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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

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 apply:  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 <b>THOMAS A. ROCHE CHARITABLE T/U/W 8311000771</b>		A Employer identification number <b>37-6294556</b>
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) <b>(251) 690-1024</b>
	P O BOX 2886		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
	City or town, state, and ZIP code <b>MOBILE, AL 36652-2886</b>		
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 1,029,928.</b> J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments	37.	37.		STMT 1
4	Dividends and interest from securities	15,922.	15,721.		STMT 2
5a	Gross rents	17,258.	17,258.		
b	Net rental income or (loss)	14,926			
6a	Net gain or (loss) from sale of assets not on line 10	22,150.			
b	Gross sales price for all assets on line 6a	224,727.			
7	Capital gain net income (from Part IV, line 2)		22,150.		
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)	3,984.			STMT 3
12	Total. Add lines 1 through 11	59,351.	55,166.		
13	Compensation of officers, directors, trustees, etc.	9,025.	7,220.		1,805.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 4	1,200.	500.	NONE	700.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) STMT 5	1,257.	52.		
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 6	2,347.	2,332.		15.
24	Total operating and administrative expenses. Add lines 13 through 23	13,829.	10,104.	NONE	2,520.
25	Contributions, gifts, grants paid	17,936.			17,936.
26	Total expenses and disbursements. Add lines 24 and 25	31,765.	10,104.	NONE	20,456.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	27,586.			
b	Net investment income (if negative, enter -0-)		45,062.		
c	Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

Form 990-PF (2009)

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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	11,585.	24,921.	24,921.
	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 7	435,366.	449,626.	472,864.
	c	Investments - corporate bonds (attach schedule) STMT 11	50,051.	50,051.	52,143.
	11	Investments - land, buildings, and equipment: basis	140,400.		
	Less accumulated depreciation (attach schedule)	140,400.	140,400.	480,000.	
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
14	Land, buildings, and equipment: basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I)	637,402.	664,998.	1,029,928.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
23	<b>Total liabilities</b> (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	637,402.	664,998.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions)	637,402.	664,998.		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)	637,402.	664,998.		

**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	637,402.
2	Enter amount from Part I, line 27a	2	27,586.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 12	3	10.
4	Add lines 1, 2, and 3	4	664,998.
5	Decreases not included in line 2 (itemize)	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6	664,998.

**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.)

<b>1a</b> SEE PART IV DETAIL		
<b>b</b>		
<b>c</b>		
<b>d</b>		
<b>e</b>		

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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

(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any
<b>a</b>		
<b>b</b>		
<b>c</b>		
<b>d</b>		
<b>e</b>		

<b>2</b> 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 }	<b>2</b>	22,150.
<b>3</b> 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. . . . .		<b>3</b>	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? . . . .  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years 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	41,556.	829,207.	0.05011535117
2007	24,111.	885,740.	0.02722130648
2006			
2005			
2004			

<b>2</b> Total of line 1, column (d) . . . . .	<b>2</b>	0.07733665765
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . .	<b>3</b>	0.03866832883
<b>4</b> Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . . . .	<b>4</b>	883,375.
<b>5</b> Multiply line 4 by line 3 . . . . .	<b>5</b>	34,159.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .	<b>6</b>	451.
<b>7</b> Add lines 5 and 6 . . . . .	<b>7</b>	34,610.
<b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . . 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.	<b>8</b>	20,456.

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

Table with 11 rows and 2 columns. Row 1: Exempt operating foundations... 901. Row 2: Tax under section 511... 2. Row 3: Add lines 1 and 2... 901. Row 4: Subtitle A (income) tax... 1,806. Row 5: Tax based on investment income... 5. Row 6: Credits/Payments: 6a 488, 6b NONE, 6c NONE, 6d. Row 7: Total credits and payments... 488. Row 8: Enter any penalty... 8. Row 9: Tax due... 9. Row 10: Overpayment... 488. Row 11: Enter the amount of line 10 to be Credited to 2010 estimated tax... NONE Refunded 488.

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns (Yes, No). Row 1a: Did the foundation attempt to influence any national, state, or local legislation... No X. Row 1b: Did it spend more than \$100 during the year... No X. Row 1c: Did the foundation file Form 1120-POL for this year? No X. Row 2: Has the foundation engaged in any activities that have not previously been reported to the IRS? No X. Row 3: Has the foundation made any changes, not previously reported to the IRS... No X. Row 4a: Did the foundation have unrelated business gross income of \$1,000 or more during the year? No X. Row 4b: If "Yes," has it filed a tax return on Form 990-T for this year? No. Row 5: Was there a liquidation, termination, dissolution, or substantial contraction during the year? No X. Row 6: Are the requirements of section 508(e) satisfied either: By language in the governing instrument, or By state legislation... Yes X. Row 7: Did the foundation have at least \$5,000 in assets at any time during the year? Yes X. Row 8a: Enter the states to which the foundation reports or with which it is registered... STMT 13. Row 8b: If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General... Yes X. Row 9: Is the foundation claiming status as a private operating foundation... No X. Row 10: Did any persons become substantial contributors during the tax year? No X.

\* Refund has already been received

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address <input type="checkbox"/> N/A			
14 The books are in care of <input type="checkbox"/> REGIONS BANK TRUST DEPARTMENT Telephone no <input type="checkbox"/> (251) 690-1024			
Located at <input type="checkbox"/> 11 NORTH WATER STREET, 25TH FLOOR, MOBILE, AL ZIP + 4 <input type="checkbox"/> 36602			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 15			

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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	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	X



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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
-----		
-----		
-----		
-----		

**Total number of others receiving over \$50,000 for professional services** . . . . . **NONE**

**Part IX-A Summary of Direct Charitable Activities**

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

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

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

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	896,827.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	NONE
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	896,827.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	896,827.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	13,452.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	883,375.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	44,169.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	44,169.
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	
<b>b</b>	Income tax for 2009. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	44,169.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	44,169.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	44,169.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	20,456.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	20,456.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	20,456.

**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
<b>1</b> Distributable amount for 2009 from Part XI, line 7				44,169.
<b>2</b> Undistributed income, if any, as of the end of 2009.				
<b>a</b> Enter amount for 2008 only				
<b>b</b> Total for prior years 20 <u>07</u> , 20 <u>20</u>				
<b>3</b> Excess distributions carryover, if any, to 2009.				
<b>a</b> From 2004				
<b>b</b> From 2005	NONE		19,594.	
<b>c</b> From 2006	NONE			
<b>d</b> From 2007	NONE			
<b>e</b> From 2008	NONE			
<b>f</b> Total of lines 3a through e	NONE			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4. ▶ \$ <u>20,456.</u>				
<b>a</b> Applied to 2008, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
<b>c</b> Treated as distributions out of corpus (Election required - see page 26 of the instructions)			19,594.	
<b>d</b> Applied to 2009 distributable amount				
<b>e</b> Remaining amount distributed out of corpus	NONE			
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			862.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				NONE
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b				
<b>c</b> 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.				
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions				
<b>e</b> Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
<b>f</b> Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010.				
<b>7</b> 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)				
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				43,307.
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2005				
<b>b</b> Excess from 2006	NONE			
<b>c</b> Excess from 2007	NONE			
<b>d</b> Excess from 2008	NONE			
<b>e</b> Excess from 2009	NONE			

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

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

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see 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  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 <i>Paid during the year</i>  SEE STATEMENT 18				
<b>Total . . . . .</b>				<b>17,936.</b>
b <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>3b</b>

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Gain or loss from sales, and Subtotal.

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

Table with 2 columns: 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.

NOT APPLICABLE



**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					306.	
642.00		25. AT&T INC PROPERTY TYPE: SECURITIES 884.00				P	01/23/2008	10/30/2009
							-242.00	
1,266.00		25. ABBOTT LABS W/RIGHTS ATTACHED EXP 11 PROPERTY TYPE: SECURITIES 999.00				P	10/01/2003	10/30/2009
							267.00	
2,437.00		100. AETNA U S HEALTHCARE INC PROPERTY TYPE: SECURITIES 5,420.00				P	01/23/2008	07/02/2009
							-2,983.00	
1,930.00		25. AIR PRODS & CHEMICALS INC COM W/ RTS PROPERTY TYPE: SECURITIES 2,169.00				P	01/23/2008	10/30/2009
							-239.00	
2,814.00		50. ALLERGAN INC PROPERTY TYPE: SECURITIES 2,923.00				P	07/27/2007	10/30/2009
							-109.00	
874.00		25. AMERICAN EXPRESS CO PROPERTY TYPE: SECURITIES 498.00				P	01/08/2009	10/30/2009
							376.00	
3,496.00		100. AMERICAN EXPRESS CO PROPERTY TYPE: SECURITIES 5,661.00				P	03/01/2007	10/30/2009
							-2,165.00	
1,342.00		50. BANK OF NEW YORK MELLON CORP PROPERTY TYPE: SECURITIES 2,256.00				P	01/23/2008	10/30/2009
							-914.00	
1,313.00		50. BANK OF NEW YORK MELLON CORP PROPERTY TYPE: SECURITIES 1,321.00				P	01/08/2009	11/20/2009
							-8.00	
1,313.00		50. BANK OF NEW YORK MELLON CORP PROPERTY TYPE: SECURITIES 2,256.00				P	01/23/2008	11/20/2009
							-943.00	

**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)	
960.00		745.00				P	01/29/2009	10/30/2009
							215.00	
893.00		922.00				P	01/23/2008	10/30/2009
							-29.00	
1,141.00		1,009.00				P	10/01/2003	10/30/2009
							132.00	
3,689.00		3,191.00				P	03/01/2007	10/30/2009
							498.00	
690.00		382.00				P	11/24/2008	01/08/2009
							308.00	
761.00		382.00				P	11/24/2008	10/30/2009
							379.00	
1,372.00		1,120.00				P	01/08/2009	10/30/2009
							252.00	
1,649.00		985.00				P	11/24/2008	10/30/2009
							664.00	
1,510.00		2,353.00				P	06/18/2008	10/30/2009
							-843.00	
1,927.00		1,859.00				P	11/02/2009	12/29/2009
							68.00	
11,683.00		2,125.00				P	03/17/1994	01/08/2009
							9,558.00	

**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)	
11,256.00		749.918 9,104.00				P	11/24/2008	01/08/2009
							2,152.00	
20,269.00		1725. 19,458.00				P	12/01/2004	12/29/2009
							811.00	
12,727.00		1027.171 11,946.00				P	11/24/2008	01/08/2009
							781.00	
3,147.00		75. 4,030.00				P	01/08/2009	11/19/2009
							-883.00	
4,653.00		50. 4,029.00				P	01/08/2009	03/11/2009
							624.00	
4,033.00		75. 4,015.00				P	01/08/2009	05/07/2009
							18.00	
2,383.00		184. 4,473.00				P	03/07/2003	01/29/2009
							-2,090.00	
4,294.00		25. 1,650.00				P	11/24/2008	10/30/2009
							2,644.00	
2,192.00		75. 3,591.00				P	05/08/2008	10/30/2009
							-1,399.00	
471.00		25. 713.00				P	10/01/2003	10/30/2009
							-242.00	
10,996.00		225. 10,161.00				P	11/24/2008	01/08/2009
							835.00	

**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)	
2,106.00		50. JP MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 1,331.00				P	01/08/2009	10/30/2009 775.00
1,474.00		25. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES 1,591.00				P	01/23/2008	10/30/2009 -117.00
1,908.00		75. JUNIPER NETWORKS PROPERTY TYPE: SECURITIES 1,253.00				P	01/08/2009	10/30/2009 655.00
2,949.00		150. LOWES CO PROPERTY TYPE: SECURITIES 2,836.00				P	11/24/2008	01/29/2009 113.00
11,325.00		810.667 MFS RESH INTL FD CL I PROPERTY TYPE: SECURITIES 9,120.00				P	01/08/2009	11/02/2009 2,205.00
2,776.00		100. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 2,364.00				P	03/07/2003	10/30/2009 412.00
1,164.00		25. NORFOLK SOUTHN CORP COM W/RIGHTS ATT PROPERTY TYPE: SECURITIES 1,553.00				P	05/08/2008	10/30/2009 -389.00
1,578.00		75. ORACLE CORPORATION COM PROPERTY TYPE: SECURITIES 871.00				P	10/01/2003	10/30/2009 707.00
1,514.00		25. PEPSICO INC COM PROPERTY TYPE: SECURITIES 471.00				P	01/22/1993	10/30/2009 1,043.00
12,810.00		720.87 PIONEER MID CAP VALUE FUND CLASS PROPERTY TYPE: SECURITIES 9,856.00				P	11/24/2008	11/02/2009 2,954.00
6,194.00		403.019 PIONEER SMALL CAP VALUE FUND CLA PROPERTY TYPE: SECURITIES 5,340.00				P	11/24/2008	01/08/2009 854.00

**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)	
6,422.00		309.173 PIONEER SMALL CAP GROWTH FUND CL PROPERTY TYPE: SECURITIES 5,460.00				P	01/08/2009	11/02/2009 962.00
13,450.00		1000. PIONEER SELECT MID CAP GROWTH Y PROPERTY TYPE: SECURITIES 8,800.00				P	11/24/2008	11/02/2009 4,650.00
5,407.00		255.906 PIONEER GROWTH OPPORTUNITIES FD PROPERTY TYPE: SECURITIES 3,975.00				P	11/24/2008	11/02/2009 1,432.00
799.00		25. PRUDENTIAL FINANCIAL INC PROPERTY TYPE: SECURITIES 2,259.00				COM P	03/01/2007	01/08/2009 -1,460.00
2,269.00		50. PRUDENTIAL FINANCIAL INC PROPERTY TYPE: SECURITIES 4,519.00				COM P	03/01/2007	10/30/2009 -2,250.00
1,034.00		25. QUALCOMM INC PROPERTY TYPE: SECURITIES 904.00				P	01/23/2008	10/30/2009 130.00
1,514.00		143.465 RMK MID CAP GROWTH FUND PROPERTY TYPE: SECURITIES 1,262.00				P	11/24/2008	01/08/2009 252.00
165.00		24.188 RMK MID CAP VALUE FUND PROPERTY TYPE: SECURITIES 149.00				P	11/24/2008	01/08/2009 16.00
1,164.00		50. ROBERT HALF INTL INC COM PROPERTY TYPE: SECURITIES 1,184.00				P	05/07/2009	10/30/2009 -20.00
1,560.00		25. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES 1,485.00				P	03/14/2006	10/30/2009 75.00
1,147.00		25. STRYKER CORP PROPERTY TYPE: SECURITIES 1,625.00				P	01/23/2008	10/30/2009 -478.00

**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)	
2,861.00		125. SYSCO CORP COM PROPERTY TYPE: SECURITIES 2,822.00				P	11/24/2008	05/21/2009 39.00
2,524.00		50. TEVA PHARMACEUTICAL INDS SPONS ADR PROPERTY TYPE: SECURITIES 2,162.00				P	03/11/2009	10/30/2009 362.00
1,123.00		25. THERMO ELECTRON CORP PROPERTY TYPE: SECURITIES 875.00				P	01/08/2009	10/30/2009 248.00
1,836.00		25. 3M CO COM PROPERTY TYPE: SECURITIES 1,840.00				P	01/23/2008	10/30/2009 -4.00
79.00		2. TIFFANY & CO PROPERTY TYPE: SECURITIES 47.00				P	01/08/2009	10/30/2009 32.00
2,871.00		73. TIFFANY & CO PROPERTY TYPE: SECURITIES 3,110.00				P	05/08/2008	10/30/2009 -239.00
1,246.00		25. TRAVELERS COMPANIES, INC. PROPERTY TYPE: SECURITIES 960.00				P	11/24/2008	10/30/2009 286.00
1,545.00		25. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES 992.00				P	10/01/2003	10/30/2009 553.00
1,245.00		25. WALMART STORES INC COM PROPERTY TYPE: SECURITIES 1,332.00				P	11/24/2008	10/30/2009 -87.00
2,842.00		75. WALGREEN CO COM PROPERTY TYPE: SECURITIES 1,934.00				P	01/08/2009	10/30/2009 908.00
1,375.00		50. WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES 1,735.00				P	03/01/2007	10/30/2009 -360.00

**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)		
1,348.00		50. WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES 1,260.00				P	01/08/2009	12/23/2009	
							88.00		
1,348.00		50. WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES 1,735.00				P	03/01/2007	12/23/2009	
							-387.00		
1,033.00		25. XTO ENERGY CORP PROPERTY TYPE: SECURITIES 935.00				P	01/08/2009	10/30/2009	
							98.00		
225.00		1. ASSET ID & NAME PLUGGED PROPERTY TYPE: SECURITIES				P	01/01/2001	12/11/2009	
							225.00		
68.00		. SECURITIES LITIGATION SETTLEMENT PROCE PROPERTY TYPE: SECURITIES						06/18/2009	
							68.00		
TOTAL GAIN (LOSS) .....							-----	22,150.	
							=====		



SUPPLEMENT TO RENT AND ROYALTY SCHEDULE  
=====

OTHER DEDUCTIONS

OTHER RENTAL EXPENSES

812.  
-----  
812.  
=====

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INTEREST	37.	37.
TOTAL	37.	37.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVS AND INTEREST	15,922.	15,721.
TOTAL	15,922.	15,721.

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL TAX REFUND	3,984.
	-----
TOTALS	3,984.
	=====

FORM 990PF, PART I - ACCOUNTING FEES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREP FEES	1,200.	500.		700.
TOTALS	1,200.	500.	NONE	700.

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	52.	52.
EXCISE TAXES	1,205.	
TOTALS	1,257.	52.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
RENT AND ROYALTY EXPENSES	2,332.		
IL AG990 FILING FEE	15.		15.
RENT EXPENSES		2,332.	
TOTALS	2,347.	2,332.	15.

THOMAS A. ROCHE CHARITABLE T/U/W 8311000771

37-6294556

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
ABBOTT LABS	2,280.	2,700.
ALLERGAN INC	2,923.	3,151.
AMERICAN EXPRESS CO	1,493.	3,039.
ARCHER DANIELS MIDLAND CO		
BANK OF AMERICA CORP		
CISCO SYSTEMS INC	2,524.	2,993.
CITRIX SYSTEM INC	1,738.	3,121.
COSTCO WHSL CORP		
DEVON ENERGY CORP	3,309.	3,675.
DONNELLY R R & SONS		
EXXON MOBIL CORP	708.	3,410.
FEDERATED GNMA TR INSTL		
FEDERATED US GOVT SEC 2-5-IS		
FRANKLIN RESOURCES		
GENERAL ELECTRIC CO		
INTEL CORP	4,679.	3,346.
LOCKHEED MARTIN CORP		
LOWES COMPANIES INC		
MICROSOFT CORP	2,073.	3,048.
NATIONAL SEMICONDUCTOR		
NIKE INC		
ORACLE CORPORATION	2,189.	3,680.
PEPSICO INC	1,818.	3,040.
PRUDENTIAL FINANCIAL	1,299.	3,732.
QUEST DIAGNOSTICS		
RMK FIXED INCOME FUND		
SCHLUMBERGER LTD	2,618.	3,255.
STAPLES INC		
TEXAS INSTRS INC		

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
UNITED TECHNOLOGIES CORP	2,323.	3,471.
VANGUARD GNMA FUND #36		
WALMART STORES INC	2,614.	2,673.
AT&T	3,999.	3,504.
AETNA		
AIR PRODS & CHEMS INC	3,575.	4,053.
BANK OF NEW YORK MELLON		
CVS/CAREMARK	2,765.	2,416.
CHEVRON	3,833.	3,850.
DARDEN RESTAURANTS	1,529.	3,507.
DELL	2,893.	2,872.
WALT DISNEY	2,173.	3,225.
EMC CORP MASS	1,723.	3,057.
EATON CORP	2,987.	2,863.
EXELON	5,084.	3,665.
FEDERATED KAUFMAN SMALL CAP		
FIDELITY ADV DIV		
FIRSTENERGY CORP		
GENENTECH INC		
GENERAL DYNAMICS CORP		
GOLDMAN SACHS GROUP INC	1,650.	4,221.
HALLIBURTON	2,536.	3,009.
ISHARES RUSSELL		
JP MORGAN	1,905.	3,125.
JOHNSON & JOHNSON	3,086.	3,221.
JUNIPER NETWORKS INC	2,016.	3,334.
NORFOLK SOUTHERN CORP	2,803.	2,673.
PIONEER SMALL CAP VALUE		
PROCTER & GAMBLE	3,198.	3,032.

THOMAS A. ROCHE CHARITABLE T/U/W 8311000771

37-6294556

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
QUALCOMM INC	2,713.	3,470.
RMK MID CAP GROWTH		
STRYKER CORP	3,548.	3,778.
SYSCO CORP		
THERMO FISHER	2,369.	3,577.
3M	3,291.	4,134.
TIFFANY	1,579.	3,139.
TRAVELERS COMPANIES INC	1,921.	2,493.
TRAVELERS COMMUNICATIONS	3,758.	3,313.
VERIZON COMMUNICATIONS	1,804.	2,754.
WALGREEN	2,549.	3,490.
WELLS FARGO		
XTO ENERGY CORP		
RMK HIGH INCOME FUND		
RMK MID CAP VALUE		
BEST BUY	2,236.	2,960.
HESS CORP	3,030.	3,025.
MONTSANTO CO	2,548.	2,861.
ROBERT HALF INTL INC	2,960.	3,341.
STATE STREET CORP	2,473.	2,612.
TRANSOCEAN LTD	2,987.	2,898.
TEVA PHARMACEUTICALS	2,162.	2,809.
FEDERATED GNMA	25,000.	25,226.
PIMCO FOREIGN BOND FD	16,128.	16,064.
PIMCO ALL ASSET FD	50,000.	49,957.
PIONEER BOND FD CL Y	86,312.	75,055.
VANGUARD GNMA FUND #36	75,599.	75,153.
ARTISAN FDS INC SMALL CAP	10,808.	10,774.
ARTISAN FDS INC MID CAP	10,634.	10,864.
BLACKROCK US OPPORT	9,707.	10,270.

THOMAS A. ROCHE CHARITABLE T/U/W 8311000771  
 FORM 990PF, PART II - CORPORATE STOCK  
 =====

37-6294556

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----
BUFFALO SAML CAP FUND	11,159.	11,247.
AMERICAN EUROPACIFIC GRTH - F2	13,781.	17,041.
THORNBURG INTL VALUE	16,227.	16,598.
-----	-----	-----
TOTALS	449,626.	472,864.
=====	=====	=====

THOMAS A. ROCHE CHARITABLE T/U/W 8311000771

37-6294556

FORM 990PF, PART II - CORPORATE BONDS  
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
CITIGROUP INC 5.625%	25,110.	25,714.
MERRILL LYNCH & CO 5.77%	24,941.	26,429.
TOTALS	50,051.	52,143.

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

DESCRIPTION -----	AMOUNT -----
ROUNDING	10.
	-----
TOTAL	10.
	=====

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

IL

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

=====

OFFICER NAME:

REGIONS BANK

ADDRESS:

350 NORTH WATER STREET

DECATUR, IL 62523

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION ..... 9,025.

TOTAL COMPENSATION: 9,025.

=====

RECIPIENT NAME:  
ST FRANCIS PURGATORIAL SOCIETY  
ADDRESS:  
BOX 188  
LORETTO, PA 15940  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
RELIGIOUS  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 897.

RECIPIENT NAME:  
FRANCISCAN FATHERS & BROTHERS  
3RD ORDER REGULAR  
ADDRESS:  
MOUNT ASSISI MONASTERY  
LORETTO, PA 15940  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
RELIGIOUS  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 897.

RECIPIENT NAME:  
SERAPHIC MASS ASSOCIATION  
ST AUGUSTINE MONASTERY  
ADDRESS:  
3600 BUTLER ST  
PITTSBURG, PA 15201  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
RELIGIOUS  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 897.

RECIPIENT NAME:  
ST JAMES CATHOLIC CHURCH  
ADDRESS:  
742 E CLAY  
DECATUR, IL 62521  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
RELIGIOUS  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 897.

RECIPIENT NAME:  
ST PATRICK'S CHURCH  
ADDRESS:  
407 E ELDORADO  
DECATUR, IL 62523  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
RELIGIOUS  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 8,966.

RECIPIENT NAME:  
OUR LADY OF LOURDES  
ADDRESS:  
3850 LOURDES DR  
DECATUR, IL 62526  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
RELIGIOUS  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 897.

RECIPIENT NAME:  
HOLY FAMILY CATHOLIC CHURCH  
ADDRESS:  
2400 S FRANKLIN ST  
DECATUR, IL 62521  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
RELIGIOUS  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 897.

RECIPIENT NAME:  
ST THOMAS THE APOSTLE CHURCH  
ADDRESS:  
2160 N EDWARD  
DECATUR, IL 62526  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
RELIGIOUS  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 897.

RECIPIENT NAME:  
CLARETIAN FATHERS THE NATIONAL  
SHRINE OF ST JUDE  
ADDRESS:  
205 W MONROE ST  
CHICAGO, IL 60606  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
RELIGIOUS  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 897.

RECIPIENT NAME:  
ST MICHAELS CATHOLIC CHURCH  
ADDRESS:  
1301 N MARKET  
MONTICELLO, IL 61856  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
RELIGIOUS  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 897.

RECIPIENT NAME:  
ABBOTT O S B  
ST BENEDICTS ABBEY  
ADDRESS:  
12605 224TH AVENUE  
BENET LAKE, WI 53102  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
RELIGIOUS  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 897.

TOTAL GRANTS PAID: ..... 17,936.  
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RENT AND ROYALTY SUMMARY

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PROPERTY -----	TOTAL INCOME -----	DEPLETION/ DEPRECIATION -----	OTHER EXPENSES -----	ALLOWABLE NET INCOME -----
S 1/2 SE 1/4 SEC 12	17,258.		2,332.	14,926.
TOTALS	17,258.		2,332.	14,926.
	=====	=====	=====	=====

THOMAS A. ROCHE CHARITABLE T/U/W 8311000771  
 Schedule D Detail of Short-term Capital Gains and Losses

37-6294556

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
<b>CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES</b>					
25. AMERICAN EXPRESS CO	01/08/2009	10/30/2009	874.00	498.00	376.00
50. BANK OF NEW YORK	01/08/2009	11/20/2009	1,313.00	1,321.00	-8.00
25. BEST BUY INC	01/29/2009	10/30/2009	960.00	745.00	215.00
25. DARDEN RESTAURANTS INC	11/24/2008	01/08/2009	690.00	382.00	308.00
25. DARDEN RESTAURANTS INC	11/24/2008	10/30/2009	761.00	382.00	379.00
50. WALT DISNEY CO COM	01/08/2009	10/30/2009	1,372.00	1,120.00	252.00
100. E M C CORP MASS COM	11/24/2008	10/30/2009	1,649.00	985.00	664.00
50. AMERICAN EUROPACIFIC	11/02/2009	12/29/2009	1,927.00	1,859.00	68.00
749.918 FEDERATED KAUFMAN SMALL CAP FUND A	11/24/2008	01/08/2009	11,256.00	9,104.00	2,152.00
1027.171 FIDELITY ADVISOR DIVERSIFIED INTL FUND #	11/24/2008	01/08/2009	12,727.00	11,946.00	781.00
75. FIRSTENERGY CORP COM	01/08/2009	11/19/2009	3,147.00	4,030.00	-883.00
50. GENENTECH INC COM NEW	01/08/2009	03/11/2009	4,653.00	4,029.00	624.00
75. GENERAL DYNAMICS CORP	01/08/2009	05/07/2009	4,033.00	4,015.00	18.00
25. GOLDMAN SACHS GROUP	11/24/2008	10/30/2009	4,294.00	1,650.00	2,644.00
225. ISHARES TR RUSSELL	11/24/2008	01/08/2009	10,996.00	10,161.00	835.00
50. JP MORGAN CHASE & CO	01/08/2009	10/30/2009	2,106.00	1,331.00	775.00
75. JUNIPER NETWORKS	01/08/2009	10/30/2009	1,908.00	1,253.00	655.00
150. LOWES CO	11/24/2008	01/29/2009	2,949.00	2,836.00	113.00
810.667 MFS RESH INTL FD	01/08/2009	11/02/2009	11,325.00	9,120.00	2,205.00
720.87 PIONEER MID CAP VALUE FUND CLASS Y FD #0	11/24/2008	11/02/2009	12,810.00	9,856.00	2,954.00
403.019 PIONEER SMALL CAP VALUE FUND CLASS Y FD	11/24/2008	01/08/2009	6,194.00	5,340.00	854.00
309.173 PIONEER SMALL CAP GROWTH FUND CLASS A FD	01/08/2009	11/02/2009	6,422.00	5,460.00	962.00
1000. PIONEER SELECT MID 255.906 PIONEER GROWTH	11/24/2008	11/02/2009	13,450.00	8,800.00	4,650.00
OPPORTUNITIES FD CL Y #76	11/24/2008	11/02/2009	5,407.00	3,975.00	1,432.00
143.465 RMK MID CAP GROWTH	11/24/2008	01/08/2009	1,514.00	1,262.00	252.00
24.188 RMK MID CAP VALUE	11/24/2008	01/08/2009	165.00	149.00	16.00
<b>Totals</b>					

USA  
 SF0971 2 000



THOMAS A. ROCHE CHARITABLE T/U/W 8311000771  
 Schedule D Detail of Long-term Capital Gains and Losses

37-6294556

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
<b>CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES</b>					
25. AT&T INC	01/23/2008	10/30/2009	642.00	884.00	-242.00
25. ABBOTT LABS W/RIGHTS					
ATTACHED EXP 11/10/2009	10/01/2003	10/30/2009	1,266.00	999.00	267.00
100. AETNA U S HEALTHCARE	01/23/2008	07/02/2009	2,437.00	5,420.00	-2,983.00
25. AIR PRODS & CHEMICALS					
INC COM W/ RTS TO PURCHASE PFD SHS	EXP 23/2008	10/30/2009	1,930.00	2,169.00	-239.00
50. ALLERGAN INC	07/27/2007	10/30/2009	2,814.00	2,923.00	-109.00
100. AMERICAN EXPRESS CO	03/01/2007	10/30/2009	3,496.00	5,661.00	-2,165.00
50. BANK OF NEW YORK	01/23/2008	10/30/2009	1,342.00	2,256.00	-914.00
50. BANK OF NEW YORK	01/23/2008	11/20/2009	1,313.00	2,256.00	-943.00
25. CVS CORP	01/23/2008	10/30/2009	893.00	922.00	-29.00
50. CISCO SYSTEMS COM STK	10/01/2003	10/30/2009	1,141.00	1,009.00	132.00
100. CITRIX SYSTEM INC	03/01/2007	10/30/2009	3,689.00	3,191.00	498.00
25. EATON CORP	06/18/2008	10/30/2009	1,510.00	2,353.00	-843.00
150. EXXON MOBIL CORP	03/17/1994	01/08/2009	11,683.00	2,125.00	9,558.00
1725. FEDERATED US GOVT	12/01/2004	12/29/2009	20,269.00	19,458.00	811.00
184. GENERAL ELEC CO COM	03/07/2003	01/29/2009	2,383.00	4,473.00	-2,090.00
75. HALLIBURTON CO	05/08/2008	10/30/2009	2,192.00	3,591.00	-1,399.00
25. INTEL CORP COM	10/01/2003	10/30/2009	471.00	713.00	-242.00
25. JOHNSON & JOHNSON COM	01/23/2008	10/30/2009	1,474.00	1,591.00	-117.00
100. MICROSOFT CORP COM	03/07/2003	10/30/2009	2,776.00	2,364.00	412.00
25. NORFOLK SOUTHN CORP					
COM W/RIGHTS ATTACHED EXP 9/26/2010	05/08/2008	10/30/2009	1,164.00	1,553.00	-389.00
75. ORACLE CORPORATION	10/01/2003	10/30/2009	1,578.00	871.00	707.00
25. PEPSICO INC COM	01/22/1993	10/30/2009	1,514.00	471.00	1,043.00
25. PRUDENTIAL FINANCIAL	03/01/2007	01/08/2009	799.00	2,259.00	-1,460.00
50. PRUDENTIAL FINANCIAL	03/01/2007	10/30/2009	2,269.00	4,519.00	-2,250.00
25. QUALCOMM INC	01/23/2008	10/30/2009	1,034.00	904.00	130.00
25. SCHLUMBERGER LTD COM	03/14/2006	10/30/2009	1,560.00	1,485.00	75.00
25. STRYKER CORP	01/23/2008	10/30/2009	1,147.00	1,625.00	-478.00
25. 3M CO COM	01/23/2008	10/30/2009	1,836.00	1,840.00	-4.00
73. TIFFANY & CO	05/08/2008	10/30/2009	2,871.00	3,110.00	-239.00
<b>Totals</b>					

USA  
950970 2.000



FEDERAL CAPITAL GAIN DIVIDENDS  
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LONG-TERM CAPITAL GAIN DIVIDENDS  
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15% RATE CAPITAL GAIN DIVIDENDS

LONG-TERM 15% CAPITAL GAIN DIVIDENDS

306.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

306.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

306.00

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