 42.58 acres. In addition to the house and its acreage, these assets included works of art, books and publications, vehicles, collectibles, taxidermy, and historical artifacts. The Historic Natchez Foundation decided to sell the mansion and its acreage (1) to protect the value of the donation, which would decline rapidly due to the enormity of costs associated with the ownership of the property, and (2) to protect the property itself, which, due to its isolated location, would benefit from full-time occupancy. The Brandon Hall property is legally protected by a preservation easement held by the Mississippi Department of Archives and History.

The Historic Natchez Foundation hired an MAI appraiser, who appraised the house and land at \$2,400,000, and subsequently sold the property in December 2009. Included in the sale was \$100,000 worth of personal property associated with Brandon Hall, including vehicles, generator, maintenance equipment, landscape ornaments, modern furniture, and other household goods.

Other personal property associated with Brandon Hall was retained by the Historic Natchez Foundation and consists of works of art, collectibles, taxidermy, and historical artifacts. These items were inventoried and added to the museum collection of the Historic Natchez Foundation and placed on loan at Brandon Hall. The Foundation valued these inventoried items at \$935,025 and based the values on a 1987 appraisal of the contents. Due to the economy and the depressed market for antiques, the 1987 appraisal is still valid.

Following accepted museum and archival practices and the recommendations of professional organizations like the American Association of State and Local History and the American Association of Museums, the Historic Natchez Foundation elected in 2009 not to capitalize its collections (SFAS-116), unless an item was acquired specifically for re-sale and to produce income for the organization's charitable works. Prior to making this change in 2009, the Foundation capitalized four (4) collections, which continue to be reflected on Schedule D, Part VIII.

Part I Liquidation, Termination, or Dissolution (continued)

Note. If the organization distributed all of its assets during the tax year, then Form 990, Part X, column (B) should equal -0-.

- 3 Did the organization distribute its assets in accordance with its governing instrument(s)? If "No," describe in Part III
- 4a Did the organization request or receive a letter from the IRS that the organization's exempt status was terminated?
- b If "Yes," provide the date of the letter. Attach a copy of the letter and, if applicable, the organization's request for the letter.
- 5a Is the organization required to notify the attorney general or other appropriate state official of its intent to dissolve, liquidate, or terminate?
- b If "Yes," did the organization provide such notice?
- 6 Did the organization discharge or pay all liabilities in accordance with state laws?
- 7a Did the organization have any tax-exempt bonds outstanding during the year?
- b Did the organization discharge or defease tax-exempt bond liabilities in accordance with the Internal Revenue Code and state laws?
- c If "Yes," describe in Part III how the organization defeased or otherwise settled these liabilities. If "No," explain in Part III.

	Yes	No
3		
4a		
5a		
5b		
6		
7a		
7b		

Part II Sale, Exchange, Disposition, or Other Transfer of More Than 25% of the Organization's Assets. Complete this part if the organization answered "Yes" to Form 990, Part IV, line 32, or Form 990-EZ, line 36. Use Schedule N-1 if additional space is needed.

1	(a) Description of asset(s) distributed or transaction expenses paid	(b) Date of distribution	(c) Fair market value of asset(s) distributed or amount of transaction expenses	(d) Method of determining FMV for asset(s) distributed or transaction expenses	(e) EIN of recipient	(f) Name and address of recipient	(g) IRC section of recipient(s) (if tax-exempt) or type of entity
	Sale of Historic House, Land, and Personal Property identified as Brandon Hall, 1213 Hwy 61N., Natchez, MS	12/17/2009	2,500,000	book value/appraisal		Mr. & Mrs. Ronald Garber, 1213 Hwy 61 North, Natchez, MS 39120	Individual

- 2 Did or will any officer, director, trustee, or key employee of the organization:
 - a Become a director or trustee of a successor or transferee organization?
 - b Become an employee of, or independent contractor for, a successor or transferee organization?
 - c Become a direct or indirect owner of a successor or transferee organization?
 - d Receive, or become entitled to, compensation or other similar payments as a result of the organization's significant disposition of assets?
 - e If the organization answered "Yes" to any of the questions in this line, provide the name of the person involved and explain in Part III.

	Yes	No
2a		✓
2b		✓
2c		✓
2d		✓

Part III **Supplemental Information.** Complete to provide the information required by Part I, lines 2e, 7c; Part II, line 2e; and any additional information.

The Historic Natchez Foundation acquired the historic mansion Brandon Hall and associated, land and personal property from the dissolution of the Brandon Hall Foundation and not as a charitable gift from a donor.

**SCHEDULE O
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.

▶ Attach to Form 990.

OMB No. 1545-0047

2009

**Open to Public
Inspection**

Name of the organization

Employer identification number

HISTORIC NATCHEZ FOUNDATION

23 : 7372767

Part VI, A, line 2

Two trustees, Dennis Switzer (2009 treasurer) and Bill Rush Mosby, are employed by the same CPA firm.

Two trustees, Margaret Perkins (2009 president) and Rene Adams, live together and are employed by the same business.

Three trustees, Glenn Green, Michael Cates, and Pokey O'Beirne, are employed by the same real estate company.

Three trustees, Richard Edgin, Glenn Green, and Michael Cates, are partners in one or more real estate developments.

Part VI, A, line 6

The Historic Natchez Foundation is a membership organization with membership open to the general public

Part VI, A, line 7a--Members elect the Board of Trustees at an annual membership meeting.

Part VI, A, line 7b--a 90% membership vote is required to revise the principal capital account of the Endowment Fund.

Part VI, B, line 11

A copy of Form 990 was reviewed by the treasurer and emailed to all members of the Board of Trustees for review and comment prior to filing the return.

Part VI, B, line 12c

The foundation has an employee manual that addresses general conflicts of interest and conflicts that are specific to museums and non-profit historical organizations. These specific conflicts relate to issues that include ownership of intellectual property, receipt of personal compensation for services provided by the Foundation, and collecting Natchez related archives and artifacts without first offering the material to the foundation. Board members recuse themselves from voting on issues that could be construed as a conflict of interest. The foundation has a conflict of interest policy for members of the Board of Trustees that is based on the sample provided by the internal Revenue Service.

Name of the organization HISTORIC NATCHEZ FOUNDATION	Employer identification number 23 7372767
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Part VI, B, line 15a

The process of determining compensation of the Executive Director does not include a review and approval by independent persons. The full board of trustees makes decisions related to compensation based on comparability data, merit, experience, and the annual budget. The Historic Natchez Foundation is a member organization of both the National Trust for Historic Preservation and the American Association of State and Local History, both of whom periodically undertake compensation surveys for historic preservation organizations, historical societies, and museums. For almost thirty years, the foundation had the same executive director, who generally received either no annual salary increase or a simple cost of living salary adjustment. His salary at retirement was less than the national average for the position and experience. The current executive director was promoted from within the organization and awarded slightly less compensation than the retiring director.

Part VI, B, line 15b

The process of determining compensation of other key employees does not include a review and approval by independent persons. The full board of trustees makes decisions related to compensation based on comparability data, merit, experience, and the annual budget. The Foundation now has only two key employees, the executive director and the financial officer, who has an accounting degree and earns considerably less than the local and national average.

Part VI, C, line 19c

The Historic Natchez Foundation's Form 990, governing documents, financial statements, and conflict of interest policy are available for review and inspection at the headquarters of the Foundation at 108 South Commerce Street, Natchez, MS 39120.

Attachment I, Part IX, Form 990-Functional Expenses
Part IX, Line 1 Grants To Others

Description		
NPS-Ferry Linens		14,890
Auburn-Ferry Linens		800
First Presbyterian Church		3,000
Total		18,690

Part X, Form 990
Assets

Attachment I, Part X, Form 990-Balance Sheet

Part X, Line a,b,c Equipment: Depreciation

Property	Date Acquir	Rate	SL#	\$51,497.37 Basis	\$2,929.70 '09Dep'tion	\$32,890.26 Totl Dep'tion
NewViews Accounting Software	May-90	SL 3yr	3	\$1,000.02		\$1,000.02
Office Partitions	Apr-92	SL 10yr	10	\$3,021.00		\$3,021.00
Slide Projectors	Aug-92	SL 10yr	10	\$1,038.90		\$1,038.90
Office Desks	Sep-92	SL 10yr	10	\$585.00		\$585.00
Dunbar Flinn; map drawers	Sep-94	SL 10yr	10	\$400.00		\$400.00
DeAngelis: shelving	Dec-94	SL 10 yr	10	\$760.00		\$760.00
Office chairs & tables	Jul-95	SL 10yr	10	\$526.64		\$526.64
1 A/C Heating Unit Reception Area Premo Stallone:	Mar-96	SL 10yr	10	\$13,433.85		\$13,433.85
1 Printer HP 8100DN duplexing	Feb-00	SL 10yr	10	\$6,070.79	\$607.08	\$6,020.20
1 Camera Nikon CoolPix 990 Digital	Jun-00	SL 10 yr	10	\$733.95	\$73.40	\$697.30
100 Ki Stack Chairs	Jul 02	SL 10 yr	10	\$1,605.00	\$160.50	\$1,203.75
Canon Shot Digital Camera	Jan 06	SL 5 yr	5	\$313.72	\$62.74	\$250.98
10 Chrome Industrial Shelving-Sams Club	Nov 06	SL 10 yr	10	\$1,357.09	\$135.71	\$418.43
12 Wire Shelving on Wheels 18x48x72,24	Oct 07	SL 10 yr	10	\$2,864.07	286.41	\$620.56
13 Mobile wire shelving 18x48x72	Oct 07	SL 10 yr	10	\$2,741.55	\$274.15	\$594.01
5 Samson File Carts SINC# 357-03	Oct 07	SL 10 yr	10	\$2,080.65	\$208.06	\$450.81
2 4 drawer microfilm cabinets # S4935LG	Oct 07	SL 10 yr	10	\$2,143.16	\$214.31	\$464.35
Talkswitch 848vs Telephone System	Dec 07	SL 10 yr	10	\$4,340.99	\$434.10	\$868.20
10 Chrome Sheet Industrial Shelving-Sams	July 08	SL 10 yr	10	\$1,260.46	\$126.05	\$189.07
New Hard drives (4), Optg Systm, work stations(3)Dell	May-09	SL 10 yr	10	\$4,761.50	\$285.69	\$285.69
Server-Software-Tech Soup	Apri-09	SL 5 yr	5	\$459.03	\$61.50	\$61.50

Part X, Line 10 a, b, c Land, Buildings, & Equipment

	Cost Basis	Accum Depreciatn	Net Value
Natchez Inst. Bldg	619,619		619,619
Ritz Theatre	165,616		165,616
Land & House 927 N. Union	72,069		72,069
Land & House 7 Abbott	23,500		23,500
Land & House 5-7 Claiborne	20,350		20,350
Land & Bldg Wagner's Store	93,032		93,032
Furniture & Equipment (above)	51,497	32,890	18,607
Total	\$1,045,683	32,890	1,012,793

Part X, Line 11 Publicly Traded Securities

Description	# Shares	Net Value
Stocks, Bonds, Preferred Stocks, Equities-Endowment		963,333
Stocks, Bonds, Preferred Stocks, Equities-Masterson Trust		455,399
Stocks: Exxon-Mobil	29.9144	1,078
Stocks: Dupont	43.6796	1,821
Stocks: Procter & Gamble	43.7737	2,187
Total		1,423,818