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
H. B. WETHERBEE TR U/W FOR BOYS & GIRLS CLUB OF ALBANY 4655000098

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

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

A Employer identification number
58-6204705

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) ▶ $ 1,649,397.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	126.	126.		STMT 1
	4 Dividends and interest from securities	59,277.	59,350.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-129,286.			
	b Gross sales price for all assets on line 6a 736,658.				
	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)				
	12 **Total.** Add lines 1 through 11	-69,883.	59,476.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	11,298.	9,039.		2,260.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT 2	239.	NONE	NONE	239.
	b Accounting fees (attach schedule)	1,000.	NONE	NONE	1,000.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 3	2,592.	320.		
	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	15,129.	9,359.	NONE	3,499.
	25 Contributions, gifts, grants paid	92,659.			92,659.
	26 **Total expenses and disbursements** Add lines 24 and 25	107,788.	9,359.	NONE	96,158.
	27 Subtract line 26 from line 12.				
	a Excess of revenue over expenses and disbursements	-177,671.			
	b **Net investment income** (if negative, enter -0-)		50,117.		
	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	75,979.	71,089.	71,089.
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 4	71,961.	118,945.	118,713.
b Investments - corporate stock (attach schedule) STMT 5	1,155,983.	1,078,849.	1,173,832.
c Investments - corporate bonds (attach schedule) STMT 8	413,490.	270,220.	285,763.
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)	1,717,413.	1,539,103.	1,649,397.
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	1,717,413.	1,539,103.	
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)	1,717,413.	1,539,103.	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,717,413.	1,539,103.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,717,413.
2 Enter amount from Part I, line 27a	2	-177,671.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	26.
4 Add lines 1, 2, and 3	4	1,539,768.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	665.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,539,103.

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	-129,286.
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	54,450.	1,668,975.	0.03262481463
2007			
2006			
2005			
2004			

2 **Total** of line 1, column (d)	2	0.03262481463
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	0.03262481463
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,450,493.
5 Multiply line 4 by line 3	5	47,322.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	501.
7 Add lines 5 and 6	7	47,823.
8 Enter qualifying distributions from Part XII, line 4	8	96,158.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter: ______________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	501.
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	501.
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	501.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 1,136.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	1,136.
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	635.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 504. **Refunded** ▶	11	131.

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 12			
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 ▶ REGIONS BANK Telephone no ▶ (251)690-1024

Located at ▶ 11 NORTH WATER STREET, 25TH FLOOR, MOBILE, AL ZIP + 4 ▶ 36602

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 [X] 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 [X] No
(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . . [ ] Yes [X] 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 [X] 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 [X] 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 [X] 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 [X] 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 13		11,298.	-0-	-0-

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,472,582.
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	1,472,582.
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	1,472,582.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	22,089.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,450,493.
6	**Minimum investment return.** Enter 5% of line 5	6	72,525.

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	72,525.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	501.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	501.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	72,024.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	72,024.
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	72,024.

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	96,158.
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	96,158.
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	501.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	95,657.

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					72,024.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				27,863.	
b Total for prior years 20 07 ,20 ___ ,20 ___			NONE		
3 Excess distributions carryover, if any, to 2009					
a From 2004	NONE				
b From 2005	NONE				
c From 2006	NONE				
d From 2007	NONE				
e From 2008	NONE				
f **Total** of lines 3a through e		NONE			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 96,158.					
a Applied to 2008, but not more than line 2a				27,863.	
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					68,295.
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5		NONE			
b Prior years' undistributed income Subtract line 4b from line 2b			NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions			NONE		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions					
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					3,729.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)		NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)		NONE			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		NONE			
10 Analysis of line 9					
a Excess from 2005	NONE				
b Excess from 2006	NONE				
c Excess from 2007	NONE				
d Excess from 2008	NONE				
e Excess from 2009	NONE				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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 14				
Total . . . . ▶ **3a**				92,659.
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	126.	
4 Dividends and interest from securities			14	59,277.	
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	-129,286.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-69,883.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -69,883.

(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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Julie S Chmka 05/13/2010 TRUST OFFICER

Signature of officer or trustee REGIONS BANK, TRUSTEE Date Title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code		EIN	Phone no

JSA
9E1493 1 000

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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)	
		70. AFLAC INC PROPERTY TYPE: SECURITIES				P	09/02/2009	12/10/2009
3,234.00		2,720.00					514.00	
		1000. AT&T INC DTD 05/13/08 5.6% 05/15/2 PROPERTY TYPE: SECURITIES				P	05/09/2008	01/13/2009
1,026.00		1,001.00					25.00	
		1000. AT&T INC DTD 05/13/08 5.6% 05/15/2 PROPERTY TYPE: SECURITIES				P	05/09/2008	03/05/2009
977.00		1,001.00					-24.00	
		65. ABBOTT LABS W/RIGHTS ATTACHED EXP 11 PROPERTY TYPE: SECURITIES				P	11/27/2007	12/10/2009
3,508.00		3,546.00					-38.00	
		1000. ABBOTT LABS DTD 3/3/09 5.125% 04/0 PROPERTY TYPE: SECURITIES				P	02/26/2009	03/05/2009
1,001.00		1,000.00					1.00	
		1000. ALABAMA POWER CO SERIES: 07-D DTD PROPERTY TYPE: SECURITIES				P	01/15/2008	03/05/2009
1,030.00		1,017.00					13.00	
		4000. ALABAMA POWER CO SERIES: 07-D DTD PROPERTY TYPE: SECURITIES				P	01/08/2008	05/27/2009
4,219.00		4,022.00					197.00	
		55. AUTOMATIC DATA PROCESSING INC CO C PROPERTY TYPE: SECURITIES				P	03/08/2007	12/10/2009
2,372.00		2,416.00					-44.00	
		215. BB&T CORPORATION COM PROPERTY TYPE: SECURITIES				P	02/13/2008	09/02/2009
5,607.00		7,390.00					-1,783.00	
		1000. BP CAPITAL MARKETS PLC NORMAL 5.25 PROPERTY TYPE: SECURITIES				P	11/06/2008	03/05/2009
1,066.00		999.00					67.00	
		310. BEST BUY INC PROPERTY TYPE: SECURITIES				P	11/24/2008	02/06/2009
9,095.00		5,971.00					3,124.00	

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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)	
		70. BEST BUY INC PROPERTY TYPE: SECURITIES				P	02/27/2009	09/02/2009
2,622.00		1,742.00					880.00	
		55. BEST BUY INC PROPERTY TYPE: SECURITIES				P	11/24/2008	12/10/2009
2,372.00		1,059.00					1,313.00	
		55. BRISTOL MYERS SQUIBB CO PROPERTY TYPE: SECURITIES				P	04/06/2004	02/06/2009
1,252.00		1,337.00					-85.00	
		110. BRISTOL MYERS SQUIBB CO PROPERTY TYPE: SECURITIES				P	01/02/2003	12/10/2009
2,803.00		2,629.00					174.00	
		1000. CATERPILLAR INC DTD 12/05/08 7.9% PROPERTY TYPE: SECURITIES				P	12/03/2008	03/05/2009
1,027.00		999.00					28.00	
		1000. CATERPILLAR INC DTD 12/05/08 7.9% PROPERTY TYPE: SECURITIES				P	12/02/2008	10/06/2009
1,238.00		998.00					240.00	
		30. CHEVRONTEXACO CORP COM PROPERTY TYPE: SECURITIES				P	08/22/2008	12/10/2009
2,323.00		2,525.00					-202.00	
		1000. CISCO SYSTEMS INC CALLABLE 5.5% 02 PROPERTY TYPE: SECURITIES				P	11/08/2007	03/05/2009
1,036.00		1,017.00					19.00	
		4000. CISCO SYSTEMS INC CALLABLE 5.5% 02 PROPERTY TYPE: SECURITIES				P	11/08/2007	09/11/2009
4,428.00		4,070.00					358.00	
		20. COCA COLA CO COM PROPERTY TYPE: SECURITIES				P	05/09/2006	09/02/2009
999.00		872.00					127.00	
		45. COCA COLA CO COM PROPERTY TYPE: SECURITIES				P	11/14/2008	12/10/2009
2,636.00		1,989.00					647.00	

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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)	
		50. CONAGRA FOODS INC PROPERTY TYPE: SECURITIES				P	11/27/2007	02/06/2009
867.00		1,215.00					-348.00	
		25. CONAGRA FOODS INC PROPERTY TYPE: SECURITIES				P	11/27/2007	09/02/2009
495.00		608.00					-113.00	
		80. CONAGRA FOODS INC PROPERTY TYPE: SECURITIES				P	11/27/2007	12/10/2009
1,771.00		1,944.00					-173.00	
		45. CONOCOPHILLIPS COM PROPERTY TYPE: SECURITIES				P	11/24/2008	12/10/2009
2,286.00		2,263.00					23.00	
		1000. CONOCOPHILLIPS DTD 2/3/09 6.5% 02/ PROPERTY TYPE: SECURITIES				P	05/20/2009	10/06/2009
1,149.00		983.00					166.00	
		40. CONSOLIDATED EDISON INC PROPERTY TYPE: SECURITIES				P	02/27/2009	09/02/2009
1,586.00		1,502.00					84.00	
		375. CONSOLIDATED EDISON INC PROPERTY TYPE: SECURITIES				P	04/29/2008	09/02/2009
14,865.00		17,101.00					-2,236.00	
		5000. CREDIT SUISSE FB USA 4.875% 08/1 PROPERTY TYPE: SECURITIES				P	11/08/2007	02/26/2009
5,003.00		5,035.00					-32.00	
		1000. CREDIT SUISSE FB USA 4.875% 08/1 PROPERTY TYPE: SECURITIES				P	11/08/2007	03/06/2009
991.00		1,007.00					-16.00	
		4000. CREDIT SUISSE FB USA 4.875% 08/1 PROPERTY TYPE: SECURITIES				P	11/08/2007	04/23/2009
4,046.00		4,028.00					18.00	
		280. DARDEN RESTAURANTS INC PROPERTY TYPE: SECURITIES				P	08/22/2008	02/06/2009
7,916.00		9,231.00					-1,315.00	

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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)	
		30. DARDEN RESTAURANTS INC PROPERTY TYPE: SECURITIES				P	08/22/2008	09/02/2009
989.00		989.00						
		1000. DEERE JOHN CAPITAL CORP SERIES: MT PROPERTY TYPE: SECURITIES				P	01/30/2008	03/06/2009
1,019.00		1,030.00					-11.00	
		4000. DEERE JOHN CAPITAL CORP SERIES: MT PROPERTY TYPE: SECURITIES				P	01/30/2008	05/27/2009
4,129.00		4,122.00					7.00	
		1000. JOHN DEERE CAPITAL CORP INSD: FDIC PROPERTY TYPE: SECURITIES				P	12/16/2008	08/06/2009
1,024.00		1,025.00					-1.00	
		4000. WALT DISNEY CO DTD 12/22/08 4.5% 1 PROPERTY TYPE: SECURITIES				P	12/18/2008	08/12/2009
4,206.00		4,002.00					204.00	
		75. DOMINION RES INC VA NEW COM PROPERTY TYPE: SECURITIES				P	04/29/2008	12/10/2009
2,884.00		3,275.00					-391.00	
		2000. DOMINION RES INC VA NEW SERIES: C PROPERTY TYPE: SECURITIES				P	12/10/2007	03/05/2009
1,870.00		1,915.00					-45.00	
		4000. DOMINION RES INC VA NEW SERIES: C PROPERTY TYPE: SECURITIES				P	12/10/2007	07/07/2009
4,083.00		3,830.00					253.00	
		340. DU PONT E I DE NEMOURS & CO PROPERTY TYPE: SECURITIES				P	02/27/2009	03/05/2009
5,974.00		8,380.00					-2,406.00	
		380. DU PONT E I DE NEMOURS & CO PROPERTY TYPE: SECURITIES				P	11/27/2007	03/05/2009
6,677.00		19,003.00					-12,326.00	
		1000. DUKE ENERGY CORP CALLABLE 6.25% 01 PROPERTY TYPE: SECURITIES				P	11/08/2007	03/05/2009
1,061.00		1,052.00					9.00	

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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)	
		145. DUKE ENERGY CORPORATION PROPERTY TYPE: SECURITIES				P	11/27/2007	12/10/2009
2,543.00		2,851.00					-308.00	
		10. EATON CORP PROPERTY TYPE: SECURITIES				P	06/16/2008	02/06/2009
437.00		958.00					-521.00	
		30. EATON CORP PROPERTY TYPE: SECURITIES				P	06/16/2008	09/02/2009
1,585.00		2,874.00					-1,289.00	
		55. EATON CORP PROPERTY TYPE: SECURITIES				P	06/16/2008	12/10/2009
3,532.00		5,269.00					-1,737.00	
		100. EMERSON ELEC CO PROPERTY TYPE: SECURITIES				P	02/27/2009	03/05/2009
2,516.00		2,996.00					-480.00	
		420. EMERSON ELEC CO PROPERTY TYPE: SECURITIES				P	12/30/2003	03/05/2009
10,568.00		13,622.00					-3,054.00	
		728.687 AMERICAN FDS EUROPACIFIC GROWTH PROPERTY TYPE: SECURITIES				P	05/22/2008	02/06/2009
19,339.00		36,150.00					-16,811.00	
		15. EXELON CORP PROPERTY TYPE: SECURITIES				P	03/08/2007	02/06/2009
852.00		969.00					-117.00	
		5. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES				P	12/30/2003	02/06/2009
394.00		204.00					190.00	
		262.34 FEDERAL HOME LOAN MORTGAGE CORP P PROPERTY TYPE: SECURITIES				P	11/08/2007	01/15/2009
262.00		264.00					-2.00	
		533.59 FEDERAL HOME LOAN MORTGAGE CORP P PROPERTY TYPE: SECURITIES				P	11/08/2007	02/17/2009
534.00		537.00					-3.00	

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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)	
		23706.81 FEDERAL HOME LOAN MORTGAGE CORP PROPERTY TYPE: SECURITIES				P	11/08/2007	03/05/2009
24,492.00		23,859.00					633.00	
		568.8 FEDERAL HOME LOAN MORTGAGE CORP PO PROPERTY TYPE: SECURITIES				P	11/08/2007	03/16/2009
569.00		572.00					-3.00	
		612.73 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	11/08/2007	01/15/2009
613.00		605.00					8.00	
		1267.67 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	11/08/2007	02/17/2009
1,268.00		1,251.00					17.00	
		2031.76 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	11/08/2007	03/16/2009
2,032.00		2,005.00					27.00	
		2831.44 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	11/08/2007	04/15/2009
2,831.00		2,795.00					36.00	
		1710.97 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	11/08/2007	05/15/2009
1,711.00		1,689.00					22.00	
		1756.8 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	11/08/2007	06/15/2009
1,757.00		1,734.00					23.00	
		2131.06 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	11/08/2007	07/15/2009
2,131.00		2,103.00					28.00	
		1631.52 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	11/08/2007	08/17/2009
1,632.00		1,610.00					22.00	
		975.28 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	11/08/2007	09/15/2009
975.00		963.00					12.00	

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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)	
		970.23 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	11/08/2007	10/15/2009
970.00		958.00					12.00	
		1466.77 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	11/08/2007	11/16/2009
1,467.00		1,448.00					19.00	
		1305.81 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	11/08/2007	12/15/2009
1,306.00		1,289.00					17.00	
		282.3 FEDERAL HOME LOAN MTG CORP POOL #G PROPERTY TYPE: SECURITIES				P	11/08/2007	01/15/2009
282.00		278.00					4.00	
		960.16 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	11/08/2007	02/17/2009
960.00		944.00					16.00	
		934.54 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	11/08/2007	03/16/2009
935.00		919.00					16.00	
		951.86 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	11/08/2007	04/15/2009
952.00		936.00					16.00	
		854.07 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	11/08/2007	05/15/2009
854.00		840.00					14.00	
		822.39 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	11/08/2007	06/15/2009
822.00		809.00					13.00	
		687.48 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	11/08/2007	07/15/2009
687.00		676.00					11.00	
		474.03 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	11/08/2007	08/17/2009
474.00		466.00					8.00	

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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)	
		424.21 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	11/08/2007	09/15/2009
424.00		417.00					7.00	
		237.57 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	11/08/2007	10/15/2009
238.00		234.00					4.00	
		246.68 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	11/08/2007	11/16/2009
247.00		243.00					4.00	
		17173.25 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	11/08/2007	12/14/2009
18,233.00		16,889.00					1,344.00	
		414.2 FEDERAL HOME LOAN MTG CORP POOL #G PROPERTY TYPE: SECURITIES				P	11/08/2007	12/15/2009
414.00		407.00					7.00	
		1000. FEDERAL NATIONAL MORTGAGE ASSN 5 PROPERTY TYPE: SECURITIES				P	11/08/2007	03/05/2009
1,108.00		1,012.00					96.00	
		1000. FEDERAL NATIONAL MORTGAGE ASSN 5 PROPERTY TYPE: SECURITIES				P	11/08/2007	10/06/2009
1,108.00		1,012.00					96.00	
		280.75 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	11/08/2007	01/26/2009
281.00		281.00						
		351.7 FEDERAL NATIONAL MORTGAGE ASSN POO PROPERTY TYPE: SECURITIES				P	11/08/2007	02/25/2009
352.00		353.00					-1.00	
		853.57 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	11/08/2007	03/25/2009
854.00		856.00					-2.00	
		704.03 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	11/08/2007	04/27/2009
704.00		706.00					-2.00	

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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)	
		911.34 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	11/08/2007	05/26/2009
911.00		913.00					-2.00	
		359.92 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	11/08/2007	06/25/2009
360.00		361.00					-1.00	
		883.93 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	11/08/2007	07/27/2009
884.00		886.00					-2.00	
		459.99 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	11/08/2007	08/25/2009
460.00		461.00					-1.00	
		375.55 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	11/08/2007	09/25/2009
376.00		376.00						
		64.95 FEDERAL NATIONAL MORTGAGE ASSN POO PROPERTY TYPE: SECURITIES				P	11/08/2007	10/26/2009
65.00		65.00						
		362.39 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	11/08/2007	11/25/2009
362.00		363.00					-1.00	
		436.99 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	11/08/2007	12/28/2009
437.00		438.00					-1.00	
		464.68 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	11/08/2007	01/26/2009
465.00		457.00					8.00	
		1141.44 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	11/08/2007	02/25/2009
1,141.00		1,124.00					17.00	
		1542.63 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	11/08/2007	03/25/2009
1,543.00		1,519.00					24.00	

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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)	
		1440.22 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	11/08/2007	04/27/2009
1,440.00		1,418.00					22.00	
		1304.83 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	11/08/2007	05/26/2009
1,305.00		1,285.00					20.00	
		1241.2 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	11/08/2007	06/25/2009
1,241.00		1,222.00					19.00	
		1341.92 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	11/08/2007	07/27/2009
1,342.00		1,321.00					21.00	
		890.5 FEDERAL NATIONAL MORTGAGE ASSN POO PROPERTY TYPE: SECURITIES				P	11/08/2007	08/25/2009
891.00		877.00					14.00	
		730.86 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	11/08/2007	09/25/2009
731.00		720.00					11.00	
		685.83 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	11/08/2007	10/26/2009
686.00		675.00					11.00	
		863.59 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	11/08/2007	11/25/2009
864.00		850.00					14.00	
		562.71 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	11/08/2007	12/28/2009
563.00		554.00					9.00	
		394.38 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	11/08/2007	01/26/2009
394.00		389.00					5.00	
		633.92 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	11/08/2007	02/25/2009
634.00		625.00					9.00	

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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)	
		784.8 FEDERAL NATIONAL MORTGAGE ASSN POO PROPERTY TYPE: SECURITIES				P	11/08/2007	03/25/2009
785.00		774.00					11.00	
		741.22 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	11/08/2007	04/27/2009
741.00		731.00					10.00	
		762.83 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	11/08/2007	05/26/2009
763.00		752.00					11.00	
		1000.13 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	11/08/2007	06/25/2009
1,000.00		986.00					14.00	
		737.14 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	11/08/2007	07/27/2009
737.00		727.00					10.00	
		640.35 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	11/08/2007	08/25/2009
640.00		631.00					9.00	
		415.04 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	11/08/2007	09/25/2009
415.00		409.00					6.00	
		516.72 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	11/08/2007	10/26/2009
517.00		509.00					8.00	
		494.81 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	11/08/2007	11/25/2009
495.00		488.00					7.00	
		499.84 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	11/08/2007	12/28/2009
500.00		493.00					7.00	
		460.46 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	11/08/2007	01/26/2009
460.00		464.00					-4.00	

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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)	
		944.26 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	11/08/2007	02/25/2009
944.00		951.00					-7.00	
		969.83 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	11/08/2007	03/25/2009
970.00		977.00					-7.00	
		1266.44 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	11/08/2007	04/27/2009
1,266.00		1,275.00					-9.00	
		988.81 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	11/08/2007	05/26/2009
989.00		996.00					-7.00	
		1077.91 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	11/08/2007	06/25/2009
1,078.00		1,085.00					-7.00	
		1554.06 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	11/08/2007	07/27/2009
1,554.00		1,565.00					-11.00	
		1282.72 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	11/08/2007	08/25/2009
1,283.00		1,292.00					-9.00	
		888.99 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	11/08/2007	09/25/2009
889.00		895.00					-6.00	
		914.19 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	11/08/2007	10/26/2009
914.00		921.00					-7.00	
		893.15 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	11/08/2007	11/25/2009
893.00		899.00					-6.00	
		736.1 FEDERAL NATIONAL MORTGAGE ASSN POO PROPERTY TYPE: SECURITIES				P	11/08/2007	12/28/2009
736.00		741.00					-5.00	

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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)	
		110. GALLAGHER ARTHUR J & CO PROPERTY TYPE: SECURITIES				P	05/15/2007	09/02/2009
2,567.00		3,164.00					-597.00	
		340. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES				P	11/14/2008	02/06/2009
3,808.00		5,487.00					-1,679.00	
		590. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES				P	12/15/2004	02/06/2009
6,608.00		21,259.00					-14,651.00	
		2000. GENERAL ELECTRIC CO 5% 02/01/201 PROPERTY TYPE: SECURITIES				P	12/10/2007	03/05/2009
1,825.00		2,017.00					-192.00	
		70. GENERAL MILLS INC PROPERTY TYPE: SECURITIES				P	02/27/2009	09/02/2009
4,115.00		3,981.00					134.00	
		225. GENERAL MILLS INC PROPERTY TYPE: SECURITIES				P	03/03/2004	09/02/2009
13,227.00		10,578.00					2,649.00	
		1000. HSBC FINANCE CORP 4.625% 09/15/2 PROPERTY TYPE: SECURITIES				P	11/08/2007	03/06/2009
880.00		992.00					-112.00	
		1000. HESS CORPORATION DTD 2/3/09 8.125% PROPERTY TYPE: SECURITIES				P	09/21/2009	10/06/2009
1,193.00		1,192.00					1.00	
		1000. HEWLETT-PACKARD CO DTD 03/03/08 4. PROPERTY TYPE: SECURITIES				P	04/18/2008	03/05/2009
1,016.00		1,007.00					9.00	
		4000. HEWLETT-PACKARD CO DTD 03/03/08 4. PROPERTY TYPE: SECURITIES				P	04/18/2008	09/11/2009
4,255.00		4,030.00					225.00	
		305. HOME DEPOT INC COM PROPERTY TYPE: SECURITIES				P	11/14/2008	02/06/2009
7,146.00		8,440.00					-1,294.00	

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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)	
		380. HOME DEPOT INC COM PROPERTY TYPE: SECURITIES				P	03/08/2007	02/06/2009
8,903.00		14,820.00					-5,917.00	
		10. ILLINOIS TOOL WKS INC COM PROPERTY TYPE: SECURITIES				P	04/03/2008	02/06/2009
356.00		500.00					-144.00	
		20. ILLINOIS TOOL WKS INC COM PROPERTY TYPE: SECURITIES				P	04/03/2008	09/02/2009
816.00		1,000.00					-184.00	
		55. ILLINOIS TOOL WKS INC COM PROPERTY TYPE: SECURITIES				P	04/03/2008	12/10/2009
2,620.00		2,750.00					-130.00	
		2000. INGERSOLL-RAND GL HLD CO DTD 08/15 PROPERTY TYPE: SECURITIES				P	08/19/2008	01/28/2009
1,888.00		2,009.00					-121.00	
		3000. INGERSOLL-RAND GL HLD CO DTD 08/15 PROPERTY TYPE: SECURITIES				P	08/19/2008	01/28/2009
2,845.00		3,014.00					-169.00	
		240. INTEL CORP COM PROPERTY TYPE: SECURITIES				P	04/29/2008	09/02/2009
4,692.00		5,400.00					-708.00	
		225. JP MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES				P	04/29/2008	09/02/2009
9,214.00		10,966.00					-1,752.00	
		1000. KELLOGG CO DTD 12/03/07 5.125% 12/ PROPERTY TYPE: SECURITIES				P	11/28/2007	03/05/2009
1,043.00		1,003.00					40.00	
		5. KIMBERLY CLARK CORP PROPERTY TYPE: SECURITIES				P	11/27/2007	09/02/2009
292.00		343.00					-51.00	
		25. KIMBERLY CLARK CORP PROPERTY TYPE: SECURITIES				P	11/27/2007	12/10/2009
1,614.00		1,715.00					-101.00	

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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)	
		30. LILLY ELI & CO PROPERTY TYPE: SECURITIES				P	11/27/2007	02/06/2009
1,144.00		1,498.00					-354.00	
		230. LIMITED INC COM PROPERTY TYPE: SECURITIES				P	09/02/2009	12/10/2009
4,205.00		3,395.00					810.00	
		140. LINCOLN NATL CORP IND PROPERTY TYPE: SECURITIES				P	03/08/2007	02/06/2009
2,242.00		7,431.00					-5,189.00	
		790. LINCOLN NATL CORP IND PROPERTY TYPE: SECURITIES				P	02/27/2009	03/05/2009
5,189.00		10,593.00					-5,404.00	
		220. LINCOLN NATL CORP IND PROPERTY TYPE: SECURITIES				P	02/13/2008	03/05/2009
1,445.00		10,951.00					-9,506.00	
		1947.229 MFS RESH INTL FD CL I PROPERTY TYPE: SECURITIES				P	05/22/2008	02/06/2009
19,901.00		38,945.00					-19,044.00	
		170.843 MFS RESH INTL FD CL I PROPERTY TYPE: SECURITIES				P	02/27/2009	12/11/2009
2,438.00		1,500.00					938.00	
		4356.636 MFS RESH INTL FD CL I PROPERTY TYPE: SECURITIES				P	11/14/2008	12/11/2009
62,169.00		75,492.00					-13,323.00	
		285. MATTEL INC PROPERTY TYPE: SECURITIES				P	02/06/2009	09/02/2009
5,113.00		3,695.00					1,418.00	
		1000. MCDONALDS CORP SERIES: MTN DTD 02/ PROPERTY TYPE: SECURITIES				P	05/09/2008	03/05/2009
1,043.00		1,018.00					25.00	
		95. MERCK & CO. INC. NEW PROPERTY TYPE: SECURITIES				P	06/16/2008	12/10/2009
3,561.00		3,314.00					247.00	

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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)	
		1000. MERRILL LYNCH & CO 6.11% 01/29/2 PROPERTY TYPE: SECURITIES				P	03/11/2008	01/30/2009
767.00		751.00					16.00	
		5000. MERRILL LYNCH & CO 6.11% 01/29/2 PROPERTY TYPE: SECURITIES				P	12/10/2007	01/30/2009
3,834.00		4,330.00					-496.00	
		110. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES				P	11/02/2004	09/02/2009
2,627.00		3,130.00					-503.00	
		140. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES				P	11/02/2004	12/10/2009
4,176.00		3,983.00					193.00	
		370. MORGAN STANLEY DEAN WITTER & CO PROPERTY TYPE: SECURITIES				P	11/14/2008	02/06/2009
8,854.00		12,104.00					-3,250.00	
		130. MORGAN STANLEY DEAN WITTER & CO PROPERTY TYPE: SECURITIES				P	03/08/2007	02/06/2009
3,111.00		8,198.00					-5,087.00	
		20. MORGAN STANLEY DEAN WITTER & CO PROPERTY TYPE: SECURITIES				P	02/27/2009	09/02/2009
543.00		407.00					136.00	
		1000. MORGAN STANLEY 5.05% 01/21/2011 PROPERTY TYPE: SECURITIES				P	11/08/2007	03/05/2009
971.00		992.00					-21.00	
		10. NORFOLK SOUTHN CORP COM W/RIGHTS ATT PROPERTY TYPE: SECURITIES				P	11/24/2008	09/02/2009
446.00		483.00					-37.00	
		50. NORFOLK SOUTHN CORP COM W/RIGHTS ATT PROPERTY TYPE: SECURITIES				P	11/24/2008	12/10/2009
2,606.00		2,413.00					193.00	
		25. OCCIDENTAL PETROLEUM CORP PROPERTY TYPE: SECURITIES				P	05/15/2007	02/06/2009
1,380.00		1,315.00					65.00	

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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)	
		35. OCCIDENTAL PETROLEUM CORP PROPERTY TYPE: SECURITIES				P	05/15/2007	09/02/2009
2,522.00		1,841.00					681.00	
		1000. ORACLE CORPORATION DTD 04/09/08 5. PROPERTY TYPE: SECURITIES				P	04/02/2008	03/05/2009
1,020.00		1,000.00					20.00	
		80. PAYCHEX INC PROPERTY TYPE: SECURITIES				P	11/27/2007	12/10/2009
2,540.00		3,007.00					-467.00	
		1000. PEPSICO INC DTD 10/24/08 7.9% 11/0 PROPERTY TYPE: SECURITIES				P	11/06/2008	10/06/2009
1,262.00		1,108.00					154.00	
		40. PHILIP MORRIS INTERNATIONAL INC PROPERTY TYPE: SECURITIES				P	02/06/2009	09/02/2009
1,829.00		1,484.00					345.00	
		5. PRAXAIR INC PROPERTY TYPE: SECURITIES				P	03/08/2007	02/06/2009
334.00		305.00					29.00	
		4000. PROCTER & GAMBLE CO MAKE WHOLE 4.6 PROPERTY TYPE: SECURITIES				P	12/16/2008	05/15/2009
4,235.00		4,022.00					213.00	
		65. PRUDENTIAL FINANCIAL INC COM PROPERTY TYPE: SECURITIES				P	08/22/2008	02/06/2009
1,810.00		4,621.00					-2,811.00	
		10. PRUDENTIAL FINANCIAL INC COM PROPERTY TYPE: SECURITIES				P	11/14/2008	09/02/2009
473.00		238.00					235.00	
		215. PRUDENTIAL FINANCIAL INC CO PROPERTY TYPE: SECURITIES				P	06/16/2008	09/02/2009
10,169.00		15,202.00					-5,033.00	
		3000. SHELL INTL FIN MAKE WHOLE 6.375% 1 PROPERTY TYPE: SECURITIES				P	05/18/2009	05/20/2009
3,174.00		3,174.00						

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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)	
		100. SPECTRA ENERGY CORP PROPERTY TYPE: SECURITIES				P	02/14/2008	09/02/2009
1,822.00		2,372.00					-550.00	
		1000. SUNTRUST BANK ATLANTA 6.375% 0 PROPERTY TYPE: SECURITIES				P	11/08/2007	03/05/2009
1,007.00		1,040.00					-33.00	
		75. SYSCO CORP COM PROPERTY TYPE: SECURITIES				P	02/27/2009	09/02/2009
1,889.00		1,674.00					215.00	
		640. SYSCO CORP COM PROPERTY TYPE: SECURITIES				P	02/13/2008	09/02/2009
16,116.00		19,174.00					-3,058.00	
		1000. TALISMAN ENERGY INC DTD 6/1/09 7.7 PROPERTY TYPE: SECURITIES				P	09/28/2009	10/06/2009
1,178.00		1,181.00					-3.00	
		1000. TARGET CORP CALLABLE 5.375% 05/01/ PROPERTY TYPE: SECURITIES				P	11/08/2007	02/05/2009
984.00		974.00					10.00	
		2000. TARGET CORP CALLABLE 5.375% 05/01/ PROPERTY TYPE: SECURITIES				P	11/08/2007	03/05/2009
1,940.00		1,949.00					-9.00	
		4000. TARGET CORP CALLABLE 5.375% 05/01/ PROPERTY TYPE: SECURITIES				P	11/08/2007	07/23/2009
4,106.00		3,898.00					208.00	
		2000. TENNESSEE VALLEY AUTHORITY SER A P PROPERTY TYPE: SECURITIES				P	11/08/2007	03/05/2009
2,261.00		2,191.00					70.00	
		60. 3M CO COM PROPERTY TYPE: SECURITIES				P	05/15/2007	09/02/2009
4,233.00		5,185.00					-952.00	
		25. 3M CO COM PROPERTY TYPE: SECURITIES				P	05/15/2007	12/10/2009
2,008.00		2,160.00					-152.00	

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)	
		1000. TRAVELERS COMPANIES, INC. CALLABLE PROPERTY TYPE: SECURITIES				P	11/08/2007	03/05/2009
920.00		996.00					-76.00	
		1000. TRAVELERS COMPANIES, INC. CALLABLE PROPERTY TYPE: SECURITIES				P	11/08/2007	07/07/2009
1,029.00		996.00					33.00	
		215. US BANCORP DEL PROPERTY TYPE: SECURITIES				P	03/08/2007	09/02/2009
4,468.00		7,667.00					-3,199.00	
		1000. US BANK NA 6.375% DTD 7/26/01 DUE PROPERTY TYPE: SECURITIES				P	11/08/2007	03/05/2009
1,049.00		1,049.00						
		3000. UNITED STATES TREASURY N/B DTD 02/ PROPERTY TYPE: SECURITIES				P	01/30/2009	02/27/2009
3,313.00		3,420.00					-107.00	
		18000. UNITED STATES TREASURY 3.5% 02/ PROPERTY TYPE: SECURITIES				P	02/05/2009	02/27/2009
18,461.00		18,619.00					-158.00	
		3000. UNITED STATES TREASURY 3.5% 02/1 PROPERTY TYPE: SECURITIES				P	03/05/2009	06/10/2009
3,062.00		3,078.00					-16.00	
		30000. UNITED STATES TREASURY 3.5% 02/ PROPERTY TYPE: SECURITIES				P	10/06/2009	12/11/2009
30,175.00		30,601.00					-426.00	
		14000. UNITED STATES TREASURY 4.125% 0 PROPERTY TYPE: SECURITIES				P	12/09/2008	02/27/2009
15,382.00		15,149.00					233.00	
		13000. UNITED STATES TREASURY 4.125% 0 PROPERTY TYPE: SECURITIES				P	03/05/2009	11/02/2009
14,104.00		14,417.00					-313.00	
		5000. UNITED STATES TREASURY 4.875% 05 PROPERTY TYPE: SECURITIES				P	11/25/2008	02/27/2009
5,046.00		5,099.00					-53.00	

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)	
		4000. UNITED STATES TREASURY 4.875% 05 PROPERTY TYPE: SECURITIES				P	03/05/2009	05/07/2009
4,003.00		4,035.00					-32.00	
		4000. UNITED STATES TREASURY DTD 10/31/0 PROPERTY TYPE: SECURITIES				P	05/07/2009	10/05/2009
4,010.00		4,062.00					-52.00	
		1000. UNITED STATES TREASURY N/B DTD 05/ PROPERTY TYPE: SECURITIES				P	01/29/2009	02/05/2009
1,080.00		1,088.00					-8.00	
		9000. UNITED STATES TREASURY N/B DTD 05/ PROPERTY TYPE: SECURITIES				P	01/29/2009	03/02/2009
9,716.00		9,251.00					465.00	
		4000. UNITED STATES TREASURY N/B DTD 05/ PROPERTY TYPE: SECURITIES				P	03/05/2009	10/27/2009
4,143.00		4,353.00					-210.00	
		4000. UNITED STATES TREASURY N/B DTD 05/ PROPERTY TYPE: SECURITIES				P	03/05/2009	11/09/2009
4,158.00		4,353.00					-195.00	
		1000. UNITED TECH CORP 6.35% DTD 2/26/01 PROPERTY TYPE: SECURITIES				P	11/08/2007	03/05/2009
1,069.00		1,051.00					18.00	
		4000. UNITED TECH CORP 6.35% DTD 2/26/01 PROPERTY TYPE: SECURITIES				P	11/08/2007	03/18/2009
4,264.00		4,205.00					59.00	
		1000. VERIZON COMMUNICATIONS 5.55% 02/ PROPERTY TYPE: SECURITIES				P	12/10/2007	01/12/2009
996.00		1,007.00					-11.00	
		1000. VERIZON COMMUNICATIONS 5.55% 02/ PROPERTY TYPE: SECURITIES				P	12/10/2007	03/05/2009
996.00		1,007.00					-11.00	
		1000. WACHOVIA CORP DTD 06/08/07 5.75% 0 PROPERTY TYPE: SECURITIES				P	11/08/2007	09/08/2009
1,047.00		994.00					53.00	

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)	
		1000. WAL MART STORES INC 5.875% 04/05/2 PROPERTY TYPE: SECURITIES				P	11/08/2007	03/05/2009
1,020.00		981.00					39.00	
		4000. WAL MART STORES INC 5.875% 04/05/2 PROPERTY TYPE: SECURITIES				P	11/08/2007	09/21/2009
4,234.00		3,923.00					311.00	
		60. WASTE MGMT INC DEL COM PROPERTY TYPE: SECURITIES				P	09/02/2009	12/10/2009
1,991.00		1,767.00					224.00	
		330. WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES				P	03/08/2007	09/02/2009
8,650.00		11,405.00					-2,755.00	
		525. WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES				P	02/27/2009	12/10/2009
13,308.00		8,791.00					4,517.00	
		200. WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES				P	04/29/2008	12/10/2009
5,070.00		6,002.00					-932.00	
		. SECURITIES LITIGATION SETTLEMENT PROCE PROPERTY TYPE: SECURITIES						06/18/2009
80.00							80.00	
		. SECURITIES LITIGATION SETTLEMENT PROCE PROPERTY TYPE: SECURITIES						07/03/2009
50.00							50.00	
		. SECURITIES LITIGATION SETTLEMENT PROCE PROPERTY TYPE: SECURITIES						08/11/2009
348.00							348.00	
		. SECURITIES LITIGATION SETTLEMENT PROCE PROPERTY TYPE: SECURITIES						09/11/2009
449.00							449.00	
		. SECURITIES LITIGATION SETTLEMENT PROCE PROPERTY TYPE: SECURITIES						11/18/2009
72.00							72.00	

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						12/30/2009
624.00							624.00	
TOTAL GAIN(LOSS)							-129,286.	

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INTEREST		126.	126.
	TOTAL	126.	126.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - PRINCIPAL (ALLOCA	239.			239.
TOTALS	239.	NONE	NONE	239.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	1,136.	
FEDERAL ESTIMATES - PRINCIPAL	1,136.	
FOREIGN TAXES ON QUALIFIED FOR	264.	264.
FOREIGN TAXES ON NONQUALIFIED	56.	56.
TOTALS	2,592.	320.

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

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
JOHN DEERE CAPITAL	13,108.	12,083.	12,366.
FEDERAL NATIONAL MORTGAGE	9,110.	7,085.	7,608.
TVA 6.79%	14,240.	12,049.	12,323.
US TREASURY 3.5%	10,355.		
US TREASURY 4.125%	15,149.		
US TREASURY 4.875%	5,099.		
US TREASURY 3.875	4,900.		
CITIGROUP 2.25%		20,384.	20,157.
US TREASURY 6.25		3,480.	3,583.
US TREASURY 4.375		4,530.	3,840.
US TREASURY 1.375		20,393.	20,090.
US TREASURY .75		38,941.	38,746.
TOTALS	71,961.	118,945.	118,713.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
AT&T INC	19,776.	24,917.	21,023.
ABBOTT LABS	14,458.	18,400.	19,436.
AUTOMATIC DATE PROCESSING	17,281.	18,315.	19,269.
BB&T	16,852.	17,935.	19,154.
BEST BUY	16,372.	8,764.	17,954.
BRISTOL MYERS SQUIBB	17,518.	17,305.	19,316.
CHEVRON CORP	13,404.	15,916.	19,248.
COCO COLA CO	14,192.	14,481.	19,095.
CONAGRA FOODS	22,064.	19,506.	20,284.
CONOCOPHILLIPS	16,093.	18,551.	19,662.
CONSOLIDATED EDISON	17,101.		
DARDEN RESTAURANTS	24,185.	16,285.	21,393.
DOMINION RES	17,644.	19,900.	19,849.
DU POIN E I DE NEMOURS & CO	22,814.		
DUKE ENERGY	18,798.	20,096.	19,103.
EATON CORP	25,490.	17,474.	19,404.
EMERSON ELECTRIC CO	14,887.		
EXELON CORP	17,912.	22,509.	19,059.
EXXON MOBILE	8,299.	13,593.	18,957.
FIRST ENERGY	21,295.	27,872.	19,974.
GALLAGHER ARTHUR J & CO	16,408.	20,336.	19,809.
GENERAL ELECTRIC	26,746.		
GENERAL MILLS	10,578.		
GENUINE PART CO	18,464.	23,325.	20,688.
HOME DEPOT	23,260.		
ILLINOIS TOOL WORKS INC	21,210.	18,083.	19,676.
INTEL CORP	22,628.	18,444.	19,890.
J P MORGAN CHASE	19,126.	15,343.	19,793.
JOHNSON & JOHNSON	14,749.	18,970.	20,611.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
KIMBERLY CLARK	17,227.	19,135.	19,432.
ELI LILLY & CO	21,491.	25,332.	20,712.
LINCOLN NATIONAL	27,984.		
MCDONALDS CORP	11,602.	15,989.	21,541.
MERCK & CO INC	17,794.	17,459.	19,001.
MICROSOFT	20,957.	16,622.	19,964.
MORGAN STANLEY	28,799.	8,546.	20,572.
NORFOLK SOUTHERN	15,443.	16,843.	19,658.
OCCIDENTAL PETE CORP	15,676.	13,557.	21,558.
PAYCHEX INC	20,813.	20,945.	18,844.
PRAXAIR INC	14,645.	15,500.	20,479.
PROGRESS ENERGY INC	18,398.	22,581.	20,095.
PRUDENTIAL FINANCIAL INC	27,913.	9,281.	20,153.
SOUTHERN INC	15,243.	21,236.	20,492.
SPECTRA ENERGY	19,240.	21,097.	21,330.
SYSCO CORP	19,174.		
3M CO	19,657.	17,075.	20,254.
US BANCORP	20,182.	20,920.	20,484.
VERIZON CORP	16,911.	21,270.	20,872.
WELLS FARGO	17,406.		
AMERICAN EUROPACIFIC GROWTH	110,866.	96,040.	85,910.
MFS RESH INTL	114,437.		
CLOROX	14,521.	18,987.	20,130.
AFLAC		16,319.	19,425.
BANK OF NEW YORK MELLON		16,638.	20,138.
LIMITED BRANDS		15,719.	20,491.
MATTEL		13,636.	21,178.
MCGRAW-HILL		19,085.	19,771.
NUCOR CORP		16,336.	21,459.

H. B. WETHERBEE TR U/W FOR BOYS & GIRLS CLUB 58-6204705

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PHILIP MORRIS			15,467.	20,240.
TRAVELERS CO			19,516.	19,196.
WASTE MANAGEMENT			14,856.	19,948.
THORNBURG INTL			86,542.	87,858.
	TOTALS	1,155,983.	1,078,849.	1,173,832.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FHLM 6%	25,232.		
FHLM 5%	62,061.	43,617.	46,360.
FHLM 5.5%	24,056.	7,745.	8,199.
FNMA 5.5%	13,805.		
FNMA 5.5%	43,925.	31,903.	33,982.
FNMA 5%	24,873.	17,362.	18,438.
FNMA 6%	56,193.	44,132.	46,488.
AT&T	6,003.	4,000.	4,192.
ALABAMA POWER 4.85%	5,039.		
BP CAPITAL 5.25%	4,997.	3,997.	4,357.
CATERPILLAR INC 7.9%	4,992.	2,995.	3,660.
CISCO SYSTEMS 5.5%	5,087.		
CREDIT SUISSE 4.875%	10,070.	4,070.	4,341.
DEERE JOHN CAPITAL 4.95%	5,152.		
DISNEY WALT 5.15%	4,002.		
DOMINION RES VA 5.15%	5,746.		
DUKE ENERGY	5,261.	4,208.	4,324.
GENERAL ELECTRIC	10,079.	8,062.	8,463.
HSBC FINANCE CORP	4,961.	3,969.	4,099.
HEWLETT PACKARD CO 4.5%	5,037.		
INGERSOLL RAND 6.875%	5,023.		
KELLOG CO 5.125%	5,009.	4,006.	4,341.
MCDONALD CORP 5.35%	5,088.	4,070.	4,289.
MERRILL LYNCH 6.11%	5,082.	3,985.	4,310.
MORGAN STANLEY 5.05%	4,959.	3,967.	4,149.
ORACLE CORP 5.75%	4,999.	3,998.	4,325.
PEPSICO INC 7.9%	4,431.	3,323.	3,682.
PROCTOR & GAMBLE	4,022.		
SUNTRUST BANK 6.375%	5,201.	4,160.	4,158.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
TARGET CORP 5.375%	10,710.	3,889.	4,293.
TRAVELERS CO 6.25%	5,975.	3,984.	4,228.
US BANK 6.375%	5,247.	4,197.	4,300.
UNITED TECHNOLOGIES 6.35%	5,256.		
VERIZON COMMUNICATIONS 5.55%	6,041.	4,028.	4,312.
WACHOVIA CORP 5.75%	4,972.	3,977.	4,160.
WALMART 5.875%	4,904.		
ABBOTT LABS		3,981.	4,184.
CVS/CAREMARK		4,066.	3,964.
COMCAST		4,044.	4,196.
CONOCOPHILLIPS		2,923.	3,330.
GOLDMAN SACHS		4,086.	4,375.
HESS CORP		3,576.	3,618.
J P MORGAN		3,971.	4,400.
MORGAN STANLEY 5.625%		4,013.	4,029.
PETROBRAS		3,996.	4,069.
PFIZER INC		4,019.	4,231.
TALISMAN ENERGY		3,514.	3,523.
TIME WARNER		4,387.	4,394.
TOTALS	413,490.	270,220.	285,763.

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

DESCRIPTION		AMOUNT
INFLATION IDX BD OID ADJUSTMENT		26.
	TOTAL	26.

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

DESCRIPTION		AMOUNT
ROUNDING		1.
WASH SALE BASIS ADJUSTMENT		664.
	TOTAL	665.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
GA

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

OFFICER NAME:
REGIONS BANK
ADDRESS:
P.O. BOX 8
ALBANY, GA 31703
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2
COMPENSATION .... 11,298.

OFFICER NAME:
MICHAEL J. WETHERBEE
ADDRESS:
P.O. BOX 70337
ALBANY, GA 31707
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
R. EDGAR CAMPBELL
ADDRESS:
C/O PERRY & WALTERS P.O. BOX 71209
ALBANY, GA 31708-1209
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION: 11,298.

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

RECIPIENT NAME:
BOYS & GIRLS CLUBS OF
ALBANY
ADDRESS:
P O BOX 1130
ALBANY, GA 31702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TO SUPPORT THE BOYS AND GIRLS CLUB OF ALBANY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 92,659.

TOTAL GRANTS PAID: 92,659.