Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No. 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

G Check all that applies: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
VERLIE P & JOHN L HARPER CHARITABLE TRUST C/O
REGIONS BANK 1312000419

A Employer identification number
30-6046872

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P O BOX 2886

B Telephone number (see page 10 of the instructions)
(205) 391-5728

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

C If exemption application is pending, check here ▶ ☐
D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 3,538,315.

J Accounting method: [X] Cash ☐ Accrual
☐ Other (specify) ______________________
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	344.	344.		STMT 1
	4 Dividends and interest from securities	110,524.	110,524.		STMT 2
	5a Gross rents	3,500.	3,500.	3,500.	
	b Net rental income or (loss) 2,995.				
	6a Net gain or (loss) from sale of assets not on line 10	-20,487.			
	b Gross sales price for all assets on line 6a 38,105.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	15,901.	15,901.	15,901.	STMT 3
	12 **Total.** Add lines 1 through 11	109,782.	130,269.	19,401.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	31,059.	24,847.		6,212.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT 4	239.	NONE	NONE	239.
	b Accounting fees (attach schedule) STMT 5	800.	NONE	NONE	800.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 6	6,107.	369.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 7	2,000.			
	24 **Total operating and administrative expenses.** Add lines 13 through 23	40,205.	25,216.	NONE	7,251.
	25 Contributions, gifts, grants paid	128,469.			128,469.
	26 **Total expenses and disbursements** Add lines 24 and 25	168,674.	25,216.	NONE	135,720.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-58,892.			
	b **Net investment income** (if negative, enter -0-)		105,053.		
	c **Adjusted net income** (if negative, enter -0-)			19,401.	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	149,389.	112,007.	112,007.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less. allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) STMT 8	3,695,394.	1,959,424.	1,739,306.
	c	Investments - corporate bonds (attach schedule) STMT 10		1,428,898.	1,425,971.
	11	Investments - land, buildings, and equipment basis ▶ 59,421. Less accumulated depreciation (attach schedule) ▶		59,421.	59,421.
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 11		286,386.	201,610.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶	59,421.		
	15	Other assets (describe ▶ STMT 12)	825.		
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,905,029.	3,846,136.	3,538,315.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
	27	Capital stock, trust principal, or current funds	3,905,029.	3,846,136.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	3,905,029.	3,846,136.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,905,029.	3,846,136.	

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	3,905,029.
2	Enter amount from Part I, line 27a	2	-58,892.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,846,137.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,846,136.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE PART IV DETAIL			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	-20,487.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	103,293.	3,777,527.	0.02734407987
2007			
2006			
2005			
2004			

2	**Total** of line 1, column (d)	2	0.02734407987
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.02734407987
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,360,104.
5	Multiply line 4 by line 3	5	91,879.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,051.
7	Add lines 5 and 6	7	92,930.
8	Enter qualifying distributions from Part XII, line 4	8	135,720.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	1,051.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	1,051.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	1,051.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 2,870.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	2,870.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,819.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 1,052. **Refunded** ▶	11	767.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 14			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SEE STATEMENT 15 Telephone no. ▶

Located at ▶ ZIP + 4 ▶

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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? ☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No

(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No

b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? **1b** No: X

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

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? **1c** No: X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No

If "Yes," list the years ▶ , , ,

b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions.) **2b** No: X

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.

▶ , , ,

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

b If "Yes," did it have excess business holdings in 2009 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 2009.)* **3b**

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? **4a** No: X

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? **4b** No: X

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		5b	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		31,059.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over $50,000 ▶ NONE

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,021,134.
b	Average of monthly cash balances	1b	93,189.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	296,950.
d	**Total** (add lines 1a, b, and c)	1d	3,411,273.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	3,411,273.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	51,169.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,360,104.
6	**Minimum investment return.** Enter 5% of line 5	6	168,005.

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	168,005.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,051.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,051.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	166,954.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	166,954.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	166,954.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	135,720.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	135,720.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	1,051.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	134,669.

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

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				166,954.
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only			82,715.	
b	Total for prior years 20 07 ,20 ___ ,20 ___		NONE		
3	Excess distributions carryover, if any, to 2009.				
a	From 2004 NONE				
b	From 2005 NONE				
c	From 2006 NONE				
d	From 2007 NONE				
e	From 2008 NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 135,720.				
a	Applied to 2008, but not more than line 2a			82,715.	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d	Applied to 2009 distributable amount				53,005.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e	Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				113,949.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9:				
a	Excess from 2005 NONE				
b	Excess from 2006 NONE				
c	Excess from 2007 NONE				
d	Excess from 2008 NONE				
e	Excess from 2009 NONE				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a b or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 17				
Total . . . . ▶ **3a**				128,469.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	344.	
4 Dividends and interest from securities			14	110,524.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			15	18,896.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-20,487.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				109,277.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 109,277.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
5B	
5B	

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

			Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Julie S Chmka 05/07/2010 TRUST OFFICER

Signature of officer or trustee REGIONS BANK, TRUSTEE Date Title

Paid Preparer's Use Only

Preparer's signature | Date | Check if self-employed ☐ | Preparer's identifying number (See **Signature** on page 30 of the instructions)

Firm's name (or yours if self-employed), address, and ZIP code | EIN | Phone no.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					932.	
		300. GENENTECH INC COM NEW PROPERTY TYPE: SECURITIES					08/08/2008	03/11/2009
27,732.00		29,033.00					-1,301.00	
		1000. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES					08/08/2008	03/12/2009
9,441.00		29,559.00					-20,118.00	
TOTAL GAIN(LOSS)							-20,487.	

9E7000 1.000

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
VERLIE P & JOHN L HARPER CHARITABLE TRUST C/O	30-6046872

DESCRIPTION OF PROPERTY

100.00 % INTEREST IN TUSCALOOSA COUNTY

☐ Yes ☐ No Did you actively participate in the operation of the activity during the tax year?

RENTAL INCOME		3,500.	
OTHER INCOME			
TOTAL GROSS INCOME			3,500.
OTHER EXPENSES:			
INSURANCE		125.	
TAXES		368.	
OTHER EXPENSES		12.	
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			505.
TOTAL RENT OR ROYALTY INCOME (LOSS)			2,995.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			2,995.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE
======================================

OTHER DEDUCTIONS

OTHER RENTAL EXPENSES	12.

	12.
	==========

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
VERLIE P & JOHN L HARPER CHARITABLE TRUST C/O	30-6046872

DESCRIPTION OF PROPERTY

100.00 % INTEREST IN TUSCALOOSA COUNTY

	Yes		No	Did you actively participate in the operation of the activity during the tax year?

ROYALTY HAVING NO DEPLETION		15,901.	
OTHER INCOME			
TOTAL GROSS INCOME			15,901.
OTHER EXPENSES:			
OTHER EXPENSES		1,495.	
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			1,495.
TOTAL RENT OR ROYALTY INCOME (LOSS)			14,406.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			14,406.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des.	(e) Bus. %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER DEDUCTIONS

PRODUCTION TAXES	759.
OTHER ROYALTY EXPENSES	736.
	1,495.

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INTEREST		344.	344.
	TOTAL	344.	344.

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS		110,524.	110,524.
	TOTAL	110,524.	110,524.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
ROYALTY INCOME		15,901.	15,901.	15,901.
	TOTALS	15,901.	15,901.	15,901.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEE		239.			239.
	TOTALS	239.	NONE	NONE	239.

FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	60.	60.
FEDERAL TAX PAYMENT - PRIOR YE	2,868.	
FEDERAL ESTIMATES - PRINCIPAL	2,870.	
FOREIGN TAXES ON QUALIFIED FOR	309.	309.
TOTALS	6,107.	369.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
RENT AND ROYALTY EXPENSES		2,000.
	TOTALS	2,000.

VERLIE P & JOHN L HARPER CHARITABLE TRUST C/O 30-6046872

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AT&T	27,718.	25,227.
ABBOTT LABS	29,459.	26,995.
AETNA	26,462.	19,020.
AIR PRODS & CHEMS	26,813.	24,318.
ALLERGAN	27,598.	31,505.
AMERICAN EXPRESS	29,623.	32,416.
BANK OF NEW YORK MELLON	29,623.	22,376.
CVS	30,703.	25,768.
CHEVRON	25,196.	23,097.
CISCO	28,966.	28,728.
CITRIX	27,334.	37,449.
DARDEN RESTAURANTS	27,759.	28,056.
DELL	28,026.	15,796.
DEVON ENERGY	27,527.	22,050.
E M C CORP	29,780.	34,940.
EATON	28,897.	25,448.
EMERSON ELECTRIC	29,650.	25,560.
EXELON	29,717.	19,548.
EXXON MOBIL	31,275.	27,276.
GENERAL DYNAMICS	27,776.	20,451.
GOLDMAN SACHS	35,103.	33,768.
HALLIBURTON	25,877.	18,054.
INTEL	28,870.	24,480.
J P MORGAN CHASE	28,622.	29,169.
JOHNSON & JOHNSON	28,631.	25,764.
JUNIPER NETWORKS	29,148.	29,337.
LOWES	28,665.	30,407.
MICROSOFT	28,028.	30,480.
NORFOLK	29,257.	20,968.

VERLIE P & JOHN L HARPER CHARITABLE TRUST C/O 30-6046872

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ORACLE	27,922.	29,436.
PEPSICO	27,543.	24,320.
PHILIP MORRIS INTL	9,388.	13,204.
PROCTOR & GAMBLE	27,632.	24,252.
PRUDENTIAL FINANCIAL	30,102.	19,904.
QUALCOMM	27,249.	23,130.
SCHLUMBERGER	27,868.	19,527.
STRYKER	26,614.	20,148.
SYSCO	29,338.	27,940.
3M	29,395.	33,068.
TIFFANY & CO	28,375.	30,100.
TRAVELERS	30,810.	34,902.
UNITED TECHNOLOGIES	26,503.	27,764.
VERIZON COMM	27,335.	26,504.
VULCAN	27,341.	21,068.
WAL MART	28,984.	26,725.
WALGREENS	29,175.	29,376.
WELLS FARGO	29,518.	26,990.
XTO ENERGY	26,458.	27,918.
FEDERATED KAUFMAN SMALL CAP	116,687.	100,365.
ISHARES RUSSELL 1000 VALUE	110,784.	91,840.
PIONEER MID CAP VALUE #0710	118,859.	97,570.
PIONEER SELECT MID CAP GROWTH	121,504.	107,022.
PIONEER GROWTH OPP #760	141,937.	97,782.
TOTALS	1,959,424.	1,739,306.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PIMCO FOREIGN BOND #103	138,665.	138,113.
PIONEER BOND FD #0703	1,074,951.	1,069,856.
VANGUARD S/T BOND INDEX	215,282.	218,002.
TOTALS	1,428,898.	1,425,971.

VERLIE P & JOHN L HARPER CHARITABLE TRUST C/O 30-6046872

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
TEVA PHARMASEUTICAL	C	27,694.	36,236.
FIDELITY ADVISOR DIVERS #734	C	257,867.	164,924.
TUSCALOOSA CTY LEASES	C	825.	450.
TOTALS		286,386.	201,610.

VERLIE P & JOHN L HARPER CHARITABLE TRUST C/O 30-6046872

FORM 990PF, PART II - OTHER ASSETS
==================================

DESCRIPTION
TUSCALOOOSA CTY, AL OIL & GAS
TOTALS

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

DESCRIPTION		AMOUNT
ROUNDING ADJUSTMENT		1.
	TOTAL	1.

STATE(S) WHERE THE FOUNDATION IS REGISTERED

AL

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
===

NAME: REGIONS BANK
TRUST DEPARTMENT
ADDRESS: 1901 6TH AVENUE NORTH
BIRMINGHAM, AL 35203

TELEPHONE NUMBER: (205)391-5728

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

OFFICER NAME:
REGIONS BANK
ADDRESS:
1901 6TH AVENUE NORTH
BIRMINGHAM, AL 35203
TITLE:
Trustee
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 31,059.

TOTAL COMPENSATION: 31,059.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
JENNINGS CHAPEL UMC LIVING MEMORIAL
C/O W. F. CAMP, TREASURER
ADDRESS:
4001 70TH AVE.
NORTHPORT, AL 35473
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF RECIPIENT'S FUNCTIONS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 42,823.

RECIPIENT NAME:
JENNINGS CHAPEL UNITED METHODIST
ADDRESS:
CHURCH LIVING MEMORIAL FUND
NORTHPORT, AL 35473
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF RECIPIENT'S FUNCTIONS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 42,823.

RECIPIENT NAME:
REHOBETH METHODIST CHURCH
ATTN: MR. JAMES A. SHELTON
ADDRESS:
RT 1, BOX 118
EQUALITY, AL 36026
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF RECEIPIENT'S FUNCTIONS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 42,823.

TOTAL GRANTS PAID: 128,469.

VERLIE P & JOHN L HARPER CHARITABLE TRUST C/O 30-6046872

RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
100.00 % INTEREST IN	3,500.		505.	2,995.
100.00 % INTEREST IN	15,901.		1,495.	14,406.
TOTALS	19,401.		2,000.	17,401.

VERLIE P & JOHN L HARPER CHARITABLE TRUST C/O 30-6046872

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
300. GENENTECH INC COM NEW	08/08/2008	03/11/2009	27,732.00	29,033.00	-1,301.00
1000. GENERAL ELEC CO COM	08/08/2008	03/12/2009	9,441.00	29,559.00	-20,118.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			37,173.00	58,592.00	-21,419.00
Totals			37,173.00	58,592.00	-21,419.00

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9F0971 2 000

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS		
15% RATE CAPITAL GAIN DIVIDENDS		
LONG-TERM 15% CAPITAL GAIN DIVIDENDS	932.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		932.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		932.00

REGIONS MORGAN KEEGAN

REGIONS BANK
Asset Details

Run on 5/7/2010 11:26:47 AM
As of 12/31/2009
Combined Portfolios
Settlement Date Basis

Account: 1312000419
AS TRUSTEE OF THE VERLIE P. AND JOHN LEWIS HARPER CHAITABLE TRUST

Administrator: W. W. WALKER, JR @ 205-391-5728
Investment Officer: RHETT H. COOPER @ 205-391-5731
Investment Authority: Sole
Investment Objective: INCOME WITH MOD GROWTH (40E/60F)
Lot Select Method: LTHC
Sort By: CUSIP

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value	Unrealized Gain/Loss	% of Portfolio	Est. Income	Yield	Pı
	CASH									0.00	
T	00206R102 AT&T INC	900 000000	28.030	27,718.38	27,718.38	25,227	2,491-	0.67	1,512	5.99	12/31
ABT	002824100 ABBOTT LABS	500.000000	53.990	29,459.11	29,459.11	26,995	2,464-	0.72	800	2.96	12/31
AET	00817Y108 AETNA INC	600.000000	31.700	26,461.68	26,461.68	19,020	7,442-	0.50	24	0.13	12/31
APD	009158106 AIR PRODS & CHEMS INC	300.000000	81.060	26,812.92	26,812.92	24,318	2,495-	0.64	540	2 22	12/31
AGN	018490102 ALLERGAN INC	500.000000	63.010	27,598.20	27,598.20	31,505	3,907	0.83	100	0.32	12/31
AXP	025816109 AMERICAN EXPRESS CO	800.000000	40.520	29,622.56	29,622.56	32,416	2,793	0.86	576	1.78	12/31
BK	064058100 BANK OF NEW YORK MELLON CORP	800.000000	27.970	29,622.88	29,622.88	22,376	7,247-	0.59	288	1.29	12/31
CVS	126650100 CVS/CAREMARK CORPORATION	800.000000	32 210	30,702.56	30,702.56	25,768	4,935-	0.68	244	0.95	12/31
CVX	166764100 CHEVRON CORP	300.000000	76.990	25,195.92	25,195.92	23,097	2,099-	0.61	816	3.53	12/31
CSCO	17275R102 CISCO SYSTEMS INC	1,200.000000	23.940	28,965.84	28,965.84	28,728	238-	0.76		0.00	12/31
CTXS	177376100 CITRIX SYSTEM INC	900.000000	41.610	27,334.44	27,334.44	37,449	10,115	0.99		0.00	12/31
DRI	237194105 DARDEN RESTAURANTS INC	800.000000	35.070	27,758.56	27,758.56	28,056	297	0.74	800	2 85	12/31
DELL	24702R101	1,100.000000	14.360	28,026.02	28,026.02	15,796	12,230-	0.42		0.00	12/31

	DELL INC										
DVN	25179M103 DEVON ENERGY CORP	300.000000	73.500	27,526.68	27,526.68	22,050	5,477-	0.58	192	0.87	12/31
EMC	268648102 E M C CORP MASS	2,000.000000	17.470	29,780.00	29,780.00	34,940	5,160	0.93		0.00	12/31
ETN	278058102 EATON CORP	400.000000	63.620	28,897.12	28,897.12	25,448	3,449-	0.67	800	3 14	12/31
EMR	291011104 EMERSON ELECTRIC CO	600.000000	42.600	29,649.84	29,649.84	25,560	4,090-	0.68	804	3.15	12/31
EXC	30161N101 EXELON CORP	400.000000	48.870	29,717.12	29,717.12	19,548	10,169-	0.52	840	4.30	12/31
XOM	30231G102 EXXON MOBIL CORP	400.000000	68.190	31,275.28	31,275.28	27,276	3,999-	0.72	672	2.46	12/31
FKASX	314172636 FEDERATED KAUFMAN SMALL CAP FUND A	5,043.484000	19.900	116,686.91	116,686.91	100,365	16,322-	2.66		0.00	12/31
FDVIX	315920686 FIDELITY ADVISOR DIVERSIFIED INTL FUND #734	10,972.987000	15.030	257,866.93	257,866.93	164,924	92,943-	4.37	2,535	1.54	12/31
GD	369550108 GENERAL DYNAMICS CORP	300.000000	68.170	27,776.46	27,776.46	20,451	7,325-	0.54	456	2.23	12/31
GS	38141G104 GOLDMAN SACHS GROUP INC	200 000000	168.840	35,102.76	35,102.76	33,768	1,335-	0.89	280	0.83	12/31
HAL	406216101 HALLIBURTON CO	600.000000	30.090	25,876.92	25,876.92	18,054	7,823-	0.48	216	1.20	12/31
INTC	458140100 INTEL CORP	1,200.000000	20.400	28,869.84	28,869.84	24,480	4,390-	0.65	672	2.75	12/31
IWD	464287598 ISHARES RUSSELL 1000 VALUE	1,600.000000	57.400	110,784.00	110,784.00	91,840	18,944-	2 43	2,245	2 44	12/31
JPM	46625H100 J P MORGAN CHASE & CO	700.000000	41.670	28,621.74	28,621.74	29,169	547	0.77	140	0.48	12/31
JNJ	478160104 JOHNSON & JOHNSON	400.000000	64 410	28,630.56	28,630.56	25,764	2,867-	0.68	784	3.04	12/31
JNPR	48203R104 JUNIPER NETWORKS INC	1,100.000000	26.670	29,148.02	29,148.02	29,337	189	0.78		0.00	12/31
LOW	548661107 LOWE'S COMPANIES INC	1,300.000000	23.390	28,665.00	28,665.00	30,407	1,742	0.81	468	1.54	12/31

MSFT	594918104 MICROSOFT CORP	1,000.000000	30.480	28,028.20	28,028.20	30,480	2,452	0.81	520	1.71	12/31
NSC	655844108 NORFOLK SOUTHERN CORP	400 000000	52.420	29,257.12	29,257.12	20,968	8,289-	0.56	544	2.59	12/31
ORCL	68389X105 ORACLE CORPORATION	1,200 000000	24.530	27,921.84	27,921.84	29,436	1,514	0 78	240	0.82	12/31
PFORX	693390882 PIMCO FOREIGN BOND U.S. DOLLAR HEDGED #103	13,811.297000	10.000	138,665.42	138,665.42	138,113	552-	3.66	5,386	3.90	12/31
PEP	713448108 PEPSICO INC	400.000000	60.800	27,543.28	27,543.28	24,320	3,223-	0.64	720	2.96	12/31
PM	718172109 PHILIP MORRIS INTERNATIONAL INC	274.000000	48.190	9,388.04	9,388.04	13,204	3,816	0.35	636	4.81	12/31
PICYX	723622403 PIONEER BOND FUND CLASS Y FD #0703	118,346.954000	9.040	1,074,950.82	1,074,950.82	1,069,856	5,094-	28.34	68,405	6.39	12/31
PYCGX	72375Q405 PIONEER MID CAP VALUE FUND CLASS Y FD #0710	5,184 397000	18.820	118,858.69	118,858.69	97,570	21,288-	2.58	1,021	1 05	12/31
PMTYX	72387T793 PIONEER SELECT MID CAP GROWTH Y	7,163.479000	14.940	121,504.45	121,504.45	107,022	14,482-	2.84		0.00	12/31
GROYX	72387W762 PIONEER GROWTH OPPORTUNITIES FD CL Y #760	4,180.497000	23.390	141,937.36	141,937.36	97,782	44,156-	2.59		0.00	12/31
PG	742718109 PROCTER & GAMBLE CO	400.000000	60.630	27,632.00	27,632.00	24,252	3,380-	0.64	704	2.90	12/31
PRU	744320102 PRUDENTIAL FINANCIAL INC	400 000000	49.760	30,101.84	30,101.84	19,904	10,198-	0.53	280	1.41	12/31
QCOM	747525103 QUALCOMM INC	500.000000	46.260	27,249.25	27,249.25	23,130	4,119-	0.61	340	1.47	12/31
SLB	806857108 SCHLUMBERGER LTD	300.000000	65.090	27,867.83	27,867.83	19,527	8,341-	0.52	252	1.29	12/31
SYK	863667101 STRYKER CORP	400.000000	50.370	26,613.84	26,613.84	20,148	6,466-	0.53	240	1.19	12/31
SYY	871829107 SYSCO CORP	1,000 000000	27.940	29,338.20	29,338.20	27,940	1,398-	0.74	1,000	3.58	12/31
TEVA	881624209	645.000000	56.180	27,693.53	27,693.53	36,236	8,543	0.96	311	0.86	12/31

	TEVA PHARMACEUTICAL INDS SPONS ADR ONE ADR REPRS ONE ORD SHARE										
MMM	88579Y101 3M CO	400.000000	82.670	29,395.36	29,395.36	33,068	3,673	0.88	816	2.47	12/31
TIF	886547108 TIFFANY & CO	700.000000	43.000	28,375.48	28,375.48	30,100	1,725	0.80	476	1.58	12/31
TRV	89417E109 TRAVELERS COMPANIES, INC.	700.000000	49.860	30,810.22	30,810.22	34,902	4,092	0.92	924	2.65	12/31
UTX	913017109 UNITED TECHNOLOGIES CORP	400.000000	69.410	26,503.28	26,503.28	27,764	1,261	0.74	616	2.22	12/31
VBSSX	921937850 VANGUARD S/T BOND INDEX-SIG	20,921.511000	10.420	215,282.35	215,282.35	218,002	2,720	5.78	6,486	2.98	12/31
VZ	92343V104 VERIZON COMMUNICATIONS	800.000000	33.130	27,334.56	27,334.56	26,504	831-	0.70	1,520	5.73	12/31
VMC	929160109 VULCAN MATERIALS CO	400 000000	52.670	27,341.12	27,341.12	21,068	6,273-	0.56	400	1.90	12/31
WMT	931142103 WAL MART STORES INC	500.000000	53.450	28,984.11	28,984.11	26,725	2,259-	0.71	545	2.04	12/31
WAG	931422109 WALGREEN CO	800.000000	36.720	29,174.56	29,174.56	29,376	201	0.78	440	1 50	12/31
WFC	949746101 WELLS FARGO & CO	1,000.000000	26.990	29,518.20	29,518.20	26,990	2,528-	0 71	200	0.74	12/31
XTO	98385X106 XTO ENERGY CORP	600.000000	46.530	26,457.84	26,457.84	27,918	1,460	0.74	300	1.07	12/31
	999990146 REGIONS TRUST MONEY MARKET DEPOSIT ACCOUNT OFV 1,000,000-	112,007.300000	1.000	112,007.30	112,007.30	112,007		2.97	34	0.03	01/01
	NR4295008 TUSCALOOSA COUNTY ALABAMA 156 ACRES TIMBERLAND	1.000000	296,500.000	59,420.00	59,420.00	296,500	237,080	7.85		0.00	01/01
	NR4982134 MINERAL AUDIT ASSET	1.000000	10.000	1.00	1.00	10	9			0.00	11/14
	OG3334009 TUSCALOOSA	1.000000	450.000	825.00	825.00	450	375-	0.01		0.00	01/01

COUNTY ALABAMA
OIL AND GAS
LEASES

Total Portfolio	3,846,136.34	3,846,136.34	3,775,406	70,730-	100.00	110,159	2.92

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