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
REGIONS/ AMSOUTH FOUNDATION - TN 2055000921

Number and street (or P O box number if mail is not delivered to street address) — Room/suite
REGIONS BK TR DEPT CUSTODIAN PO BOX 2886

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

A Employer identification number
58-2071018

B Telephone number (see page 10 of the instructions)
(251) 690-1024

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)* ▶ $ 4,928,659.

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).)*

Line	Description	(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 ▶ [X] if the foundation is not required to attach Sch B.				
3	Interest on savings and temporary cash investments	271.	1,587.		STMT 1
4	Dividends and interest from securities	147,754.	149,240.		STMT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-292,599.			
b	Gross sales price for all assets on line 6a 2,432,390				
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)	3,210.			STMT 3
12	**Total.** Add lines 1 through 11	-141,364.	150,827.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	NONE	NONE		NONE
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	900.	NONE	NONE	900.
c	Other professional fees (attach schedule) STMT 5	37,315.	37,315.		
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) STMT 6	796.	796.		
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)				
24	**Total operating and administrative expenses.** Add lines 13 through 23	39,011.	38,111.	NONE	900.
25	Contributions, gifts, grants paid	225,000.			225,000.
26	**Total expenses and disbursements.** Add lines 24 and 25	264,011.	38,111.	NONE	225,900.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-405,375.			
b	**Net investment income** (if negative, enter -0-)		112,716.		
c	**Adjusted net income** (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	100,948.	48,842.	48,842.
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) STMT 7	248,450.	544,704.	542,831.
b Investments - corporate stock (attach schedule) STMT 8	3,565,361.	2,979,091.	3,048,540.
c Investments - corporate bonds (attach schedule) STMT 12	1,275,282.	1,212,155.	1,288,446.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
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 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	5,190,041.	4,784,792.	4,928,659.
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	5,190,041.	4,784,792.	
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)	5,190,041.	4,784,792.	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	5,190,041.	4,784,792.	

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	5,190,041.
2 Enter amount from Part I, line 27a	2	-405,375.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 14	3	126.
4 Add lines 1, 2, and 3	4	4,784,792.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,784,792.

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 | -290,391.

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	376,600.	5,354,473.	0.07033371912
2007	1,390,486.	6,917,705.	0.20100394567
2006	1,842,678.	7,757,448.	0.23753662287
2005	1,002,359.	8,658,276.	0.11576888979
2004	702,758.	8,832,711.	0.07956311488

2	**Total** of line 1, column (d)	2	0.70420629233
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	0.14084125847
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	4,425,632.
5	Multiply line 4 by line 3	5	623,312.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,127.
7	Add lines 5 and 6	7	624,439.
8	Enter qualifying distributions from Part XII, line 4	8	225,900.

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 ▶ ☐ and enter 1% of Part I, line 27b	1	2,254.
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	2,254.
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	2,254.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 2,412.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 2400		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	4,812
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	2,558
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 2256 **Refunded** ▶	11	302

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 15			
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)*

			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 16 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		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		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		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		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 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** No: 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 17		-0-	-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
SEE STATEMENT 19		37,315.

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	4,493,027.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	4,493,027.
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	4,493,027.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	67,395.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,425,632.
6	**Minimum investment return.** Enter 5% of line 5	6	221,282.

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	221,282.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 2,254.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	2,254.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	219,028.
4	Recoveries of amounts treated as qualifying distributions		4	NONE
5	Add lines 3 and 4		5	219,028.
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	219,028.

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	225,900.
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	225,900.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	225,900.

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				219,028.
2	Undistributed income, if any, as of the end of 2009.				
a	Enter amount for 2008 only			NONE	
b	Total for prior years 20 07 ,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2009:				
a	From 2004 ...... 273,115.				
b	From 2005 ...... 579,207.				
c	From 2006 ...... 1,470,610.				
d	From 2007 ...... 1,060,133.				
e	From 2008 ...... 111,288.				
f	Total of lines 3a through e	3,494,353.			
4	Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 225,900.				
a	Applied to 2008, but not more than line 2a			NONE	
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				219,028.
e	Remaining amount distributed out of corpus	6,872.			
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	3,501,225.			
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			NONE	
f	Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				NONE
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)	273,115.			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	3,228,110.			
10	Analysis of line 9				
a	Excess from 2005 ... 579,207.				
b	Excess from 2006 ... 1,470,610.				
c	Excess from 2007 ... 1,060,133.				
d	Excess from 2008 ... 111,288.				
e	Excess from 2009 ... 6,872.				

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 23				
Total . . . . ▶ **3a**				225,000.
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	271.	
4 Dividends and interest from securities			14	147,754.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-292,599.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b FEDERAL TAX REFUND			14	3,210.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-141,364.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 -141,364.

(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.)
	NOT APPLICABLE

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

Signature of officer or trustee R. JOSEPH CHICKEY | Date 10/08/2010 | Title TRUSTEE

Paid Preparer's Use Only

Preparer's signature | Date 10/08/2010 | 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: REGIONS BANK TRUST DEPT, CUSTODIAN, PO BOX 2886, MOBILE, AL 36652-2886

EIN ▶ 63-0371391

Phone no 251- 690 - 1024

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)	
		210. AFLAC INC PROPERTY TYPE: SECURITIES				P	10/29/2003	02/12/2009
4,466.00		7,646.00					-3,180.00	
		400. ABBOTT LABS W/RIGHTS ATTACHED EXP 1 PROPERTY TYPE: SECURITIES				P	07/21/2008	10/15/2009
20,628.00		22,707.00					-2,079.00	
		350. ADOBE SYS INC PROPERTY TYPE: SECURITIES				P	05/23/2005	01/05/2009
7,956.00		11,009.00					-3,053.00	
		15000. ALABAMA POWER CO SERIES: 07-D DTD PROPERTY TYPE: SECURITIES				P	01/15/2008	05/27/2009
15,823.00		15,151.00					672.00	
		85. APACHE CORP COM PROPERTY TYPE: SECURITIES				P	08/14/2008	01/05/2009
6,865.00		9,602.00					-2,737.00	
		70. APPLE COMPUTER INC PROPERTY TYPE: SECURITIES				P	02/22/2008	02/12/2009
6,795.00		8,425.00					-1,630.00	
		890. APPLIED MATERIALS INC COM W/RIGHTS PROPERTY TYPE: SECURITIES				P	10/03/2003	01/05/2009
9,301.00		17,576.00					-8,275.00	
		50000. BP CANADA FINANCE 3.625% 01/1 PROPERTY TYPE: SECURITIES				P	12/10/2002	01/15/2009
50,000.00		49,918.00					82.00	
		120. BAKER HUGHES INCORPORATED PROPERTY TYPE: SECURITIES				P	03/06/2008	01/05/2009
4,169.00		8,432.00					-4,263.00	
		1465. BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES				P	07/18/2007	03/24/2009
11,295.00		72,002.00					-60,707.00	
		130. BARD CR INC PROPERTY TYPE: SECURITIES				P	04/07/2006	01/05/2009
10,898.00		8,926.00					1,972.00	

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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)	
		350. BED BATH & BEYOND INC PROPERTY TYPE: SECURITIES				P	06/28/2004	01/07/2009
8,764.00		13,274.00					-4,510.00	
		190. BEST BUY INC PROPERTY TYPE: SECURITIES				P	02/08/2006	01/05/2009
5,696.00		9,101.00					-3,405.00	
		210. BOEING CO PROPERTY TYPE: SECURITIES				P	08/22/2003	03/24/2009
7,636.00		7,477.00					159.00	
		670. CVS CORP PROPERTY TYPE: SECURITIES				P	07/18/2007	08/06/2009
22,861.00		24,462.00					-1,601.00	
		135. CELGENE CORP PROPERTY TYPE: SECURITIES				P	04/16/2008	01/05/2009
7,383.00		8,608.00					-1,225.00	
		14000. CITIGROUP INC 3.625% 02/09/2009 PROPERTY TYPE: SECURITIES				P	06/13/2007	01/21/2009
13,986.00		13,624.00					362.00	
		275. COACH INC COM W/RTS ATTACHED EXP 5/ PROPERTY TYPE: SECURITIES				P	08/17/2007	01/05/2009
5,993.00		13,277.00					-7,284.00	
		200. COSTCO WHSL CORP NEW PROPERTY TYPE: SECURITIES				P	01/05/2009	05/05/2009
9,540.00		10,505.00					-965.00	
		150. COSTCO WHSL CORP NEW PROPERTY TYPE: SECURITIES				P	01/10/2008	05/05/2009
7,155.00		10,437.00					-3,282.00	
		14000. CREDIT SUISSE FB USA 4.875% 08/ PROPERTY TYPE: SECURITIES				P	06/13/2007	02/27/2009
14,010.00		13,765.00					245.00	
		400. DEERE & CO COM PROPERTY TYPE: SECURITIES				P	01/07/2009	03/24/2009
14,146.00		24,217.00					-10,071.00	

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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)	
		15000. DEERE JOHN CAPITAL CORP SERIES: M PROPERTY TYPE: SECURITIES				P	01/30/2008	05/27/2009
15,484.00		15,457.00					27.00	
		13000. JOHN DEERE CAPITAL CORP INSD: FDI PROPERTY TYPE: SECURITIES				P	12/17/2008	04/24/2009
13,385.00		13,329.00					56.00	
		1350. DOMINION RES INC VA NEW COM PROPERTY TYPE: SECURITIES				P	07/22/2008	06/26/2009
44,816.00		60,273.00					-15,457.00	
		250. DOVER CORP COM W/RTS EXP 11/2006 PROPERTY TYPE: SECURITIES				P	10/29/2003	01/05/2009
8,735.00		9,755.00					-1,020.00	
		675. DU PONT E I DE NEMOURS & CO PROPERTY TYPE: SECURITIES				P	01/05/2009	03/10/2009
11,641.00		17,866.00					-6,225.00	
		310. EBAY INC PROPERTY TYPE: SECURITIES				P	02/08/2006	02/12/2009
4,014.00		10,381.00					-6,367.00	
		205. ECOLAB INC PROPERTY TYPE: SECURITIES				P	08/27/2007	01/05/2009
7,296.00		8,476.00					-1,180.00	
		230. ELECTRONIC ARTS INC PROPERTY TYPE: SECURITIES				P	02/08/2006	01/05/2009
3,889.00		10,710.00					-6,821.00	
		185.32 FD HM LN MTG CORP PARTN CTFS POOL PROPERTY TYPE: SECURITIES				P	10/07/2009	11/16/2009
185.00		197.00					-12.00	
		196.67 FD HM LN MTG CORP PARTN CTFS POOL PROPERTY TYPE: SECURITIES				P	10/07/2009	12/15/2009
197.00		209.00					-12.00	
		2033.05 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/11/2007	01/15/2009
2,033.00		1,963.00					70.00	

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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)	
		3235.86 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/11/2007	02/17/2009
3,236.00		3,125.00					111.00	
		4631.43 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/11/2007	03/16/2009
4,631.00		4,473.00					158.00	
		4995.94 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/11/2007	04/15/2009
4,996.00		4,825.00					171.00	
		4830.14 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/11/2007	05/15/2009
4,830.00		4,665.00					165.00	
		4488.73 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/11/2007	06/15/2009
4,489.00		4,335.00					154.00	
		5078.7 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	06/11/2007	07/15/2009
5,079.00		4,905.00					174.00	
		3977.69 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/11/2007	08/17/2009
3,978.00		3,842.00					136.00	
		2915.72 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/11/2007	09/15/2009
2,916.00		2,816.00					100.00	
		3196.8 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	06/11/2007	10/15/2009
3,197.00		3,087.00					110.00	
		2979.13 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/11/2007	11/16/2009
2,979.00		2,877.00					102.00	
		3429.43 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/11/2007	12/15/2009
3,429.00		3,312.00					117.00	

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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)	
		622.89 FEDERAL HOME LOAN MTG CORP POOL#G				P	10/07/2009	11/16/2009
		PROPERTY TYPE: SECURITIES						
623.00		657.00					-34.00	
		733.94 FEDERAL HOME LOAN MTG CORP POOL#G				P	10/07/2009	12/15/2009
		PROPERTY TYPE: SECURITIES						
734.00		774.00					-40.00	
		261.32 FEDERAL HOME LOAN MTG CORP POOL #				P	08/06/2009	09/15/2009
		PROPERTY TYPE: SECURITIES						
261.00		270.00					-9.00	
		238.63 FEDERAL HOME LOAN MTG CORP POOL #				P	08/06/2009	10/15/2009
		PROPERTY TYPE: SECURITIES						
239.00		247.00					-8.00	
		424.12 FEDERAL HOME LOAN MTG CORP POOL #				P	10/06/2009	11/16/2009
		PROPERTY TYPE: SECURITIES						
424.00		441.00					-17.00	
		28321.03 FEDERAL HOME LOAN MTG CORP POOL				P	10/06/2009	12/14/2009
		PROPERTY TYPE: SECURITIES						
30,069.00		29,446.00					623.00	
		436.66 FEDERAL HOME LOAN MTG CORP POOL #				P	10/06/2009	12/15/2009
		PROPERTY TYPE: SECURITIES						
437.00		454.00					-17.00	
		976.7 FEDERAL HOME LOAN MTG CORP POOL #G				P	06/11/2007	01/15/2009
		PROPERTY TYPE: SECURITIES						
977.00		964.00					13.00	
		2669.62 FEDERAL HOME LOAN MTG CORP POOL				P	06/11/2007	02/17/2009
		PROPERTY TYPE: SECURITIES						
2,670.00		2,635.00					35.00	
		3109.57 FEDERAL HOME LOAN MTG CORP POOL				P	06/11/2007	03/16/2009
		PROPERTY TYPE: SECURITIES						
3,110.00		3,069.00					41.00	
		2640.98 FEDERAL HOME LOAN MTG CORP POOL				P	06/11/2007	04/15/2009
		PROPERTY TYPE: SECURITIES						
2,641.00		2,606.00					35.00	

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)	
		2125.87 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/11/2007	05/15/2009
2,126.00		2,098.00					28.00	
		3056.44 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/11/2007	06/15/2009
3,056.00		3,016.00					40.00	
		2148.48 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/11/2007	07/15/2009
2,148.00		2,120.00					28.00	
		1531.74 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/11/2007	08/17/2009
1,532.00		1,512.00					20.00	
		1176.92 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/11/2007	09/15/2009
1,177.00		1,161.00					16.00	
		710.48 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	06/11/2007	10/15/2009
710.00		701.00					9.00	
		1153.01 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/11/2007	11/16/2009
1,153.00		1,138.00					15.00	
		652.7 FEDERAL HOME LOAN MTG CORP POOL #G PROPERTY TYPE: SECURITIES				P	06/11/2007	12/15/2009
653.00		644.00					9.00	
		709.02 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	06/11/2007	01/15/2009
709.00		682.00					27.00	
		2526.17 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/11/2007	02/17/2009
2,526.00		2,431.00					95.00	
		2894.63 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/11/2007	03/16/2009
2,895.00		2,786.00					109.00	

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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)	
		2450.97 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/11/2007	04/15/2009
2,451.00		2,359.00					92.00	
		2754.49 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/11/2007	05/15/2009
2,754.00		2,651.00					103.00	
		2376.14 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/11/2007	06/15/2009
2,376.00		2,287.00					89.00	
		2224.72 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/11/2007	07/15/2009
2,225.00		2,141.00					84.00	
		1390.67 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/11/2007	08/17/2009
1,391.00		1,338.00					53.00	
		1005.33 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/11/2007	09/15/2009
1,005.00		967.00					38.00	
		722.37 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	06/11/2007	10/15/2009
722.00		695.00					27.00	
		1387.64 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/11/2007	11/16/2009
1,388.00		1,335.00					53.00	
		58901.12 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/11/2007	12/14/2009
62,536.00		56,683.00					5,853.00	
		1439.98 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/11/2007	12/15/2009
1,440.00		1,386.00					54.00	
		307.9 FEDERAL NATIONAL MORTGAGE ASSN POO PROPERTY TYPE: SECURITIES				P	10/07/2009	11/25/2009
308.00		324.00					-16.00	

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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)	
		366.42 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	10/07/2009	12/28/2009
366.00		386.00					-20.00	
		195.21 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	10/07/2009	11/25/2009
195.00		208.00					-13.00	
		190.2 FEDERAL NATIONAL MORTGAGE ASSN POO PROPERTY TYPE: SECURITIES				P	10/07/2009	12/28/2009
190.00		202.00					-12.00	
		211.22 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	10/07/2009	11/25/2009
211.00		227.00					-16.00	
		188.17 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	10/07/2009	12/28/2009
188.00		202.00					-14.00	
		816.03 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	06/11/2007	01/26/2009
816.00		789.00					27.00	
		1180.7 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	06/11/2007	02/25/2009
1,181.00		1,141.00					40.00	
		1715.99 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	06/11/2007	03/25/2009
1,716.00		1,659.00					57.00	
		1679.56 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	06/11/2007	04/27/2009
1,680.00		1,624.00					56.00	
		1831.49 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	06/11/2007	05/26/2009
1,831.00		1,771.00					60.00	
		1563.45 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	06/11/2007	06/25/2009
1,563.00		1,511.00					52.00	

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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)	
		1852.22 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	06/11/2007	07/27/2009
1,852.00		1,791.00					61.00	
		1588.82 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	06/11/2007	08/25/2009
1,589.00		1,536.00					53.00	
		1149.56 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	06/11/2007	09/25/2009
1,150.00		1,111.00					39.00	
		1301.54 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	06/11/2007	10/26/2009
1,302.00		1,258.00					44.00	
		1115.37 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	06/11/2007	11/25/2009
1,115.00		1,078.00					37.00	
		1170.14 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	06/11/2007	12/28/2009
1,170.00		1,131.00					39.00	
		1207.37 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	08/27/2007	01/26/2009
1,207.00		1,203.00					4.00	
		2386.56 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	08/27/2007	02/25/2009
2,387.00		2,378.00					9.00	
		1385.84 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	08/27/2007	03/25/2009
1,386.00		1,381.00					5.00	
		988.21 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	08/27/2007	04/27/2009
988.00		985.00					3.00	
		1643.05 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	08/27/2007	05/26/2009
1,643.00		1,637.00					6.00	

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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)	
		2059.31 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	08/27/2007	06/25/2009
2,059.00		2,052.00					7.00	
		2122.75 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	08/27/2007	07/27/2009
2,123.00		2,115.00					8.00	
		1865.78 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	08/27/2007	08/25/2009
1,866.00		1,859.00					7.00	
		1892.35 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	08/27/2007	09/25/2009
1,892.00		1,886.00					6.00	
		652.86 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	08/27/2007	10/26/2009
653.00		651.00					2.00	
		529.09 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	08/27/2007	11/25/2009
529.00		527.00					2.00	
		908.36 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	08/27/2007	12/28/2009
908.00		905.00					3.00	
		187.26 FED NTL MTG ASN GTD MTG PS POOL # PROPERTY TYPE: SECURITIES				P	06/11/2007	01/26/2009
187.00		180.00					7.00	
		2615.72 FED NTL MTG ASN GTD MTG PS POOL PROPERTY TYPE: SECURITIES				P	06/11/2007	02/25/2009
2,616.00		2,517.00					99.00	
		1721.45 FED NTL MTG ASN GTD MTG PS POOL PROPERTY TYPE: SECURITIES				P	06/11/2007	03/25/2009
1,721.00		1,656.00					65.00	
		1565.4 FED NTL MTG ASN GTD MTG PS POOL # PROPERTY TYPE: SECURITIES				P	06/11/2007	04/27/2009
1,565.00		1,506.00					59.00	

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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)	
		3963.32 FED NTL MTG ASN GTD MTG PS POOL				P	06/11/2007	05/26/2009
		PROPERTY TYPE: SECURITIES						
3,963.00		3,814.00					149.00	
		4176.68 FED NTL MTG ASN GTD MTG PS POOL				P	06/11/2007	06/25/2009
		PROPERTY TYPE: SECURITIES						
4,177.00		4,019.00					158.00	
		4852.33 FED NTL MTG ASN GTD MTG PS POOL				P	06/11/2007	07/27/2009
		PROPERTY TYPE: SECURITIES						
4,852.00		4,669.00					183.00	
		894.69 FED NTL MTG ASN GTD MTG PS POOL #				P	06/11/2007	08/25/2009
		PROPERTY TYPE: SECURITIES						
895.00		861.00					34.00	
		3163.45 FED NTL MTG ASN GTD MTG PS POOL				P	06/11/2007	09/25/2009
		PROPERTY TYPE: SECURITIES						
3,163.00		3,044.00					119.00	
		3399.47 FED NTL MTG ASN GTD MTG PS POOL				P	06/11/2007	10/26/2009
		PROPERTY TYPE: SECURITIES						
3,399.00		3,271.00					128.00	
		2235.94 FED NTL MTG ASN GTD MTG PS POOL				P	06/11/2007	11/25/2009
		PROPERTY TYPE: SECURITIES						
2,236.00		2,152.00					84.00	
		3169.16 FED NTL MTG ASN GTD MTG PS POOL				P	06/11/2007	12/28/2009
		PROPERTY TYPE: SECURITIES						
3,169.00		3,050.00					119.00	
		552.43 FEDERAL NATIONAL MORTGAGE ASSN PO				P	10/08/2009	11/25/2009
		PROPERTY TYPE: SECURITIES						
552.00		587.00					-35.00	
		284.37 FEDERAL NATIONAL MORTGAGE ASSN PO				P	10/08/2009	12/28/2009
		PROPERTY TYPE: SECURITIES						
284.00		302.00					-18.00	
		926.17 FEDERAL NATL MTG ASSN POOL #93804				P	06/11/2007	01/26/2009
		PROPERTY TYPE: SECURITIES						
926.00		915.00					11.00	

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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)	
		5951.53 FEDERAL NATL MTG ASSN POOL #9380 PROPERTY TYPE: SECURITIES				P	06/11/2007	02/25/2009
5,952.00		5,879.00					73.00	
		2288.39 FEDERAL NATL MTG ASSN POOL #9380 PROPERTY TYPE: SECURITIES				P	06/11/2007	03/25/2009
2,288.00		2,261.00					27.00	
		3887.36 FEDERAL NATL MTG ASSN POOL #9380 PROPERTY TYPE: SECURITIES				P	06/11/2007	04/27/2009
3,887.00		3,840.00					47.00	
		4918.14 FEDERAL NATL MTG ASSN POOL #9380 PROPERTY TYPE: SECURITIES				P	06/11/2007	05/26/2009
4,918.00		4,858.00					60.00	
		4861.01 FEDERAL NATL MTG ASSN POOL #9380 PROPERTY TYPE: SECURITIES				P	06/11/2007	06/25/2009
4,861.00		4,802.00					59.00	
		2491.51 FEDERAL NATL MTG ASSN POOL #9380 PROPERTY TYPE: SECURITIES				P	06/11/2007	07/27/2009
2,492.00		2,461.00					31.00	
		4247.98 FEDERAL NATL MTG ASSN POOL #9380 PROPERTY TYPE: SECURITIES				P	06/11/2007	08/25/2009
4,248.00		4,196.00					52.00	
		2333.21 FEDERAL NATL MTG ASSN POOL #9380 PROPERTY TYPE: SECURITIES				P	06/11/2007	09/25/2009
2,333.00		2,305.00					28.00	
		5336.15 FEDERAL NATL MTG ASSN POOL #9380 PROPERTY TYPE: SECURITIES				P	06/11/2007	10/26/2009
5,336.00		5,271.00					65.00	
		1609.35 FEDERAL NATL MTG ASSN POOL #9380 PROPERTY TYPE: SECURITIES				P	06/11/2007	11/25/2009
1,609.00		1,590.00					19.00	
		3101.04 FEDERAL NATL MTG ASSN POOL #9380 PROPERTY TYPE: SECURITIES				P	06/11/2007	12/28/2009
3,101.00		3,063.00					38.00	

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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)	
		150. FEDEX CORP PROPERTY TYPE: SECURITIES				P	05/10/2007	01/06/2009
9,585.00		16,661.00					-7,076.00	
		900. FIRSTENERGY CORP COM PROPERTY TYPE: SECURITIES				P	06/26/2009	11/24/2009
37,745.00		39,273.00					-1,528.00	
		49.34 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES				P	04/09/1999	01/20/2009
49.00		49.00						
		31.99 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES				P	04/09/1999	02/20/2009
32.00		32.00						
		27.24 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES				P	04/09/1999	03/20/2009
27.00		27.00						
		84.04 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES				P	04/09/1999	04/20/2009
84.00		84.00						
		33.54 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES				P	04/09/1999	05/20/2009
34.00		34.00						
		62.55 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES				P	04/09/1999	06/22/2009
63.00		63.00						
		47.41 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES				P	04/09/1999	07/20/2009
47.00		47.00						
		70.19 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES				P	04/09/1999	08/20/2009
70.00		70.00						
		35.49 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES				P	04/09/1999	09/21/2009
35.00		35.00						

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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)	
		78.9 GOVERNMENT NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	04/09/1999	10/20/2009
79.00		79.00						
		77.23 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES				P	04/09/1999	11/20/2009
77.00		77.00						
		71.36 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES				P	04/09/1999	12/21/2009
71.00		71.00						
		300. GENENTECH INC COM NEW PROPERTY TYPE: SECURITIES				P	09/23/2003	03/26/2009
28,500.00		13,113.00					15,387.00	
		350. GENERAL DYNAMICS CORP COM PROPERTY TYPE: SECURITIES				P	03/13/2009	06/26/2009
19,313.00		13,312.00					6,001.00	
		260. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES				P	03/14/2007	02/12/2009
12,828.00		9,018.00					3,810.00	
		215. GOLDMAN SACHS GROUP INC COM PROPERTY TYPE: SECURITIES				P	08/27/2008	09/25/2009
38,829.00		34,384.00					4,445.00	
		12. GOOGLE INC CL A PROPERTY TYPE: SECURITIES				P	03/04/2008	01/05/2009
3,919.00		5,800.00					-1,881.00	
		20. GOOGLE INC CL A PROPERTY TYPE: SECURITIES				P	11/27/2007	01/05/2009
6,532.00		13,132.00					-6,600.00	
		200. HALLIBURTON CO PROPERTY TYPE: SECURITIES				P	05/07/2008	01/05/2009
3,955.00		9,246.00					-5,291.00	
		790. HEWLETT-PACKARD CO COM PROPERTY TYPE: SECURITIES				P	07/18/2007	09/25/2009
37,227.00		37,334.00					-107.00	

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Kind of Property / Gross sale price less expenses of sale	Depreciation allowed/ allowable	Description / Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	P or D	Date acquired / Gain or (loss)	Date sold
		1025. ILLINOIS TOOL WKS INC COM PROPERTY TYPE: SECURITIES				P	01/05/2009	10/15/2009
46,216.00		35,767.00					10,449.00	
		230. INFOSYS TECHNOLOGIES LTD SPON ADR 1 PROPERTY TYPE: SECURITIES				P	08/17/2007	01/05/2009
5,877.00		11,698.00					-5,821.00	
		325. INTERNATIONAL BUSINESS MACHS COM PROPERTY TYPE: SECURITIES				P	04/17/1998	06/18/2009
34,742.00		17,507.00					17,235.00	
		285. ISHARES TR S&P MIDCAP 400 PROPERTY TYPE: SECURITIES				P	07/18/2007	10/15/2009
20,206.00		25,933.00					-5,727.00	
		3800. ISHARES RUSSELL 1000 GROWTH INDEX PROPERTY TYPE: SECURITIES				P	07/18/2007	06/26/2009
155,397.00		231,990.00					-76,593.00	
		380. ISHARES TR S&P SMALLCAP 600 INDEX F PROPERTY TYPE: SECURITIES				P	07/18/2007	10/15/2009
20,516.00		27,444.00					-6,928.00	
		565. JP MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES				P	07/18/2007	10/15/2009
26,470.00		27,430.00					-960.00	
		175. KOHLS CORP PROPERTY TYPE: SECURITIES				P	02/15/2007	01/05/2009
6,548.00		12,843.00					-6,295.00	
		475. LINEAR TECHNOLOGY CORP PROPERTY TYPE: SECURITIES				P	02/08/2006	03/24/2009
11,020.00		16,137.00					-5,117.00	
		200. MCGRAW HILL COS INC COM PROPERTY TYPE: SECURITIES				P	02/08/2006	01/05/2009
4,844.00		10,354.00					-5,510.00	
		20000. MERRILL LYNCH & CO 6.11% 01/29/ PROPERTY TYPE: SECURITIES				P	08/07/2007	01/30/2009
15,338.00		18,445.00					-3,107.00	

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		1000. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES				P	07/18/2007	11/24/2009
29,840.00		30,900.00					-1,060.00	
		475. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES				P	10/20/2008	06/18/2009
39,166.00		40,116.00					-950.00	
		1065. MORGAN STANLEY DEAN WITTER & CO PROPERTY TYPE: SECURITIES				P	07/25/2007	08/06/2009
32,486.00		69,400.00					-36,914.00	
		3000. MORGAN STANLEY 5.05% 01/21/2011 PROPERTY TYPE: SECURITIES				P	06/11/2007	02/05/2009
2,964.00		2,940.00					24.00	
		100. MURPHY OIL CORP PROPERTY TYPE: SECURITIES				P	04/08/2008	01/05/2009
4,885.00		8,663.00					-3,778.00	
		500. NETAPP INC PROPERTY TYPE: SECURITIES				P	10/30/2003	01/05/2009
7,315.00		12,850.00					-5,535.00	
		175. NIKE INC CL B PROPERTY TYPE: SECURITIES				P	02/08/2006	01/07/2009
8,956.00		7,377.00					1,579.00	
		550. NOKIA CORP ADR PROPERTY TYPE: SECURITIES				P	10/29/2003	01/05/2009
8,740.00		9,499.00					-759.00	
		335. PAYCHEX INC PROPERTY TYPE: SECURITIES				P	01/05/2009	05/05/2009
9,209.00		8,917.00					292.00	
		335. PAYCHEX INC PROPERTY TYPE: SECURITIES				P	02/08/2006	05/05/2009
9,209.00		12,646.00					-3,437.00	
		105. PRAXAIR INC PROPERTY TYPE: SECURITIES				P	03/11/2008	03/24/2009
6,989.00		8,436.00					-1,447.00	

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		85. PRECISION CASTPARTS CORP COM PROPERTY TYPE: SECURITIES				P	03/19/2008	01/05/2009
5,487.00		8,404.00					-2,917.00	
		245. PRICE T ROWE GROUP INC PROPERTY TYPE: SECURITIES				P	01/06/2009	03/24/2009
6,755.00		8,828.00					-2,073.00	
		255. PRICE T ROWE GROUP INC PROPERTY TYPE: SECURITIES				P	02/08/2006	03/24/2009
7,030.00		9,537.00					-2,507.00	
		13000. PROCTER & GAMBLE CO MAKE WHOLE 4. PROPERTY TYPE: SECURITIES				P	12/16/2008	05/15/2009
13,765.00		13,065.00					700.00	
		1070. RAYTHEON CO COM NEW PROPERTY TYPE: SECURITIES				P	07/18/2007	06/18/2009
49,250.00		58,206.00					-8,956.00	
		405. ST JUDE MEDICAL INC COM PROPERTY TYPE: SECURITIES				P	12/10/2007	02/12/2009
14,653.00		15,137.00					-484.00	
		11000. SHELL INTL FIN MAKE WHOLE 6.375% PROPERTY TYPE: SECURITIES				P	05/18/2009	05/20/2009
11,638.00		11,639.00					-1.00	
		425. STAPLES INC COM W/INVISIBLE RTS TO PROPERTY TYPE: SECURITIES				P	01/09/2002	03/24/2009
7,569.00		5,084.00					2,485.00	
		550. STARBUCKS CORP PROPERTY TYPE: SECURITIES				P	03/12/2004	01/05/2009
5,390.00		10,401.00					-5,011.00	
		625. SYSCO CORP COM PROPERTY TYPE: SECURITIES				P	03/12/2003	11/24/2009
16,993.00		14,411.00					2,582.00	
		550. TJX COS INC NEW PROPERTY TYPE: SECURITIES				P	08/05/2003	01/05/2009
11,649.00		10,648.00					1,001.00	

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		200. TARGET CORP COM PROPERTY TYPE: SECURITIES				P	02/08/2006	03/24/2009
6,662.00		10,547.00					-3,885.00	
		5000. TARGET CORP CALLABLE 5.375% 05/01/ PROPERTY TYPE: SECURITIES				P	07/07/2009	07/23/2009
5,132.00		5,183.00					-51.00	
		11000. TARGET CORP CALLABLE 5.375% 05/01 PROPERTY TYPE: SECURITIES				P	10/17/2007	07/23/2009
11,291.00		10,703.00					588.00	
		792. TEVA PHARMACEUTICAL INDS SPONS ADR PROPERTY TYPE: SECURITIES				P	12/11/2007	01/05/2009
33,311.00		28,908.00					4,403.00	
		550. TEXAS INSTRS INC PROPERTY TYPE: SECURITIES				P	02/07/2006	01/05/2009
8,679.00		16,821.00					-8,142.00	
		1000. UNITED STATES TREAS BDS DTD 8/15/9 PROPERTY TYPE: SECURITIES				P	07/07/2009	11/09/2009
1,224.00		1,222.00					2.00	
		1000. UNITED STATES TREASURY N/B DTD 02/ PROPERTY TYPE: SECURITIES				P	01/30/2009	11/09/2009
997.00		1,140.00					-143.00	
		15000. UNITED STATES TREASURY N/B 4.25% PROPERTY TYPE: SECURITIES				P	10/07/2008	03/13/2009
16,710.00		16,298.00					412.00	
		4000. UNITED STATES TREASURY 3.5% 02/1 PROPERTY TYPE: SECURITIES				P	02/05/2009	03/13/2009
4,101.00		4,119.00					-18.00	
		17000. UNITED STATES TREASURY 3.5% 02/ PROPERTY TYPE: SECURITIES				P	02/07/2008	03/13/2009
17,430.00		17,307.00					123.00	
		10000. UNITED STATES TREASURY 3.5% 02/ PROPERTY TYPE: SECURITIES				P	12/10/2007	06/10/2009
10,205.00		9,926.00					279.00	

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)	
		124000. UNITED STATES TREASURY 3.5% 02 PROPERTY TYPE: SECURITIES				P	06/18/2009	07/07/2009
126,315.00		126,543.00					-228.00	
		74000. UNITED STATES TREASURY 3.5% 02/ PROPERTY TYPE: SECURITIES				P	07/30/2009	08/06/2009
75,197.00		75,364.00					-167.00	
		115000. UNITED STATES TREASURY 3.5% 02 PROPERTY TYPE: SECURITIES				P	09/25/2009	10/06/2009
116,375.00		116,697.00					-322.00	
		197000. UNITED STATES TREASURY 3.5% 02 PROPERTY TYPE: SECURITIES				P	12/01/2009	12/11/2009
198,147.00		198,779.00					-632.00	
		48000. UNITED STATES TREASURY 3.5% 02/ PROPERTY TYPE: SECURITIES				P	06/13/2007	12/11/2009
48,279.00		47,878.00					401.00	
		41000. UNITED STATES TREASURY 4.125% 0 PROPERTY TYPE: SECURITIES				P	03/13/2009	06/19/2009
42,997.00		45,364.00					-2,367.00	
		5000. UNITED STATES TREASURY 4.125% 05 PROPERTY TYPE: SECURITIES				P	07/07/2009	10/06/2009
5,430.00		5,382.00					48.00	
		42000. UNITED STATES TREASURY 4.125% 0 PROPERTY TYPE: SECURITIES				P	07/07/2009	11/02/2009
45,567.00		45,206.00					361.00	
		14000. UNITED STATES TREASURY 4.875% 0 PROPERTY TYPE: SECURITIES				P	11/06/2008	03/13/2009
14,107.00		14,276.00					-169.00	
		13000. UNITED STATES TREASURY 4.875% 0 PROPERTY TYPE: SECURITIES				P	11/06/2008	05/07/2009
13,011.00		13,256.00					-245.00	
		18000. UNITED STATES TREASURY DTD 10/31/ PROPERTY TYPE: SECURITIES				P	08/06/2009	10/05/2009
18,043.00		18,248.00					-205.00	

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)	
		23000. UNITED STATES TREASURY N/B DTD 05				P	08/06/2009	11/09/2009
		PROPERTY TYPE: SECURITIES						
23,906.00		24,270.00					-364.00	
		13000. UNITED STATES TREASURY N/B DTD 05				P	06/20/2008	11/09/2009
		PROPERTY TYPE: SECURITIES						
13,512.00		12,740.00					772.00	
		475. UNITEDHEALTH GROUP INC				P	07/17/2003	01/05/2009
		PROPERTY TYPE: SECURITIES						
12,853.00		12,275.00					578.00	
		350. XILINX INC COM				P	02/08/2006	01/05/2009
		PROPERTY TYPE: SECURITIES						
6,549.00		9,748.00					-3,199.00	
		300. WEATHERFORD INTL LTD COM				P	01/11/2008	01/05/2009
		PROPERTY TYPE: SECURITIES						
3,525.00		10,533.00					-7,008.00	
		75. TRANSOCEAN LTD				P	03/24/2008	01/05/2009
		PROPERTY TYPE: SECURITIES						
4,017.00		10,353.00					-6,336.00	
		. SECURITIES LITIGATION SETTLEMENT PROCE						01/05/2009
		PROPERTY TYPE: SECURITIES						
18,322.00							18,322.00	
		. SECURITIES LITIGATION SETTLEMENT PROCE						02/11/2009
		PROPERTY TYPE: SECURITIES						
19.00							19.00	
		. SECURITIES LITIGATION SETTLEMENT PROCE						02/12/2009
		PROPERTY TYPE: SECURITIES						
10.00							10.00	
		. SECURITIES LITIGATION SETTLEMENT PROCE						03/18/2009
		PROPERTY TYPE: SECURITIES						
1,918.00							1,918.00	
		. SECURITIES LITIGATION SETTLEMENT PROCE						04/09/2009
		PROPERTY TYPE: SECURITIES						
14.00							14.00	

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)	
		. SECURITIES LITIGATION SETTLEMENT PROCE PROPERTY TYPE: SECURITIES						09/10/2009
1,569.00							1,569.00	
		. SECURITIES LITIGATION SETTLEMENT PROCE PROPERTY TYPE: SECURITIES						12/31/2009
2,208.00							2,208.00	
TOTAL GAIN(LOSS)							-290,391.	

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST		271.	1,587.
	TOTAL	271.	1,587.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS	147,754.	149,240.
TOTAL	147,754.	149,240.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
FEDERAL TAX REFUND		3,210.
	TOTALS	3,210.

STATEMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	900.			900.
TOTALS	900.	NONE	NONE	900.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES	37,315.	37,315.
TOTALS	37,315.	37,315.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES ON QUALIFIED FOR	796.	796.
TOTALS	796.	796.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
JOHN DEERE CAPITAL CORP INSD	39,377.	40,189.
TENNESSEE VALLEY AUTHORITY SER	97,791.	100,828.
UNITED STATES TREASURY N/B		
UNITED STATES TREASURY 3.5%		
UNITED STATES TREASURY 4.125	19,305.	19,193.
UNITED STATES TREASURY 4.875		
UNITED STATES TREASUREY 3.875		
CITIGROUP FDIC GUAR 2.25%	102,941.	101,793.
UNITED STATES TREASURY 6.25%	18,938.	19,110.
UNITED STATES TREASURY 4.375%	21,662.	19,200.
US TREAS INFLN INDEX 1.375%	101,886.	100,450.
US TREASURY N/B .75%	142,804.	142,068.
TOTALS	544,704.	542,831.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AT&T INC	65,205.	46,109.
ABBOTT LABS	51,806.	53,990.
AIR PRODS &CHEMS INC	61,307.	56,742.
BANK OF AMERICA CORP		
BANK OF NEW YORK MELLON CORP	85,841.	64,890.
CVS/CAREMARK CORPORATION	45,148.	43,484.
CHEVRON CORP	90,209.	78,915.
DEVON ENERGY CORP	45,330.	44,100.
WALT DISNEY CO	85,891.	88,688.
DOMINION RES INC VA NEW		
EXELON CORP	63,770.	40,073.
GENUINE PARTS CO	69,001.	52,005.
GOLDMAN SACHS GROUP INC	33,063.	50,652.
HEWLETT PACKARD CO	33,508.	51,510.
ILLIONIS TOOL WORKS INC	33,096.	47,990.
J P MORGAN CHASE & CO	48,548.	41,670.
MICROSOFT CORP	33,326.	60,960.
MONSANTO CO NEW		
MORGAN STANLEY GROUP INC		
RAYTHEON CO		
SPECTRA ENERGY CORP	53,780.	41,020.
THERMO FISHER SCIENTIFIC, INC	43,611.	47,690.
TRAVELERS COMPANIES, INC	67,400.	63,821.
VERIZON COMMUNICATIONS	62,315.	49,198.
WELLS FARGO & CO	72,657.	55,869.
ISHARES S&P MIDCAP	348,731.	336,707.
ISHARES RUSSELL 1000 GROWTH		
ISHARES S&P SMALL CAP 600	317,246.	334,886.
ISHARES MSCI EAFE INDEX FD	498,148.	359,320.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AFLAC		
ABBOTT LABS		
ADOBE SYSTEMS, INC.		
ALLERGAN, INC.	25,169.	40,957.
AMERICAN EXPRESS CO.	19,627.	42,546.
APACHE CORPORATION		
APPLE, INC.		
APPLIED MATERIALS, INC.		
BAKER HUGHES, INC.		
BARD CR. INC.		
BED BATH & BEYOND, INC.		
BEST BUY, INC.		
BOEING CO.		
CELGENE CORP.		
CHEVRON CORP		
CISCO SYSTEMS, INC.	24,653.	52,668.
COACH, INC.		
COSTCO WHSL CORP		
DEERE & CO.		
DELL INC.	32,454.	28,720.
WALT DISNEY CO.		
DOVER CORP.		
EMC CORP MASS	24,270.	34,940.
EBAY, INC.		
ECOLAB, INC.		
ELECTRONIC ARTS		
EXXON MOBIL CORP.	37,614.	30,686.
FEDEX CORP		
GENENTECH, INC.		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GENERAL ELECTRIC CO.	30,567.	22,695.
GILEAD SCIENCES, INC.		
GOLDMAN SACHS		
GOOGLE, INC. CL A		
HALLIBURTON CO.		
HEWLETT PACKARD CO.		
HOME DEPOT, INC.	30,240.	28,930.
ILLINIOS TOOL WORKS, INC.		
INTEL CORP.	32,433.	51,000.
INTERNATIONAL BUSINESS MACHINE		
JOHNSON & JOHNSON	33,249.	41,867.
KOHLS CORP.		
LINEAR TECHNOLOGY CORP.		
LOWES COMPANIES, INC.	21,198.	23,390.
MCGRAW HILL INC.		
MEDTRONIC, INC.	29,329.	46,179.
MICROSOFT CORP.		
MURPHY OIL CO.		
NETAPP, INC.		
NIKE INC. CL B		
ORACLE CORPORATION	17,046.	35,569.
PAYCHEX, INC.		
PEPSICO, INC.	26,177.	36,480.
PRAXAIR, INC.		
PRECISION CASTPARTS CORP.		
PRICE T ROWE GROUP, INC.		
PROCTER & GAMBLE CO.	34,534.	48,504.
PRUDENTIAL FINANCIAL, INC.	22,362.	19,904.
QUALCOMM, INC.	34,615.	41,634.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ST. JUDE MED INC.		
SCHLUMBERGER	19,780.	32,545.
STAPLES, INC.		
STARBUCKS CORP.		
STRYKER CORP.	41,699.	55,407.
SYSCO CORP.		
TJX COS, INC. NEW		
TARGET CORP.		
TEXAS INSTRS INC.		
UNITED TECHNOLOGIES CORP.	28,506.	52,058.
UNITED HEALTH GROUP, INC.		
WALMART STORES, INC.	14,706.	25,389.
WALGREEN CO.	5,090.	22,032.
XTO ENERGY CORP.	16,299.	20,939.
XILINX, INC.		
WEATHERFORD INTERNATIONAL, LTD		
TRANSOCEAN, LTD.		
INFOSYS TECHNOLOGIES LTD		
NOKIA CORP.		
TEVA PHARMACEUTICAL		
NORFOLK SOUTHERN CORP	33,820.	45,343.
3M CO	34,717.	57,869.
TOTALS	2,979,091.	3,048,540.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FED HOME LOAN MTG #G12319	126,150.	137,330.
FED HOME LOAN MTG #G08106	47,936.	51,716.
FED HOME LOAN MTG #G08186		
FED HOME LOAN MTG #745079	61,240.	66,583.
FED HOME LOAN MTG #888677		
FED HOME LOAN MTG #912754	110,855.	120,723.
FED HOME LOAN MTG #938041	162,540.	174,539.
GOVERNMENT NATL MTG #2741	3,811.	4,134.
AT& T INC DTD	20,229.	20,959.
ALABAMA POWER CO SERIES 07-D		
BP CAPITAL PLC NORMAL	18,454.	19,606.
CATERPILLAR INC DTD	16,972.	19,519.
CISCO SYSTEMS INC CALLABLE	19,136.	20,860.
CITIGROUP INC		
CREDIT SUISSE FB USA		
DEERE JOHN CAPITAL CORP		
WALT DISNEY CO DTD	19,314.	20,183.
GENERAL ELECTRIC CO	37,081.	39,145.
HSBC FINANCE CORP	19,737.	20,496.
HEWLETT PACKARD CO DTD	19,428.	20,143.
KELLOGG CO DTD	19,573.	20,620.
MCDONALDS CORP SERIES	20,538.	21,444.
MERRILL LYNCH & CO	19,143.	20,471.
MORGAN STANLEY	18,784.	19,707.
ORACLE CORP DTD	19,202.	20,543.
PEPSICO INC DTD	19,539.	20,863.
PROCTER & GAMBLE CO MAKE WHOLE		
SUNTRUST BANK ATLANTA	20,609.	20,788.
TARGET CORP CALLABLE	18,650.	20,390.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
TRAVELERS COMPANIES, INC.	20,765.	22,199.
US BANK NA	18,765.	19,350.
VERIZON COMMUNICATIONS	17,271.	18,326.
WACHOVIA CORP DTD	36,887.	38,479.
WAL MART STORES INC	19,909.	20,964.
BP CANADA FINANCE		
FHLMC PARTN CTFS #A52621	9,130.	9,139.
FED HOME LOAN MTG #G13273	22,891.	22,722.
FED NAT MTG ASSN #254693	17,172.	17,133.
FED NAT MTG ASSN #254545	9,432.	9,338.
FED NAT MTG ASSN #725544	9,085.	9,003.
FED NAT MTG ASSN #888677	43,688.	46,461.
FED NAT MTG ASSN #928480	33,429.	33,365.
ABBOTT LABS	19,228.	19,873.
CONOCOPHILIPS DTD	18,097.	19,977.
CREDIT SUISSE NEW YORK	19,539.	20,619.
GOLDMAN SACHS GROUP INC DTD	18,601.	19,688.
JP MORGAN CHASE & CO DTD	19,242.	20,902.
MORGAN STANLEY SERIES: MTN DTD	20,103.	20,146.
TOTALS	1,212,155.	1,288,446.

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

DESCRIPTION	AMOUNT
OID INCOME From TIPS Inflation Index Adj	119.
ROUNDING	7.
TOTAL	126.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
TN

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

NAME: REGIONS BANK
TRUST DEPARTMENT
ADDRESS: 11 NORTH WATER STREET, 25TH FLOOR
MOBILE, AL 36602

TELEPHONE NUMBER: (251)690-1024

STATEMENT 16

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

OFFICER NAME:
DONNA CHEEK
ADDRESS:
315 DEADERICK STREET
NASHVILLE, TN 37237
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
DOUGLAS J. JACKSON
ADDRESS:
315 DEADERICK STREET
NASHVILLE, TN 37237
TITLE:
TREASURER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
BERNARD WERTHAN, JR.
ADDRESS:
315 DEADERICK STREET
NASHVILLE, TN 37237
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
MIKE MCNAMEE
ADDRESS:
315 DEADERICK STREET
NASHVILLE, TN 37237
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

OFFICER NAME:
JIM SCHMITZ
ADDRESS:
315 DEADERICK STREET
NASHVILLE, TN
TITLE:
PRESIDENT & DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
C. KEITH HERRON
ADDRESS:
315 DEADERICK STREET, SUITE 502
NASHVILLE, TN 37238
TITLE:
CHAIRMAN
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
PAMELA R. WELCH
ADDRESS:
315 DEADERICK STREET, SUITE 502
NASHVILLE, TN 37238
TITLE:
SECRETARY
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
WILLIAM COCHRAN
ADDRESS:
315 DEADERICK STREET, SUITE 502
NASHVILLE, TN 37238
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

NAME:
REGIONS BANK
ADDRESS:
315 DEADERICK STREET, SUITE 502
NASHVILLE, TN
TYPE OF SERVICE:
INVESTMENT/CUSTODY SERVICE
COMPENSATION .... 37,315.

TOTAL COMPENSATION: 37,315.

RECIPIENT NAME:
FRANKLINS CHARGE
ADDRESS:
604 WEST MAIN STREET
FRANKLIN, TN 37064
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT EDUCATIONAL ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
NASHVILLE SYMPHONY
ADDRESS:
1 SYMPHONY PLACE
NASHVILLE, TN 37201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT ARTS & EDUCATIONAL ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
CARSON-NEWMAN COLLEGE
ADDRESS:
1646 RUSSELL AVENUE
JEFFERSON CITY, TN 37760
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT EDUCATIONAL ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
EAST TENNESSEE STATE UNIVERSITY
ADDRESS:
807 UNIVERSITY PARKWAY
JOHNSON CITY, TN 37614
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT EDUCATIONAL ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
MOUNTAIN STATES HEALTH FOUNDATION
ADDRESS:
1021 WEST OAKLAND AVENUE, SUITE 103
JOHNSON CITY, TN 37604
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT HEALTHCARE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
AUSTIN-PEAY STATE UNIVERSITY
ADDRESS:
601 COLLEGE STREET
CLARKSVILLE, TN 37044
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT EDUCATIONAL ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
AMERICAN CANCER SOCIETY
ADDRESS:
2000 CHARLOTTE AVENUE
NASHVILLE, TN 37203
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT HEALTHCARE AND EDUCATIONAL ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CUMBERLAND HEIGHTS FOUNDATION
ADDRESS:
P. O. BOX 90727
NASHVILLE, TN 37209
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT HEALTHCARE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
W. O. SMITH SCHOOL
ADDRESS:
1125 8TH AVENUE SOUTH
NASHVILLE, TN 37212
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT ARTS AND EDUCATIONAL ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 30,000.

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

RECIPIENT NAME:
TENNESSEE RESIDENCE FOUNDATION
ADDRESS:
STATE CAPITOL
NASHVILLE, TN 37243
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT EDUCATIONAL ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

TOTAL GRANTS PAID: 225,000.

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				
85. APACHE CORP COM	08/14/2008	01/05/2009	6,865.00	9,602.00	-2,737.00
70. APPLE COMPUTER INC	02/22/2008	02/12/2009	6,795.00	8,425.00	-1,630.00
120. BAKER HUGHES	03/06/2008	01/05/2009	4,169.00	8,432.00	-4,263.00
135. CELGENE CORP	04/16/2008	01/05/2009	7,383.00	8,608.00	-1,225.00
200. COSTCO WHSL CORP NEW	01/05/2009	05/05/2009	9,540.00	10,505.00	-965.00
400. DEERE & CO COM	01/07/2009	03/24/2009	14,146.00	24,217.00	-10,071.00
13000. JOHN DEERE CAPITAL					
CORP INSD: FDIC DTD 12/19/08 2.875% 06	12/17/2008	04/24/2009	13,385.00	13,329.00	56.00
1350. DOMINION RES INC VA	07/22/2008	06/26/2009	44,816.00	60,273.00	-15,457.00
675. DU PONT E I DE	01/05/2009	03/10/2009	11,641.00	17,866.00	-6,225.00
185.32 FD HM LN MTG CORP					
PARTN CTFS POOL# A52621 30 YEAR FIXED	10/07/2009	11/16/2009	185.00	197.00	-12.00
196.67 FD HM LN MTG CORP					
PARTN CTFS POOL# A52621 30 YEAR FIXED	10/07/2009	12/15/2009	197.00	209.00	-12.00
622.89 FEDERAL HOME LOAN					
MTG CORP POOL#G13273 5	10/07/2009	11/16/2009	623.00	657.00	-34.00
733.94 FEDERAL HOME LOAN					
MTG CORP POOL#G13273 5	10/07/2009	12/15/2009	734.00	774.00	-40.00
261.32 FEDERAL HOME LOAN					
MTG CORP POOL #G08080	08/06/2009	09/15/2009	261.00	270.00	-9.00
238.63 FEDERAL HOME LOAN					
MTG CORP POOL #G08080	08/06/2009	10/15/2009	239.00	247.00	-8.00
424.12 FEDERAL HOME LOAN					
MTG CORP POOL #G08080	10/06/2009	11/16/2009	424.00	441.00	-17.00
28321.03 FEDERAL HOME LOAN					
MTG CORP POOL #G08080	10/06/2009	12/14/2009	30,069.00	29,446.00	623.00
436.66 FEDERAL HOME LOAN					
MTG CORP POOL #G08080	10/06/2009	12/15/2009	437.00	454.00	-17.00
307.9 FEDERAL NATIONAL					
MORTGAGE ASSN POOL #254693 DTD 03/01/03	10/07/2009	11/25/2009	308.00	324.00	-16.00
366.42 FEDERAL NATIONAL					
MORTGAGE ASSN POOL #254693 DTD 03/01/03	10/07/2009	12/28/2009	366.00	386.00	-20.00
Totals					

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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
195.21 FEDERAL NATIONAL					
MORTGAGE ASSN POOL #254	10/07/2009	11/25/2009	195.00	208.00	-13.00
190.2 FEDERAL NATIONAL					
MORTGAGE ASSN POOL #254	10/07/2009	12/28/2009	190.00	202.00	-12.00
211.22 FEDERAL NATIONAL					
MORTGAGE ASSN POOL# 725544 13 YEAR FIXE	10/07/2009	11/25/2009	211.00	227.00	-16.00
188.17 FEDERAL NATIONAL					
MORTGAGE ASSN POOL# 725544 13 YEAR FIXE	10/07/2009	12/28/2009	188.00	202.00	-14.00
552.43 FEDERAL NATIONAL					
MORTGAGE ASSN POOL #928	10/08/2009	11/25/2009	552.00	587.00	-35.00
284.37 FEDERAL NATIONAL					
MORTGAGE ASSN POOL #928	10/08/2009	12/28/2009	284.00	302.00	-18.00
900. FIRSTENERGY CORP COM	06/26/2009	11/24/2009	37,745.00	39,273.00	-1,528.00
350. GENERAL DYNAMICS CORP	03/13/2009	06/26/2009	19,313.00	13,312.00	6,001.00
12. GOOGLE INC CL A	03/04/2008	01/05/2009	3,919.00	5,800.00	-1,881.00
200. HALLIBURTON CO	05/07/2008	01/05/2009	3,955.00	9,246.00	-5,291.00
1025. ILLINOIS TOOL WKS	01/05/2009	10/15/2009	46,216.00	35,767.00	10,449.00
475. MONSANTO CO NEW COM	10/20/2008	06/18/2009	39,166.00	40,116.00	-950.00
100. MURPHY OIL CORP	04/08/2008	01/05/2009	4,885.00	8,663.00	-3,778.00
335. PAYCHEX INC	01/05/2009	05/05/2009	9,209.00	8,917.00	292.00
85. PRECISION CASTPARTS	03/19/2008	01/05/2009	5,487.00	8,404.00	-2,917.00
245. PRICE T ROWE GROUP	01/06/2009	03/24/2009	6,755.00	8,828.00	-2,073.00
13000. PROCTER & GAMBLE CO					
MAKE WHOLE 4.6% 01/1	12/16/2008	05/15/2009	13,765.00	13,065.00	700.00
11000. SHELL INTL FIN MAKE					
WHOLE 6.375% 12/15/2	05/18/2009	05/20/2009	11,638.00	11,639.00	-1.00
5000. TARGET CORP CALLABLE					
5.375% 05/01/2017	07/07/2009	07/23/2009	5,132.00	5,183.00	-51.00
1000. UNITED STATES TREAS					
BDS DTD 8/15/93 6.25% 08/15/2023	07/07/2009	11/09/2009	1,224.00	1,222.00	2.00
1000. UNITED STATES					
TREASURY N/B DTD 02/15/08	01/30/2009	11/09/2009	997.00	1,140.00	-143.00
15000. UNITED STATES					
TREASURY N/B 4.25% 11/15/2	10/07/2008	03/13/2009	16,710.00	16,298.00	412.00
4000. UNITED STATES					
Totals TREASURY 3.5% 02/15/2010					

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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
	02/05/2009	03/13/2009	4,101.00	4,119.00	-18.00
124000. UNITED STATES TREASURY 3.5% 02/15/2010	06/18/2009	07/07/2009	126,315.00	126,543.00	-228.00
74000. UNITED STATES TREASURY 3.5% 02/15/2010	07/30/2009	08/06/2009	75,197.00	75,364.00	-167.00
115000. UNITED STATES TREASURY 3.5% 02/15/2010	09/25/2009	10/06/2009	116,375.00	116,697.00	-322.00
197000. UNITED STATES TREASURY 3.5% 02/15/2010	12/01/2009	12/11/2009	198,147.00	198,779.00	-632.00
41000. UNITED STATES TREASURY 4.125% 05/15/20	03/13/2009	06/19/2009	42,997.00	45,364.00	-2,367.00
5000. UNITED STATES TREASURY 4.125% 05/15/20	07/07/2009	10/06/2009	5,430.00	5,382.00	48.00
42000. UNITED STATES TREASURY 4.125% 05/15/20	07/07/2009	11/02/2009	45,567.00	45,206.00	361.00
14000. UNITED STATES TREASURY 4.875% 05/15/20	11/06/2008	03/13/2009	14,107.00	14,276.00	-169.00
13000. UNITED STATES TREASURY 4.875% 05/15/20	11/06/2008	05/07/2009	13,011.00	13,256.00	-245.00
18000. UNITED STATES TREASURY DTD 10/31/07 3.62	08/06/2009	10/05/2009	18,043.00	18,248.00	-205.00
23000. UNITED STATES TREASURY N/B DTD 05/15/08	08/06/2009	11/09/2009	23,906.00	24,270.00	-364.00
300. WEATHERFORD INTL LTD	01/11/2008	01/05/2009	3,525.00	10,533.00	-7,008.00
75. TRANSOCEAN LTD	03/24/2008	01/05/2009	4,017.00	10,353.00	-6,336.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			1,071,057.00	1,131,653.00	-60,596.00
Totals			1,071,057.00	1,131,653.00	-60,596.00

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Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT	PURPOSES				
210. AFLAC INC	10/29/2003	02/12/2009	4,466.00	7,646.00	-3,180.00
400. ABBOTT LABS W/RIGHTS					
ATTACHED EXP 11/10/2009	07/21/2008	10/15/2009	20,628.00	22,707.00	-2,079.00
350. ADOBE SYS INC	05/23/2005	01/05/2009	7,956.00	11,009.00	-3,053.00
15000. ALABAMA POWER CO					
SERIES: 07-D DTD 12/12/	01/15/2008	05/27/2009	15,823.00	15,151.00	672.00
890. APPLIED MATERIALS INC					
COM W/RIGHTS ATTACHED EXP 7/6/2009	10/03/2003	01/05/2009	9,301.00	17,576.00	-8,275.00
50000. BP CANADA FINANCE					
3.625% 01/15/2009	12/10/2002	01/15/2009	50,000.00	49,918.00	82.00
1465. BANK OF AMERICA CORP	07/18/2007	03/24/2009	11,295.00	72,002.00	-60,707.00
130. BARD CR INC	04/07/2006	01/05/2009	10,898.00	8,926.00	1,972.00
350. BED BATH & BEYOND INC	06/28/2004	01/07/2009	8,764.00	13,274.00	-4,510.00
190. BEST BUY INC	02/08/2006	01/05/2009	5,696.00	9,101.00	-3,405.00
210. BOEING CO	08/22/2003	03/24/2009	7,636.00	7,477.00	159.00
670. CVS CORP	07/18/2007	08/06/2009	22,861.00	24,462.00	-1,601.00
14000. CITIGROUP INC	06/13/2007	01/21/2009	13,986.00	13,624.00	362.00
275. COACH INC COM W/RTS					
ATTACHED EXP 5/2/2011	08/17/2007	01/05/2009	5,993.00	13,277.00	-7,284.00
150. COSTCO WHSL CORP NEW	01/10/2008	05/05/2009	7,155.00	10,437.00	-3,282.00
14000. CREDIT SUISSE FB					
USA 4.875% 08/15/2010	06/13/2007	02/27/2009	14,010.00	13,765.00	245.00
15000. DEERE JOHN CAPITAL					
CORP SERIES: MTN DTD 12/17/07 4.95%	12/30/2008	05/27/2009	15,484.00	15,457.00	27.00
250. DOVER CORP COM W/RTS	10/29/2003	01/05/2009	8,735.00	9,755.00	-1,020.00
310. EBAY INC	02/08/2006	02/12/2009	4,014.00	10,381.00	-6,367.00
205. ECOLAB INC	08/27/2007	01/05/2009	7,296.00	8,476.00	-1,180.00
230. ELECTRONIC ARTS INC	02/08/2006	01/05/2009	3,889.00	10,710.00	-6,821.00
2033.05 FEDERAL HOME LOAN					
MTG CORP POOL #G12319	06/11/2007	01/15/2009	2,033.00	1,963.00	70.00
3235.86 FEDERAL HOME LOAN					
MTG CORP POOL #G12319	06/11/2007	02/17/2009	3,236.00	3,125.00	111.00
Totals					

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Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
4631.43 FEDERAL HOME LOAN					
MTG CORP POOL #G12319	06/11/2007	03/16/2009	4,631.00	4,473.00	158.00
4995.94 FEDERAL HOME LOAN					
MTG CORP POOL #G12319	06/11/2007	04/15/2009	4,996.00	4,825.00	171.00
4830.14 FEDERAL HOME LOAN					
MTG CORP POOL #G12319	06/11/2007	05/15/2009	4,830.00	4,665.00	165.00
4488.73 FEDERAL HOME LOAN					
MTG CORP POOL #G12319	06/11/2007	06/15/2009	4,489.00	4,335.00	154.00
5078.7 FEDERAL HOME LOAN					
MTG CORP POOL #G12319	06/11/2007	07/15/2009	5,079.00	4,905.00	174.00
3977.69 FEDERAL HOME LOAN					
MTG CORP POOL #G12319	06/11/2007	08/17/2009	3,978.00	3,842.00	136.00
2915.72 FEDERAL HOME LOAN					
MTG CORP POOL #G12319	06/11/2007	09/15/2009	2,916.00	2,816.00	100.00
3196.8 FEDERAL HOME LOAN					
MTG CORP POOL #G12319	06/11/2007	10/15/2009	3,197.00	3,087.00	110.00
2979.13 FEDERAL HOME LOAN					
MTG CORP POOL #G12319	06/11/2007	11/16/2009	2,979.00	2,877.00	102.00
3429.43 FEDERAL HOME LOAN					
MTG CORP POOL #G12319	06/11/2007	12/15/2009	3,429.00	3,312.00	117.00
976.7 FEDERAL HOME LOAN					
MTG CORP POOL #G08106 DTD 01/01/06 6% 0	06/11/2007	01/15/2009	977.00	964.00	13.00
2669.62 FEDERAL HOME LOAN					
MTG CORP POOL #G08106 DTD 01/01/06 6% 0	06/11/2007	02/17/2009	2,670.00	2,635.00	35.00
3109.57 FEDERAL HOME LOAN					
MTG CORP POOL #G08106 DTD 01/01/06 6% 0	06/11/2007	03/16/2009	3,110.00	3,069.00	41.00
2640.98 FEDERAL HOME LOAN					
MTG CORP POOL #G08106 DTD 01/01/06 6% 0	06/11/2007	04/15/2009	2,641.00	2,606.00	35.00
2125.87 FEDERAL HOME LOAN					
MTG CORP POOL #G08106 DTD 01/01/06 6% 0	06/11/2007	05/15/2009	2,126.00	2,098.00	28.00
3056.44 FEDERAL HOME LOAN					
MTG CORP POOL #G08106 DTD 01/01/06 6% 0	06/11/2007	06/15/2009	3,056.00	3,016.00	40.00
2148.48 FEDERAL HOME LOAN					
MTG CORP POOL #G08106 DTD 01/01/06 6% 0	06/11/2007	07/15/2009	2,148.00	2,120.00	28.00
1531.74 FEDERAL HOME LOAN					
Totals MTG CORP POOL #G08106 DTD 01/01/06 6% 0					

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Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
	06/11/2007	08/17/2009	1,532.00	1,512.00	20.00
1176.92 FEDERAL HOME LOAN					
MTG CORP POOL #G08106 DTD 01/01/06	06/11/2007	09/15/2009	1,177.00	1,161.00	16.00
710.48 FEDERAL HOME LOAN					
MTG CORP POOL #G08106 DTD 01/01/06	06/11/2007	10/15/2009	710.00	701.00	9.00
1153.01 FEDERAL HOME LOAN					
MTG CORP POOL #G08106 DTD 01/01/06	06/11/2007	11/16/2009	1,153.00	1,138.00	15.00
652.7 FEDERAL HOME LOAN					
MTG CORP POOL #G08106 DTD 01/01/06	06/11/2007	12/15/2009	653.00	644.00	9.00
709.02 FEDERAL HOME LOAN					
MTG CORP POOL #G08186	06/11/2007	01/15/2009	709.00	682.00	27.00
2526.17 FEDERAL HOME LOAN					
MTG CORP POOL #G08186	06/11/2007	02/17/2009	2,526.00	2,431.00	95.00
2894.63 FEDERAL HOME LOAN					
MTG CORP POOL #G08186	06/11/2007	03/16/2009	2,895.00	2,786.00	109.00
2450.97 FEDERAL HOME LOAN					
MTG CORP POOL #G08186	06/11/2007	04/15/2009	2,451.00	2,359.00	92.00
2754.49 FEDERAL HOME LOAN					
MTG CORP POOL #G08186	06/11/2007	05/15/2009	2,754.00	2,651.00	103.00
2376.14 FEDERAL HOME LOAN					
MTG CORP POOL #G08186	06/11/2007	06/15/2009	2,376.00	2,287.00	89.00
2224.72 FEDERAL HOME LOAN					
MTG CORP POOL #G08186	06/11/2007	07/15/2009	2,225.00	2,141.00	84.00
1390.67 FEDERAL HOME LOAN					
MTG CORP POOL #G08186	06/11/2007	08/17/2009	1,391.00	1,338.00	53.00
1005.33 FEDERAL HOME LOAN					
MTG CORP POOL #G08186	06/11/2007	09/15/2009	1,005.00	967.00	38.00
722.37 FEDERAL HOME LOAN					
MTG CORP POOL #G08186	06/11/2007	10/15/2009	722.00	695.00	27.00
1387.64 FEDERAL HOME LOAN					
MTG CORP POOL #G08186	06/11/2007	11/16/2009	1,388.00	1,335.00	53.00
58901.12 FEDERAL HOME LOAN					
MTG CORP POOL #G08186	06/11/2007	12/14/2009	62,536.00	56,683.00	5,853.00
1439.98 FEDERAL HOME LOAN					
MTG CORP POOL #G08186	06/11/2007	12/15/2009	1,440.00	1,386.00	54.00
Totals					

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Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
816.03 FEDERAL NATIONAL MORTGAGE ASSN POOL #745079 DTD 11/01/06	05/11/2007	01/26/2009	816.00	789.00	27.00
1180.7 FEDERAL NATIONAL MORTGAGE ASSN POOL #745079 DTD 11/01/06	05/11/2007	02/25/2009	1,181.00	1,141.00	40.00
1715.99 FEDERAL NATIONAL MORTGAGE ASSN POOL #745079 DTD 11/01/06	05/11/2007	03/25/2009	1,716.00	1,659.00	57.00
1679.56 FEDERAL NATIONAL MORTGAGE ASSN POOL #745079 DTD 11/01/06	05/11/2007	04/27/2009	1,680.00	1,624.00	56.00
1831.49 FEDERAL NATIONAL MORTGAGE ASSN POOL #745079 DTD 11/01/06	05/11/2007	05/26/2009	1,831.00	1,771.00	60.00
1563.45 FEDERAL NATIONAL MORTGAGE ASSN POOL #745079 DTD 11/01/06	05/11/2007	06/25/2009	1,563.00	1,511.00	52.00
1852.22 FEDERAL NATIONAL MORTGAGE ASSN POOL #745079 DTD 11/01/06	05/11/2007	07/27/2009	1,852.00	1,791.00	61.00
1588.82 FEDERAL NATIONAL MORTGAGE ASSN POOL #745079 DTD 11/01/06	05/11/2007	08/25/2009	1,589.00	1,536.00	53.00
1149.56 FEDERAL NATIONAL MORTGAGE ASSN POOL #745079 DTD 11/01/06	05/11/2007	09/25/2009	1,150.00	1,111.00	39.00
1301.54 FEDERAL NATIONAL MORTGAGE ASSN POOL #745079 DTD 11/01/06	05/11/2007	10/26/2009	1,302.00	1,258.00	44.00
1115.37 FEDERAL NATIONAL MORTGAGE ASSN POOL #745079 DTD 11/01/06	05/11/2007	11/25/2009	1,115.00	1,078.00	37.00
1170.14 FEDERAL NATIONAL MORTGAGE ASSN POOL #745079 DTD 11/01/06	05/11/2007	12/28/2009	1,170.00	1,131.00	39.00
1207.37 FEDERAL NATIONAL MORTGAGE ASSN POOL #888	08/27/2007	01/26/2009	1,207.00	1,203.00	4.00
2386.56 FEDERAL NATIONAL MORTGAGE ASSN POOL #888	08/27/2007	02/25/2009	2,387.00	2,378.00	9.00
1385.84 FEDERAL NATIONAL MORTGAGE ASSN POOL #888	08/27/2007	03/25/2009	1,386.00	1,381.00	5.00
988.21 FEDERAL NATIONAL MORTGAGE ASSN POOL #888	08/27/2007	04/27/2009	988.00	985.00	3.00
1643.05 FEDERAL NATIONAL MORTGAGE ASSN POOL #888	08/27/2007	05/26/2009	1,643.00	1,637.00	6.00
2059.31 FEDERAL NATIONAL					
Totals MORTGAGE ASSN POOL #888					

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Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
	08/27/2007	06/25/2009	2,059.00	2,052.00	7.00
2122.75 FEDERAL NATIONAL MORTGAGE ASSN POOL #888	08/27/2007	07/27/2009	2,123.00	2,115.00	8.00
1865.78 FEDERAL NATIONAL MORTGAGE ASSN POOL #888	08/27/2007	08/25/2009	1,866.00	1,859.00	7.00
1892.35 FEDERAL NATIONAL MORTGAGE ASSN POOL #888	08/27/2007	09/25/2009	1,892.00	1,886.00	6.00
652.86 FEDERAL NATIONAL MORTGAGE ASSN POOL #888	08/27/2007	10/26/2009	653.00	651.00	2.00
529.09 FEDERAL NATIONAL MORTGAGE ASSN POOL #888	08/27/2007	11/25/2009	529.00	527.00	2.00
908.36 FEDERAL NATIONAL MORTGAGE ASSN POOL #888	08/27/2007	12/28/2009	908.00	905.00	3.00
187.26 FED NTL MTG ASN GTD MTG PS POOL #912754	06/11/2007	01/26/2009	187.00	180.00	7.00
2615.72 FED NTL MTG ASN GTD MTG PS POOL #912754	06/11/2007	02/25/2009	2,616.00	2,517.00	99.00
1721.45 FED NTL MTG ASN GTD MTG PS POOL #912754	06/11/2007	03/25/2009	1,721.00	1,656.00	65.00
1565.4 FED NTL MTG ASN GTD MTG PS POOL #912754	06/11/2007	04/27/2009	1,565.00	1,506.00	59.00
3963.32 FED NTL MTG ASN GTD MTG PS POOL #912754	06/11/2007	05/26/2009	3,963.00	3,814.00	149.00
4176.68 FED NTL MTG ASN GTD MTG PS POOL #912754	06/11/2007	06/25/2009	4,177.00	4,019.00	158.00
4852.33 FED NTL MTG ASN GTD MTG PS POOL #912754	06/11/2007	07/27/2009	4,852.00	4,669.00	183.00
894.69 FED NTL MTG ASN GTD MTG PS POOL #912754	06/11/2007	08/25/2009	895.00	861.00	34.00
3163.45 FED NTL MTG ASN GTD MTG PS POOL #912754	06/11/2007	09/25/2009	3,163.00	3,044.00	119.00
3399.47 FED NTL MTG ASN GTD MTG PS POOL #912754	06/11/2007	10/26/2009	3,399.00	3,271.00	128.00
2235.94 FED NTL MTG ASN GTD MTG PS POOL #912754	06/11/2007	11/25/2009	2,236.00	2,152.00	84.00
Totals					

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Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
3169.16 FED NTL MTG ASN					
GTD MTG PS POOL #912754	06/11/2007	12/28/2009	3,169.00	3,050.00	119.00
926.17 FEDERAL NATL MTG					
ASSN POOL #938041 6% 07	06/11/2007	01/26/2009	926.00	915.00	11.00
5951.53 FEDERAL NATL MTG					
ASSN POOL #938041 6% 07	06/11/2007	02/25/2009	5,952.00	5,879.00	73.00
2288.39 FEDERAL NATL MTG					
ASSN POOL #938041 6% 07	06/11/2007	03/25/2009	2,288.00	2,261.00	27.00
3887.36 FEDERAL NATL MTG					
ASSN POOL #938041 6% 07	06/11/2007	04/27/2009	3,887.00	3,840.00	47.00
4918.14 FEDERAL NATL MTG					
ASSN POOL #938041 6% 07	06/11/2007	05/26/2009	4,918.00	4,858.00	60.00
4861.01 FEDERAL NATL MTG					
ASSN POOL #938041 6% 07	06/11/2007	06/25/2009	4,861.00	4,802.00	59.00
2491.51 FEDERAL NATL MTG					
ASSN POOL #938041 6% 07	06/11/2007	07/27/2009	2,492.00	2,461.00	31.00
4247.98 FEDERAL NATL MTG					
ASSN POOL #938041 6% 07	06/11/2007	08/25/2009	4,248.00	4,196.00	52.00
2333.21 FEDERAL NATL MTG					
ASSN POOL #938041 6% 07	06/11/2007	09/25/2009	2,333.00	2,305.00	28.00
5336.15 FEDERAL NATL MTG					
ASSN POOL #938041 6% 07	06/11/2007	10/26/2009	5,336.00	5,271.00	65.00
1609.35 FEDERAL NATL MTG					
ASSN POOL #938041 6% 07	06/11/2007	11/25/2009	1,609.00	1,590.00	19.00
3101.04 FEDERAL NATL MTG					
ASSN POOL #938041 6% 07	06/11/2007	12/28/2009	3,101.00	3,063.00	38.00
150. FEDEX CORP	05/10/2007	01/06/2009	9,585.00	16,661.00	-7,076.00
49.34 GOVERNMENT NATIONAL					
MORTGAGE ASSN POOL# 2741 30-YR FIXED	04/09/1999	01/20/2009	49.00	49.00	
31.99 GOVERNMENT NATIONAL					
MORTGAGE ASSN POOL# 2741 30-YR FIXED	04/09/1999	02/20/2009	32.00	32.00	
27.24 GOVERNMENT NATIONAL					
MORTGAGE ASSN POOL# 2741 30-YR FIXED	04/09/1999	03/20/2009	27.00	27.00	
84.04 GOVERNMENT NATIONAL					
MORTGAGE ASSN POOL# 2741 30-YR FIXED	04/09/1999	04/20/2009	84.00	84.00	
Totals					

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Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
33.54 GOVERNMENT NATIONAL					
MORTGAGE ASSN POOL# 2741 30-YR FIXED	04/09/1999	05/20/2009	34.00	34.00	
62.55 GOVERNMENT NATIONAL					
MORTGAGE ASSN POOL# 2741 30-YR FIXED	04/09/1999	06/22/2009	63.00	63.00	
47.41 GOVERNMENT NATIONAL					
MORTGAGE ASSN POOL# 2741 30-YR FIXED	04/09/1999	07/20/2009	47.00	47.00	
70.19 GOVERNMENT NATIONAL					
MORTGAGE ASSN POOL# 2741 30-YR FIXED	04/09/1999	08/20/2009	70.00	70.00	
35.49 GOVERNMENT NATIONAL					
MORTGAGE ASSN POOL# 2741 30-YR FIXED	04/09/1999	09/21/2009	35.00	35.00	
78.9 GOVERNMENT NATIONAL					
MORTGAGE ASSN POOL# 2741 30-YR FIXED	04/09/1999	10/20/2009	79.00	79.00	
77.23 GOVERNMENT NATIONAL					
MORTGAGE ASSN POOL# 2741 30-YR FIXED	04/09/1999	11/20/2009	77.00	77.00	
71.36 GOVERNMENT NATIONAL					
MORTGAGE ASSN POOL# 2741 30-YR FIXED	04/09/1999	12/21/2009	71.00	71.00	
300. GENENTECH INC COM NEW	09/23/2003	03/26/2009	28,500.00	13,113.00	15,387.00
260. GILEAD SCIENCES INC	03/14/2007	02/12/2009	12,828.00	9,018.00	3,810.00
215. GOLDMAN SACHS GROUP	08/27/2008	09/25/2009	38,829.00	34,384.00	4,445.00
20. GOOGLE INC CL A	11/27/2007	01/05/2009	6,532.00	13,132.00	-6,600.00
790. HEWLETT-PACKARD CO	07/18/2007	09/25/2009	37,227.00	37,334.00	-107.00
230. INFOSYS TECHNOLOGIES					
LTD SPON ADR 1/4 SH	08/17/2007	01/05/2009	5,877.00	11,698.00	-5,821.00
325. INTERNATIONAL	04/17/1998	06/18/2009	34,742.00	17,507.00	17,235.00
285. ISHARES TR S&P MIDCAP	07/18/2007	10/15/2009	20,206.00	25,933.00	-5,727.00
3800. ISHARES RUSSELL 1000					
GROWTH INDEX FD	07/18/2007	06/26/2009	155,397.00	231,990.00	-76,593.00
380. ISHARES TR S&P					
SMALLCAP 600 INDEX FUND	07/18/2007	10/15/2009	20,516.00	27,444.00	-6,928.00
565. JP MORGAN CHASE & CO	07/18/2007	10/15/2009	26,470.00	27,430.00	-960.00
175. KOHLS CORP	02/15/2007	01/05/2009	6,548.00	12,843.00	-6,295.00
475. LINEAR TECHNOLOGY	02/08/2006	03/24/2009	11,020.00	16,137.00	-5,117.00
200. MCGRAW HILL COS INC	02/08/2006	01/05/2009	4,844.00	10,354.00	-5,510.00
20000. MERRILL LYNCH & CO					
6.11% 01/29/2037	08/07/2007	01/30/2009	15,338.00	18,445.00	-3,107.00
Totals					

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REGIONS/ AMSOUTH FOUNDATION - TN 2055000921 58-2071018

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
1000. MICROSOFT CORP COM	07/18/2007	11/24/2009	29,840.00	30,900.00	-1,060.00
1065. MORGAN STANLEY DEAN	07/25/2007	08/06/2009	32,486.00	69,400.00	-36,914.00
3000. MORGAN STANLEY	06/11/2007	02/05/2009	2,964.00	2,940.00	24.00
500. NETAPP INC	10/30/2003	01/05/2009	7,315.00	12,850.00	-5,535.00
175. NIKE INC CL B	02/08/2006	01/07/2009	8,956.00	7,377.00	1,579.00
550. NOKIA CORP ADR	10/29/2003	01/05/2009	8,740.00	9,499.00	-759.00
335. PAYCHEX INC	02/08/2006	05/05/2009	9,209.00	12,646.00	-3,437.00
105. PRAXAIR INC	03/11/2008	03/24/2009	6,989.00	8,436.00	-1,447.00
255. PRICE T ROWE GROUP	02/08/2006	03/24/2009	7,030.00	9,537.00	-2,507.00
1070. RAYTHEON CO COM NEW	07/18/2007	06/18/2009	49,250.00	58,206.00	-8,956.00
405. ST JUDE MEDICAL INC	12/10/2007	02/12/2009	14,653.00	15,137.00	-484.00
425. STAPLES INC COM					
W/INVISIBLE RTS TO PUR SHS UNDER CERTAI	04/09/2002	03/24/2009	7,569.00	5,084.00	2,485.00
550. STARBUCKS CORP	03/12/2004	01/05/2009	5,390.00	10,401.00	-5,011.00
625. SYSCO CORP COM	03/12/2003	11/24/2009	16,993.00	14,411.00	2,582.00
550. TJX COS INC NEW	08/05/2003	01/05/2009	11,649.00	10,648.00	1,001.00
200. TARGET CORP COM	02/08/2006	03/24/2009	6,662.00	10,547.00	-3,885.00
11000. TARGET CORP					
CALLABLE 5.375% 05/01/2017	10/17/2007	07/23/2009	11,291.00	10,703.00	588.00
792. TEVA PHARMACEUTICAL	12/11/2007	01/05/2009	33,311.00	28,908.00	4,403.00
550. TEXAS INSTRS INC	02/07/2006	01/05/2009	8,679.00	16,821.00	-8,142.00
17000. UNITED STATES					
TREASURY 3.5% 02/15/2010	02/07/2008	03/13/2009	17,430.00	17,307.00	123.00
10000. UNITED STATES					
TREASURY 3.5% 02/15/2010	12/10/2007	06/10/2009	10,205.00	9,926.00	279.00
48000. UNITED STATES					
TREASURY 3.5% 02/15/2010	06/13/2007	12/11/2009	48,279.00	47,878.00	401.00
13000. UNITED STATES					
TREASURY N/B DTD 05/15/08	06/20/2008	11/09/2009	13,512.00	12,740.00	772.00
475. UNITEDHEALTH GROUP	07/17/2003	01/05/2009	12,853.00	12,275.00	578.00
350. XILINX INC COM	02/08/2006	01/05/2009	6,549.00	9,748.00	-3,199.00
. SECURITIES LITIGATION					
SETTLEMENT PROCEEDS		01/05/2009	18,322.00		18,322.00
. SECURITIES LITIGATION					
SETTLEMENT PROCEEDS		02/11/2009	19.00		19.00
Totals					

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REGIONS/ AMSOUTH FOUNDATION - TN 2055000921 58-2071018

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
. SECURITIES LITIGATION SETTLEMENT PROCEEDS		02/12/2009	10.00		10.00
. SECURITIES LITIGATION SETTLEMENT PROCEEDS		03/18/2009	1,918.00		1,918.00
. SECURITIES LITIGATION SETTLEMENT PROCEEDS		04/09/2009	14.00		14.00
. SECURITIES LITIGATION SETTLEMENT PROCEEDS		09/10/2009	1,569.00		1,569.00
. SECURITIES LITIGATION SETTLEMENT PROCEEDS		12/31/2009	2,208.00		2,208.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			1,363,541.00	1,593,336.00	-229,795.00
Totals			1,363,541.00	1,593,336.00	-229,795.00

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Form **8868** (Rev. April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (*e-file*). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated From 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print	Name of Exempt Organization REGIONS/ AMSOUTH FOUNDATION - TN 2055000921	**Employer identification number** 58-2071018
File by the due date for filing your return. See instructions	Number, street, and room or suite no If a P O box, see instructions. REGIONS BK TR DEPT CUSTODIAN PO BOX 2886	
	City, town or post office, state, and ZIP code For a foreign address, see instructions MOBILE, AL 36652-2886	

Check type of return to be filed (file a separate application for each return):

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ REGIONS BANK

Telephone No. ▶ (251)690-1024 FAX No. ▶ 251-690-1330

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . ▶ [ ] . If it is for part of the group, check this box . . ▶ [ ] and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/16 ,2010 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2009 or
▶ [ ] tax year beginning ______ , ______ , and ending ______ , ______ .

2 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 2,401.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 2,412.
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 2,400.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

Form 8868 (Rev 4-2009) Page **2**

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print	Name of Exempt Organization REGIONS/ AMSOUTH FOUNDATION - T[redacted] 2055000921	**Employer identification number** 58-2071018
File by the extended due date for filing the return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions REGIONS BK TR DEPT CUSTODIAN PO BOX 2886	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions MOBILE, AL 36652-2886	

Check type of return to be filed (File a separate application for each return):

[ ] Form 990	[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 6069
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 4720	[ ] Form 8870
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ REGIONS BANK

Telephone No. ▶ (251)690-1024 FAX No. ▶ 251-690-1330

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15/2010 .

5 For calendar year 2009 , or other tax year beginning ______, and ending ______.

6 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS REQUESTED IN ORDER TO GATHER THE NECESSARY INFORMATION TO PREPARE A COMPLETE AND ACCURATE TAX RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**8a**	$ 2,401.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$ 4,812.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	**8c**	$

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Julie S Ehmka Title ▶ TRUSTEE Date ▶ 08/12/2010

Form **8868** (Rev 4-2009)

REGIONS BANK TRUST DEPT, CUSTODIAN

PO BOX 2886

MOBILE, AL 36652-2886

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