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

2009

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

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

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 Herbert and Marian Haley Foundation		A Employer identification number 58-6306798
	Regions Bank Trust Department		B Telephone number 229-438-2450
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
	P.O. Box 8		
City or town, state, and ZIP code Albany, GA 31702-0008			
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,398,692. (Part I, column (d) must be on cash basis.)		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		18.	18.		Statement 1
4 Dividends and interest from securities		34,816.	34,816.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-139,323.			
b Gross sales price for all assets on line 6a		997,032.			
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)					
11 Other income		2,966.	2,966.		Statement 3
12 Total. Add lines 1 through 11		-101,523.	37,800.		
13 Compensation of officers, directors, trustees, etc		6,953.	6,953.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees Stmt. 4		1,430.	1,280.		150.
c Other professional fees					
17 Interest					
18 Taxes Stmt. 5		277.	277.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		8,660.	8,510.		150.
25 Contributions, gifts, grants paid		50,160.			50,160.
26 Total expenses and disbursements.					
Add lines 24 and 25		58,820.	8,510.		50,310.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-160,343.			
b Net investment income (if negative, enter -0-)			29,290.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Herbert and Marian Haley Foundation
Regions Bank Trust Department

58-6306798

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			133,191.	47,331.	47,331.
	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					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations Stmt 6			311,731.	270,293.	222,433.
	b Investments - corporate stock Stmt 7			1,005,557.	804,860.	855,859.
	c Investments - corporate bonds Stmt 8			50,894.	218,458.	272,653.
Liabilities	11 Investments - land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other					
	14 Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
	15 Other assets (describe ▶ Statement 9)			328.	416.	416.
	16 Total assets (to be completed by all filers)			1,501,701.	1,341,358.	1,398,692.
	17 Accounts payable and accrued expenses					
	18 Grants payable					
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)			0.	0.	
Foundations that follow SFAS 117, check here	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	27 Capital stock, trust principal, or current funds			1,501,701.	1,341,358.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			0.	0.	
	30 Total net assets or fund balances			1,501,701.	1,341,358.	
Net Assets or Fund Balances	31 Total liabilities and net assets/fund balances			1,501,701.	1,341,358.	

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	1,501,701.
2 Enter amount from Part I, line 27a	2	-160,343.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,341,358.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,341,358.

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 ST Capital Gain - see attached	P	Various	Various
b LT Capital Gain - See attached	P	Various	Various
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 247,212.		247,073.	139.
b 749,820.		889,282.	-139,462.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			139.
b			-139,462.
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	-139,323.
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). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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 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	84,965.	1,213,643.	.070008
2007	73,720.	1,647,646.	.044743
2006	71,747.	1,506,337.	.047630
2005	73,219.	1,453,639.	.050369
2004	60,706.	1,452,138.	.041805

2 Total of line 1, column (d)	2	.254555
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	.050911
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,377,302.
5 Multiply line 4 by line 3	5	70,120.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	293.
7 Add lines 5 and 6	7	70,413.
8 Enter qualifying distributions from Part XII, line 4	8	50,310.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	586.
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	0.
3 Add lines 1 and 2		3	586.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	586.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	280.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	280.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	306.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>GA</u>		
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	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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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? Website address ► N/A	13	X	
14	The books are in care of ► Regions Bank Trust Department Telephone no. ► 229-438-2450 Located at ► 333 W. Broad Avenue, Albany, GA ZIP+4 ► 31701			
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		N/A

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____		
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 instructions.) N/A	2b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009) N/A	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

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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)? ☐ 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 instructions)? **N/A**

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? **N/A** ☐ 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? ☐ Yes ☒ No

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? **N/A**

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.

(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
Regions Bank Trust Department	Trustee			
P.O. Box 8				
Albany, GA 317020008	1.00	6,953.	0.	0.
Marian Haley	Trustee			
1207 Pinecrest Drive				
Albany, GA 31707	0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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				

Total number of other employees paid over \$50,000

0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

[illegible]

Total number of others receiving over \$50,000 for professional services

Part IX-A	Summary of Direct Charitable Activities
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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	N/A	
2		
3		
4		

Part IX-B	Summary of Program-Related Investments
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Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		
All other program-related investments. See instructions.		
3		

Total. Add lines 1 through 3

0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	1,398,276.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,398,276.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,398,276.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	20,974.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,377,302.
6	Minimum investment return. Enter 5% of line 5	6	68,865.

Part XI Distributable Amount (see 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	68,865.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	586.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	586.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	68,279.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	68,279.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	68,279.

Part XII Qualifying Distributions (see 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	50,310.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	50,310.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	50,310.

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 instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				68,279.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			50,160.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 50,310.				
a Applied to 2008, but not more than line 2a			50,160.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				150.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				68,129.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

N/A

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

- [illegible]

Form 990-PF (2009)

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

923811 02-02-10

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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	18.	
4 Dividends and interest from securities			14	34,816.	
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			01	2,966.	
8 Gain or (loss) from sales of assets other than inventory			18	-139,323.	
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)		0.		-101,523.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13 -101,523.	

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

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

[illegible]

Part XVII	Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations
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<p>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?</p>		Yes	No
<p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p>			
<p>(1) Cash</p>	1a(1)		X
<p>(2) Other assets</p>	1a(2)		X
<p>b Other transactions:</p>			
<p>(1) Sales of assets to a noncharitable exempt organization</p>	1b(1)		X
<p>(2) Purchases of assets from a noncharitable exempt organization</p>	1b(2)		X
<p>(3) Rental of facilities, equipment, or other assets</p>	1b(3)		X
<p>(4) Reimbursement arrangements</p>	1b(4)		X
<p>(5) Loans or loan guarantees</p>	1b(5)		X
<p>(6) Performance of services or membership or fundraising solicitations</p>	1b(6)		X
<p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p>	1c		X
<p>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.</p>			

[illegible]

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
N/A		

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. I am a preparer of this return (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's identifying number
	Firm's name (or yours if self-employed), address, and ZIP code			EIN

By [Signature] Date 5/12/10 Title Sr Vice Pres & Trust Offi

Signature of officer or trustee Date Title

Firm's name (or yours if self-employed), address, and ZIP code Mauldin & Jenkins, LLC
P.O. Box 71549 2303 Dawson Road
Albany, GA 31708-1549

Phone no. (229) 446-3600

Form **990-PF** (2009)

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
Money Market Funds	18.
Total to Form 990-PF, Part I, line 3, Column A	18.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Dividends-Various	15,018.	0.	15,018.
Interest-Various	19,798.	0.	19,798.
Total to Fm 990-PF, Part I, ln 4	34,816.	0.	34,816.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Federal Tax Refund	2,966.	2,966.	
Total to Form 990-PF, Part I, line 11	2,966.	2,966.	

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Fees	1,430.	1,280.		150.
To Form 990-PF, Pg 1, ln 16b	1,430.	1,280.		150.

Form 990-PF	Taxes	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foregin Taxes Paid	277.	277.		0.
To Form 990-PF, Pg 1, ln 18	277.	277.		0.

Form 990-PF	U.S. and State/City Government Obligations	Statement	6
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Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
Bonds--See attached schedule.	X		270,293.	222,433.
Total U.S. Government Obligations			270,293.	222,433.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			270,293.	222,433.

Form 990-PF	Corporate Stock	Statement	7
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Description	Book Value	Fair Market Value
Stocks--See attached schedule.	804,860.	855,859.
Total to Form 990-PF, Part II, line 10b	804,860.	855,859.

Form 990-PF	Corporate Bonds	Statement	8
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Description	Book Value	Fair Market Value
Bonds--See attached schedule.	218,458.	272,653.
Total to Form 990-PF, Part II, line 10c	218,458.	272,653.

Form 990-PF	Other Assets	Statement	9
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Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Dividends Receivable	328.	416.	416.
To Form 990-PF, Part II, line 15	328.	416.	416.

Form 990-PF	Grants and Contributions Paid During the Year	Statement	10
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Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Albany Chorale 503 Summit Dr. Albany, GA 31707	none Public Charity-Operating Budget		1,000.
Albany Concert Assoc. 201 Skywater Dr. Albany, GA 31705	none Public Charity-Operating Budget		1,000.
Albany Junior Theatre 514 Pine Ave Albany GA	none Public Charity - Operating Budget		500.
Albany Museum of Art 311 Meadowlark Dr. Albany, GA 31707	none Public Charity-Operating Budget		1,000.
Albany State University Chorale 504 College Drive Albany, GA 31705	none Public Charity-Operating Budget		1,000.
Albany Symphony Association P.O. Box 70065 Albany, GA 31708	none Public Charity-Operating Budget		15,000.

Herbert and Marian Haley Foundation Regi

58-6306798

Atlanta Opera 1575 Northside Dr, N. W. Bldg 300 Ste 350 Atlanta, GA 30318	none Public Charity-Operating Budget	1,000.
Atlanta Symphony 1293 Peachtree St., N.E., Suite 300 Atlanta, GA 30309	none Public Charity-Operating Budget	1,000.
Chehaw Park 105 Chehaw Park Road Albany, GA 31701	none Public Charity-Operating Budget	1,000.
Fish House Camp Grounds, Inc. P.O. Box 1787 Albany, GA 31702	none Public Charity-Operating Budget	1,000.
Georgia Public Broadcasting 260 14th Street N.W. Atlanta, GA 30318	none Public Charity-Operating Budget	1,000.
Georgia Tech, Foundation FBO Mech. Eng. Dept. 190 North Ave., N.W. Atlanta, GA 303139806	none Public Charity-Operating Budget	2,000.
Girl Scouts of Southwest Georgia, Inc. 515 Pine Ave. Albany, GA 31701	none Public Charity-Operating Budget	2,000.
Magnolia Manor Nursing Center 2001 South Lee Street Americus, GA 317094797	none Public Charity-Operating Budget	3,660.
Phoebe Putney Foundation 410 5th Avenue Albany, GA 31701	none Public Charity - Operating Budget	2,000.
SOWEGA Council on Aging 1105 Palmyra Road Albany, GA 31701	none Public Charity-Operating Budget	2,000.

Herbert and Marian Haley Foundation Regi

58-6306798

SW Georgia Boy Scouts of America 930 W. Oglethorpe Albany, GA 31701	none Public Charity-Operating Budget	2,000.
SW Georgia Therapeutic Riding Center 1048 Philema Road South Leesburg, GA 31763	none Public Charity-Operating Budget	1,000.
Theatre Albany 514 Pine Albany, GA 31701	none Public Charity-Operating Budget	1,000.
Thronateeska Heritage Fdn. 100 Roosevelt Ave. Albany, GA 31701	none Public Charity-Operating Budget	1,000.
United Way P.O. Box 70429 Albany, GA 31708	none Public Charity-Operating Budget	1,000.
YMCA Albany 1701 Gillionville Albany, GA 31707	none Public Charity-Operating Budget	4,000.
YMCA Lee County P.O. Box 889 Leesburg, GA 31763	none Public Charity - Operating Budget	4,000.

Total to Form 990-PF, Part XV, line 3a

50,160.

FROM 01/01/2009
TO 12/31/2009

REGIONS BANK, TRUST DEPARTMENT
STATEMENT OF CAPITAL GAINS AND LOSSES
HALEY HERBERT & MARIAN FOUNDATION

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TRUST YEAR ENDING 12/31/2009

TAX PREPARER 6004
TRUST ADMINISTRATOR: 929
INVESTMENT OFFICER: 416

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
80.0000 AT&T INC - 00206R102 - MINOR = 50						
SOLD		05/26/2009	1883.95			
ACQ	80.0000	12/20/2007	1883.95	3224.66	-1340.71	LT15
80.0000 ABBOTT LABORATORIES - 002824100 - MINOR = 31001						
SOLD		05/26/2009	3499.91			
ACQ	70.0000	12/22/2003	3062.42	3030.84	31.58	LT15
	10.0000	02/07/2008	437.49	579.08	-141.59	LT15
330.0000 AETNA U S HEALTHCARE INC COM - 00817Y108 - MINOR = 50						
SOLD		07/06/2009	7944.57			
ACQ	240.0000	01/15/2008	5777.87	13558.63	-7780.76	LT15
	60.0000	02/07/2008	1444.47	3107.68	-1663.21	LT15
	30.0000	05/26/2009	722.23	743.40	-21.17	ST
40.0000 AIR PRODUCTS & CHEMICALS INC COM - 009158106 - MINOR = 50						
SOLD		05/26/2009	2471.93			
ACQ	40.0000	12/20/2007	2471.93	3910.91	-1438.98	LT15
40.0000 ALLERGAN INC - 018490102 - MINOR = 50						
SOLD		05/26/2009	1751.95			
ACQ	40.0000	12/20/2007	1751.95	2545.78	-793.83	LT15
100.0000 BEST BUY CO INC - 086516101 - MINOR = 50						
SOLD		05/26/2009	3493.90			
ACQ	100.0000	01/29/2009	3493.90	2998.73	495.17	ST
120.0000 CVS CORP COM - 126650100 - MINOR = 50						
SOLD		05/26/2009	3526.70			
ACQ	100.0000	12/22/2003	2938.92	1715.00	1223.92	LT15
	20.0000	01/15/2008	587.78	721.60	-133.82	LT15
70.0000 CHEVRON CORP COM - 166764100 - MINOR = 50						
SOLD		05/26/2009	4467.98			
ACQ	70.0000	12/20/2007	4467.98	6440.00	-1972.02	LT15
210.0000 CISCO SYS INC COM - 17275R102						
SOLD		05/26/2009	3693.80			
ACQ	190.0000	12/22/2003	3342.01	4557.34	-1215.33	LT15
	20.0000	01/15/2008	351.79	523.20	-171.41	LT15
4000.0000 CISCO SYSTEMS INC CALLABLE 5.5% 02/22/20 - 17275RAC6 - MINOR = 45						
SOLD		09/11/2009	4428.00			
ACQ	4000.0000	06/08/2009	4428.00	4241.12	186.88	ST
170.0000 DARDEN RESTAURANTS INC - 237194105 - MINOR = 50						
SOLD		05/26/2009	5580.95			
ACQ	170.0000	05/20/2008	5580.95	5985.79	-404.84	LT15
150.0000 WALT DISNEY CO COM - 254687106 - MINOR = 31001						
SOLD		05/26/2009	3511.40			
ACQ	150.0000	12/20/2007	3511.40	4858.50	-1347.10	LT15
4000.0000 WALT DISNEY CO DTD 12/22/08 4 5% 12/15/2 - 254687AW6 - MINOR = 45						
SOLD		08/12/2009	4206.00			
ACQ	4000.0000	06/08/2009	4206.00	4107.52	98.48	ST
310.0000 E M C CORP MASS COM - 268648102 - MINOR = 50						
SOLD		05/26/2009	3555.60			
ACQ	310.0000	12/20/2007	3555.60	5790.80	-2235.20	LT15
30.0000 EXELON CORP - 30161N101 - MINOR = 50						
SOLD		05/26/2009	1399.46			
ACQ	30.0000	12/20/2007	1399.46	2470.83	-1071.37	LT15
70.0000 EXXON MOBIL CORP - 30231G102						
SOLD		05/26/2009	4757.07			
ACQ	40.0000	06/29/1995	2718.33	677.08	2041.25	LT15
	30.0000	02/07/2008	2038.74	2446.95	-408.21	LT15
92.6600 FD HM LN MTG CORP PARTN CTFS POOL# A52621 30 YEAR FIXED 6% 10/01/2036 - 3128KE4E0 - MINOR = 35						
SOLD		11/16/2009	92.66			
ACQ	92.6600	10/07/2009	92.66	98.41	-5.75	ST
98.3400 FD HM LN MTG CORP PARTN CTFS POOL# A52621 30 YEAR FIXED 6% 10/01/2036 - 3128KE4E0 - MINOR = 35						
SOLD		12/15/2009	98.34			
ACQ	98.3400	10/07/2009	98.34	104.44	-6.10	ST
522.9100 FEDERAL HOME LOAN MTG CORP POOL #G02227 - 3128LXPL8 - MINOR = 35						
SOLD		07/15/2009	522.91			
ACQ	522.9100	06/08/2009	522.91	544.81	-21.90	ST
452.7200 FEDERAL HOME LOAN MTG CORP POOL #G02227 - 3128LXPL8 - MINOR = 35						
SOLD		08/17/2009	452.72			
ACQ	452.7200	06/08/2009	452.72	471.68	-18.96	ST
292.3200 FEDERAL HOME LOAN MTG CORP POOL #G02227 - 3128LXPL8 - MINOR = 35						
SOLD		09/15/2009	292.32			
ACQ	292.3200	06/08/2009	292.32	304.56	-12.24	ST
235.0600 FEDERAL HOME LOAN MTG CORP POOL #G02227 - 3128LXPL8 - MINOR = 35						
SOLD		10/15/2009	235.06			
ACQ	235.0600	06/08/2009	235.06	244.90	-9.84	ST
262.8100 FEDERAL HOME LOAN MTG CORP POOL #G02227 - 3128LXPL8 - MINOR = 35						
SOLD		11/16/2009	262.81			
ACQ	262.8100	06/08/2009	262.81	273.82	-11.01	ST
259.9500 FEDERAL HOME LOAN MTG CORP POOL #G02227 - 3128LXPL8 - MINOR = 35						
SOLD		12/15/2009	259.95			
ACQ	259.9500	06/08/2009	259.95	270.84	-10.89	ST
585.4900 FEDERAL HOME LOAN MORTGAGE CORP POOL #G03432 DTD 10/01/07 5.5% 11/01/2037 - 3128M5ED8 - MINOR = 35						
SOLD		07/15/2009	585.49			
ACQ	585.4900	06/08/2009	585.49	599.58	-14.09	ST
445.7600 FEDERAL HOME LOAN MORTGAGE CORP POOL #G03432 DTD 10/01/07 5.5% 11/01/2037 - 3128M5ED8 - MINOR = 35						
SOLD		08/17/2009	445.76			
ACQ	445.7600	06/08/2009	445.76	456.49	-10.73	ST

ACCT H705 4655000169
FROM 01/01/2009
TO 12/31/2009

REGIONS BANK, TRUST DEPARTMENT
STATEMENT OF CAPITAL GAINS AND LOSSES
HALEY HERBERT & MARIAN FOUNDATION

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TRUST YEAR ENDING 12/31/2009

TAX PREPARER: 6004
TRUST ADMINISTRATOR: 929
INVESTMENT OFFICER: 416

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
269.8800 FEDERAL HOME LOAN MORTGAGE CORP POOL #G03432 DTD 10/01/07 5.5% 11/01/2037 - 3128M5ED8 - MINOR = 35						
SOLD		09/15/2009	269.88			
ACQ	269.8800	06/08/2009	269.88	276.37	-6.49	ST
233.6500 FEDERAL HOME LOAN MORTGAGE CORP POOL #G03432 DTD 10/01/07 5.5% 11/01/2037 - 3128M5ED8 - MINOR = 35						
SOLD		10/15/2009	233.65			
ACQ	233.6500	06/08/2009	233.65	239.27	-5.62	ST
267.8900 FEDERAL HOME LOAN MORTGAGE CORP POOL #G03432 DTD 10/01/07 5.5% 11/01/2037 - 3128M5ED8 - MINOR = 35						
SOLD		11/16/2009	267.89			
ACQ	267.8900	06/08/2009	267.89	274.34	-6.45	ST
13303.6700 FEDERAL HOME LOAN MORTGAGE CORP POOL #G03432 DTD 10/01/07 5.5% 11/01/2037 - 3128M5ED8 - MINOR = 35						
SOLD		12/14/2009	14124.76			
ACQ	13303.6700	06/08/2009	14124.76	13623.79	500.97	ST
303.7800 FEDERAL HOME LOAN MORTGAGE CORP POOL #G03432 DTD 10/01/07 5.5% 11/01/2037 - 3128M5ED8 - MINOR = 35						
SOLD		12/15/2009	303.78			
ACQ	303.7800	06/08/2009	303.78	311.09	-7.31	ST
290.6800 FEDERAL HOME LOAN MTG CORP POOL#G13273 5 - 3128MB2E6 - MINOR = 35						
SOLD		11/16/2009	290.68			
ACQ	290.6800	10/07/2009	290.68	306.44	-15.76	ST
342.5000 FEDERAL HOME LOAN MTG CORP POOL#G13273 5 - 3128MB2E6 - MINOR = 35						
SOLD		12/15/2009	342.50			
ACQ	342.5000	10/07/2009	342.50	361.07	-18.57	ST
1437.1900 FEDERAL HOME LOAN MTG CORP POOL #G13174 DTD 05/01/08 5% 06/01/2023 - 3128MBXB8 - MINOR = 35						
SOLD		07/15/2009	1437.19			
ACQ	1437.1900	06/08/2009	1437.19	1477.16	-39.97	ST
1049.8200 FEDERAL HOME LOAN MTG CORP POOL #G13174 DTD 05/01/08 5% 06/01/2023 - 3128MBXB8 - MINOR = 35						
SOLD		08/17/2009	1049.82			
ACQ	1049.8200	06/08/2009	1049.82	1079.02	-29.20	ST
931.7900 FEDERAL HOME LOAN MTG CORP POOL #G13174 DTD 05/01/08 5% 06/01/2023 - 3128MBXB8 - MINOR = 35						
SOLD		09/15/2009	931.79			
ACQ	931.7900	06/08/2009	931.79	957.71	-25.92	ST
638.4700 FEDERAL HOME LOAN MTG CORP POOL #G13174 DTD 05/01/08 5% 06/01/2023 - 3128MBXB8 - MINOR = 35						
SOLD		10/15/2009	638.47			
ACQ	638.4700	06/08/2009	638.47	656.23	-17.76	ST
925.0400 FEDERAL HOME LOAN MTG CORP POOL #G13174 DTD 05/01/08 5% 06/01/2023 - 3128MBXB8 - MINOR = 35						
SOLD		11/16/2009	925.04			
ACQ	925.0400	06/08/2009	925.04	950.77	-25.73	ST
938.0600 FEDERAL HOME LOAN MTG CORP POOL #G13174 DTD 05/01/08 5% 06/01/2023 - 3128MBXB8 - MINOR = 35						
SOLD		12/15/2009	938.06			
ACQ	938.0600	06/08/2009	938.06	964.15	-26.09	ST
69.2400 FEDERAL HOME LOAN MTG CORP POOL #G08080 - 3128MJCS7 - MINOR = 35						
SOLD		11/16/2009	69.24			
ACQ	69.2400	10/06/2009	69.24	72.82	-3.58	ST
4623.8400 FEDERAL HOME LOAN MTG CORP POOL #G08080 - 3128MJCS7 - MINOR = 35						
SOLD		12/14/2009	4909.22			
ACQ	4623.8400	10/06/2009	4909.22	4862.98	46.24	ST
71.2900 FEDERAL HOME LOAN MTG CORP POOL #G08080 - 3128MJCS7 - MINOR = 35						
SOLD		12/15/2009	71.29			
ACQ	71.2900	10/06/2009	71.29	74.98	-3.69	ST
50000.0000 FEDERAL HOME LOAN BANK SER 7109 4% 11/13 - 3133MTRK6 - MINOR = 30						
SOLD		06/08/2009	50689.00			
ACQ	50000.0000	12/22/2003	50689.00	50534.75	154.25	LT15
50000.0000 FEDERAL HOME LN BANK 4.125% 08/13/2010 - 3133X06Q7 - MINOR = 30						
SOLD		06/08/2009	51725.00			
ACQ	50000.0000	12/22/2003	51725.00	50228.80	1496.20	LT15
60000.0000 FEDERAL HOME LOAN BANK 4.625% 02/18/20 - 3133XECU1 - MINOR = 30						
SOLD		06/05/2009	63333.78			
ACQ	60000.0000	02/27/2006	63333.78	59701.08	3632.70	LT15
CHANGED 08/14/09 MDL						
50000.0000 FEDERAL NATIONAL MORTGAGE ASSN 4.375% - 31359MPF4 - MINOR = 30						
SOLD		06/05/2009	53393.40			
ACQ	50000.0000	12/21/2007	53393.40	50867.20	2526.20	LT15
50000.0000 FEDERAL NATIONAL MORTGAGE ASSN 4.375% - 31359MRG0 - MINOR = 30						
SOLD		06/05/2009	53386.00			
ACQ	50000.0000	12/20/2007	53386.00	50887.20	2498.80	LT15
50000.0000 FEDERAL NATIONAL MORTGAGE ASSN 4.125% - 31359MUT8 - MINOR = 30						
SOLD		06/05/2009	52167.00			
ACQ	50000.0000	12/20/2007	52167.00	50085.25	2081.75	LT15
151.4300 FEDERAL NATIONAL MORTGAGE ASSN POOL #254693 DTD 03/01/03 5.5% 04/01/2033 - 31371K3A7 - MINOR = 35						
SOLD		11/25/2009	151.43			
ACQ	151.4300	10/07/2009	151.43	159.52	-8.09	ST
180.2100 FEDERAL NATIONAL MORTGAGE ASSN POOL #254693 DTD 03/01/03 5.5% 04/01/2033 - 31371K3A7 - MINOR = 35						
SOLD		12/28/2009	180.21			
ACQ	180.2100	10/07/2009	180.21	189.84	-9.63	ST
95.5300 FEDERAL NATIONAL MORTGAGE ASSN POOL #254 - 31371KWE7 - MINOR = 35						
SOLD		11/25/2009	95.53			
ACQ	95.5300	10/07/2009	95.53	101.69	-6.16	ST
93.0800 FEDERAL NATIONAL MORTGAGE ASSN POOL #254 - 31371KWE7 - MINOR = 35						
SOLD		12/28/2009	93.08			
ACQ	93.0800	10/07/2009	93.08	99.09	-6.01	ST
62.1200 FEDERAL NATIONAL MORTGAGE ASSN POOL# 725544 13 YEAR FIXED 5.5% 12/01/2017 - 31402DBM1 - MINOR = 35						
SOLD		11/25/2009	62.12			
ACQ	62.1200	10/07/2009	62.12	66.65	-4.53	ST
55.3400 FEDERAL NATIONAL MORTGAGE ASSN POOL# 725544 13 YEAR FIXED 5.5% 12/01/2017 - 31402DBM1 - MINOR = 35						
SOLD		12/28/2009	55.34			
ACQ	55.3400	10/07/2009	55.34	59.38	-4.04	ST

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TRUST YEAR ENDING 12/31/2009

TAX PREPARER: 6004
TRUST ADMINISTRATOR: 929
INVESTMENT OFFICER: 416

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
1708.3000 FEDERAL NATIONAL MORTGAGE ASSN POOL #831811 DTD 10/01/06 6% 09/01/2036 - 31407JDQ2 - MINOR = 35						
SOLD		07/27/2009	1708.30			
ACQ	1708.3000	06/08/2009	1708.30	1782.24	-73.94	ST
1226.7100 FEDERAL NATIONAL MORTGAGE ASSN POOL #831811 DTD 10/01/06 6% 09/01/2036 - 31407JDQ2 - MINOR = 35						
SOLD		08/25/2009	1226.71			
ACQ	1226.7100	06/08/2009	1226.71	1279.80	-53.09	ST
1139.3700 FEDERAL NATIONAL MORTGAGE ASSN POOL #831811 DTD 10/01/06 6% 09/01/2036 - 31407JDQ2 - MINOR = 35						
SOLD		09/25/2009	1139.37			
ACQ	1139.3700	06/08/2009	1139.37	1188.68	-49.31	ST
722.2400 FEDERAL NATIONAL MORTGAGE ASSN POOL #831811 DTD 10/01/06 6% 09/01/2036 - 31407JDQ2 - MINOR = 35						
SOLD		10/26/2009	722.24			
ACQ	722.2400	06/08/2009	722.24	753.50	-31.26	ST
517.2900 FEDERAL NATIONAL MORTGAGE ASSN POOL #831811 DTD 10/01/06 6% 09/01/2036 - 31407JDQ2 - MINOR = 35						
SOLD		11/25/2009	517.29			
ACQ	517.2900	06/08/2009	517.29	539.68	-22.39	ST
497.2700 FEDERAL NATIONAL MORTGAGE ASSN POOL #831811 DTD 10/01/06 6% 09/01/2036 - 31407JDQ2 - MINOR = 35						
SOLD		12/28/2009	497.27			
ACQ	497.2700	06/08/2009	497.27	518.79	-21.52	ST
240.1900 FEDERAL NATIONAL MORTGAGE ASSN POOL #928 - 31412LQ94 - MINOR = 35						
SOLD		11/25/2009	240.19			
ACQ	240.1900	10/08/2009	240.19	255.28	-15.09	ST
123.6400 FEDERAL NATIONAL MORTGAGE ASSN POOL #928 - 31412LQ94 - MINOR = 35						
SOLD		12/28/2009	123.64			
ACQ	123.6400	10/08/2009	123.64	131.41	-7.77	ST
488.9900 FEDERAL NATIONAL MORTGAGE ASSN POOL #963 - 31414DZQ2 - MINOR = 35						
SOLD		07/27/2009	488.99			
ACQ	488.9900	06/08/2009	488.99	502.06	-13.07	ST
349.0600 FEDERAL NATIONAL MORTGAGE ASSN POOL #963 - 31414DZQ2 - MINOR = 35						
SOLD		08/25/2009	349.06			
ACQ	349.0600	06/08/2009	349.06	358.39	-9.33	ST
471.8500 FEDERAL NATIONAL MORTGAGE ASSN POOL #963 - 31414DZQ2 - MINOR = 35						
SOLD		09/25/2009	471.85			
ACQ	471.8500	06/08/2009	471.85	484.46	-12.61	ST
268.5100 FEDERAL NATIONAL MORTGAGE ASSN POOL #963 - 31414DZQ2 - MINOR = 35						
SOLD		10/26/2009	268.51			
ACQ	268.5100	06/08/2009	268.51	275.68	-7.17	ST
627.1900 FEDERAL NATIONAL MORTGAGE ASSN POOL #963 - 31414DZQ2 - MINOR = 35						
SOLD		11/25/2009	627.19			
ACQ	627.1900	06/08/2009	627.19	643.95	-16.76	ST
194.1300 FEDERAL NATIONAL MORTGAGE ASSN POOL #963 - 31414DZQ2 - MINOR = 35						
SOLD		12/28/2009	194.13			
ACQ	194.1300	06/08/2009	194.13	199.32	-5.19	ST
1663.7900 FEDERAL NATIONAL MORTGAGE ASSN POOL #985616 DTD 06/01/08 5.5% 04/01/2034 - 31415P3Z9 - MINOR = 35						
SOLD		07/27/2009	1663.79			
ACQ	1663.7900	06/08/2009	1663.79	1704.86	-41.07	ST
1117.9300 FEDERAL NATIONAL MORTGAGE ASSN POOL #985616 DTD 06/01/08 5.5% 04/01/2034 - 31415P3Z9 - MINOR = 35						
SOLD		08/25/2009	1117.93			
ACQ	1117.9300	06/08/2009	1117.93	1145.53	-27.60	ST
576.0100 FEDERAL NATIONAL MORTGAGE ASSN POOL #985616 DTD 06/01/08 5.5% 04/01/2034 - 31415P3Z9 - MINOR = 35						
SOLD		09/25/2009	576.01			
ACQ	576.0100	06/08/2009	576.01	590.23	-14.22	ST
490.9000 FEDERAL NATIONAL MORTGAGE ASSN POOL #985616 DTD 06/01/08 5.5% 04/01/2034 - 31415P3Z9 - MINOR = 35						
SOLD		10/26/2009	490.90			
ACQ	490.9000	06/08/2009	490.90	503.02	-12.12	ST
576.7800 FEDERAL NATIONAL MORTGAGE ASSN POOL #985616 DTD 06/01/08 5.5% 04/01/2034 - 31415P3Z9 - MINOR = 35						
SOLD		11/25/2009	576.78			
ACQ	576.7800	06/08/2009	576.78	591.02	-14.24	ST
855.4700 FEDERAL NATIONAL MORTGAGE ASSN POOL #985616 DTD 06/01/08 5.5% 04/01/2034 - 31415P3Z9 - MINOR = 35						
SOLD		12/28/2009	855.47			
ACQ	855.4700	06/08/2009	855.47	876.59	-21.12	ST
463.3700 FEDERAL NATIONAL MORTGAGE ASSN POOL #995265 DTD 12/01/08 5.5% 01/01/2024 - 31416BTW8 - MINOR = 35						
SOLD		07/27/2009	463.37			
ACQ	463.3700	06/08/2009	463.37	482.48	-19.11	ST
375.7200 FEDERAL NATIONAL MORTGAGE ASSN POOL #995265 DTD 12/01/08 5.5% 01/01/2024 - 31416BTW8 - MINOR = 35						
SOLD		08/25/2009	375.72			
ACQ	375.7200	06/08/2009	375.72	391.22	-15.50	ST
266.0000 FEDERAL NATIONAL MORTGAGE ASSN POOL #995265 DTD 12/01/08 5.5% 01/01/2024 - 31416BTW8 - MINOR = 35						
SOLD		09/25/2009	266.00			
ACQ	266.0000	06/08/2009	266.00	276.97	-10.97	ST
257.7100 FEDERAL NATIONAL MORTGAGE ASSN POOL #995265 DTD 12/01/08 5.5% 01/01/2024 - 31416BTW8 - MINOR = 35						
SOLD		10/26/2009	257.71			
ACQ	257.7100	06/08/2009	257.71	268.34	-10.63	ST
280.8000 FEDERAL NATIONAL MORTGAGE ASSN POOL #995265 DTD 12/01/08 5.5% 01/01/2024 - 31416BTW8 - MINOR = 35						
SOLD		11/25/2009	280.80			
ACQ	280.8000	06/08/2009	280.80	292.38	-11.58	ST
289.8200 FEDERAL NATIONAL MORTGAGE ASSN POOL #995265 DTD 12/01/08 5.5% 01/01/2024 - 31416BTW8 - MINOR = 35						
SOLD		12/28/2009	289.82			
ACQ	289.8200	06/08/2009	289.82	301.78	-11.96	ST
1697.0100 FEDERATED KAUFMAN SMALL CAP FUND A - 314172636 - MINOR = 62						
SOLD		05/26/2009	26744.88			
ACQ	1544.8190	12/20/2007	24346.35	39686.40	-15340.05	LT15
	102.1260	01/15/2008	1609.51	2354.00	-744.49	LT15
	50.0650	02/08/2008	789.02	1147.50	-358.48	LT15

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TAX PREPARER: 6004
TRUST ADMINISTRATOR: 929
INVESTMENT OFFICER: 416

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
5311.4000 FIDELITY ADVISOR DIVERSIFIED INTL FUND # - 315920686 - MINOR = 64						
SOLD		05/26/2009	66604.96			
ACQ	4895.4520	12/20/2007	61388.97	105497.00	-44108.03	LT15
	415.9480	02/08/2008	5215.99	8027.80	-2811.81	LT15
220.0000 GENENTECH INC COM NEW - 368710406 - MINOR = 50						
SOLD		03/13/2009	20662.28			
ACQ	220.0000	12/20/2007	20662.28	14895.80	5766.48	LT15
200.0000 GENERAL DYNAMICS CORP - 369550108 - MINOR = 50						
SOLD		05/26/2009	11129.01			
ACQ	200.0000	02/26/2008	11129.01	16697.32	-5568.31	LT15
450.0000 GENERAL ELEC CO COM - 369604103						
SOLD		01/29/2009	5944.47			
ACQ	410.0000	12/22/2003	5416.07	12681.30	-7265.23	LT15
	40.0000	02/07/2008	528.40	1367.13	-838.73	ST
10.0000 GOLDMAN SACHS GROUP INC COM - 38141G104 - MINOR = 31001						
SOLD		05/26/2009	1346.26			
ACQ	10.0000	04/07/2008	1346.26	1782.46	-436.20	LT15
4000.0000 HEWLETT-PACKARD CO DTD 03/03/08 4.5% 03/ - 428236A06 - MINOR = 45						
SOLD		09/11/2009	4254.68			
ACQ	4000.0000	06/08/2009	4254.68	4125.16	129.52	ST
240.0000 INTEL CORP COM - 458140100						
SOLD		05/26/2009	3585.50			
ACQ	60.0000	06/18/2004	896.38	1653.60	-757.23	LT15
	60.0000	01/15/2008	896.38	1384.80	-488.43	LT15
	120.0000	02/07/2008	1792.75	2398.80	-606.05	LT15
110.0000 JP MORGAN CHASE & CO COM - 46625H100 - MINOR = 31001						
SOLD		05/26/2009	3761.90			
ACQ	100.0000	12/20/2007	3419.91	4368.82	-948.91	LT15
	10.0000	02/07/2008	341.99	446.20	-104.21	LT15
100.0000 JOHNSON & JOHNSON COM - 478160104 - MINOR = 31001						
SOLD		05/26/2009	5443.85			
ACQ	70.0000	03/12/2004	3810.70	3584.70	226.00	LT15
	30.0000	02/07/2008	1633.16	1878.85	-245.70	LT15
270.0000 JUNIPER NETWORKS - 48203R104 - MINOR = 50						
SOLD		05/26/2009	6180.14			
ACQ	270.0000	02/26/2008	6180.14	7424.84	-1244.70	LT15
690.0000 LOWES COMPANIES INC - 548661107 - MINOR = 3101						
SOLD		01/29/2009	13496.53			
ACQ	650.0000	12/20/2007	12714.12	14851.33	-2137.21	LT15
	40.0000	01/15/2008	782.41	828.40	-45.99	LT15
50000.0000 MERRILL LYNCH & CO INC SER MTN 4.125% 01 - 59018YSK8 - MINOR = 45						
SOLD		01/15/2009	50000.00			
ACQ	50000.0000	12/22/2003	50000.00	50893.50	-893.50	LT15
140.0000 MICROSOFT CORP COM - 594918104 - MINOR = 31001						
SOLD		05/26/2009	2721.52			
ACQ	10.0000	06/18/2004	194.39	278.50	-84.11	LT15
	130.0000	02/07/2008	2527.13	3664.47	-1137.34	LT15
380.0000 ORACLE CORPORATION COM - 68389X105 - MINOR = 5010						
SOLD		05/26/2009	6995.61			
ACQ	380.0000	12/20/2007	6995.61	8458.11	-1462.50	LT15
60.0000 PEPSICO INC COM - 713448108						
SOLD		05/26/2009	3068.92			
ACQ	30.0000	06/29/1995	1534.46	559.64	974.82	LT15
	30.0000	02/07/2008	1534.46	2099.05	-564.59	LT15
60.0000 PHILIP MORRIS INTERNATIONAL INC - 718172109 - MINOR = 50						
SOLD		05/26/2009	2524.73			
ACQ	60.0000	01/29/2009	2524.73	2402.91	121.82	ST
1758.9230 PIONEER SMALL CAP VALUE FUND CLASS Y PD - 72387Q500 - MINOR = 62						
SOLD		05/26/2009	28019.64			
ACQ	1628.2630	12/20/2007	25938.23	39550.50	-13612.27	LT15
	100.7680	01/15/2008	1605.23	2230.00	-624.77	LT15
	29.8920	02/08/2008	476.18	663.00	-186.82	LT15
90.0000 PROCTER & GAMBLE CO COM - 742718109						
SOLD		05/26/2009	4764.47			
ACQ	50.0000	12/22/2003	2646.93	2441.75	205.18	LT15
	40.0000	02/07/2008	2117.54	2625.85	-508.31	LT15
180.0000 QUALCOMM INC - 747525103 - MINOR = 50						
SOLD		05/26/2009	7324.00			
ACQ	180.0000	12/20/2007	7324.00	6976.48	347.52	LT15
2506.8600 RMK MID CAP GROWTH FUND - 75913Q456 - MINOR = 62						
SOLD		04/30/2009	28101.90			
ACQ	2368.5840	12/20/2007	26551.83	39650.10	-13098.27	LT15
	20.2490	01/15/2008	226.99	324.80	-97.81	LT15
	118.0270	02/08/2008	1323.08	1866.00	-542.92	LT15
4142.0580 RMK MID CAP VALUE FUND - 75913Q480 - MINOR = 62						
SOLD		04/30/2009	28745.88			
ACQ	3826.3700	12/20/2007	26555.01	39526.40	-12971.39	LT15
	226.1640	01/15/2008	1569.58	2098.80	-529.22	LT15
	89.5240	02/08/2008	621.30	846.90	-225.60	LT15
40.0000 SCHLUMBERGER LTD COM - 806857108 - MINOR = 50						
SOLD		05/26/2009	2042.74			
ACQ	40.0000	12/20/2007	2042.74	3623.13	-1580.39	LT15
530.0000 SYSCO CORP COM - 871829107 - MINOR = 50						
SOLD		05/26/2009	12179.77			
ACQ	470.0000	12/20/2007	10800.93	14926.35	-4125.42	LT15
	40.0000	01/15/2008	919.23	1134.40	-215.17	LT15
	20.0000	02/07/2008	459.61	588.53	-128.92	LT15

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TAX PREPARER: 6004
TRUST ADMINISTRATOR: 929
INVESTMENT OFFICER: 416

LEGEND: P - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
4000.0000 TARGET CORP CALLABLE 5.375% 05/01/2017 - 87612EAP1 - MINOR = 45						
SOLD		07/23/2009	4105.76			
ACQ	4000.0000	06/12/2009	4105.76	4089.56	16.20	ST
50.0000 TEVA PHARMACEUTICAL INDS SPONS ADR - 881624209 - MINOR = 55						
SOLD		05/26/2009	2270.44			
ACQ	50.0000	03/13/2009	2270.44	2250.09	20.35	ST
30.0000 THERMO ELECTRON CORP - 883556102 - MINOR = 50						
SOLD		05/26/2009	1098.27			
ACQ	30.0000	10/28/2008	1098.27	1038.85	59.42	ST
50.0000 3M CO COM - 88579Y101 - MINOR = SBW						
SOLD		05/26/2009	2787.92			
ACQ	50.0000	12/20/2007	2787.92	4207.32	-1419.40	LT15
130.0000 TRAVELERS COMPANIES, INC. - 89417E109 - MINOR = 50						
SOLD		05/26/2009	5160.86			
ACQ	130.0000	12/20/2007	5160.86	6773.00	-1612.14	LT15
3000.0000 UNITED STATES TREASURY 3.5% 02/15/2010 - 912828DL1 - MINOR = 30						
SOLD		06/10/2009	3061.64			
ACQ	3000.0000	06/08/2009	3061.64	3061.29	0.35	ST
95000.0000 UNITED STATES TREASURY 3.5% 02/15/2010 - 912828DL1 - MINOR = 30						
SOLD		10/06/2009	96135.55			
ACQ	18000.0000	06/08/2009	18215.16	18367.73	-152.57	ST
	77000.0000	09/24/2009	77920.39	77998.60	-78.21	ST
2000.0000 UNITED STATES TREASURY 3.5% 02/15/2010 - 912828DL1 - MINOR = 30						
SOLD		11/09/2009	2017.42			
ACQ	2000.0000	09/24/2009	2017.42	2025.94	-8.52	ST
41000.0000 UNITED STATES TREASURY 3.5% 02/15/2010 - 912828DL1 - MINOR = 30						
SOLD		12/11/2009	41238.64			
ACQ	36000.0000	09/24/2009	36209.54	36466.87	-257.33	ST
	5000.0000	10/16/2009	5029.10	5055.08	-25.98	ST
13000.0000 UNITED STATES TREASURY 4.125% 05/15/20 - 912828DV9 - MINOR = 30						
SOLD		11/02/2009	14103.99			
ACQ	13000.0000	06/08/2009	14103.99	13613.43	490.56	ST
4000.0000 UNITED STATES TREASURY DTD 10/31/07 3.62 - 912828HF0 - MINOR = 30						
SOLD		10/05/2009	4009.53			
ACQ	4000.0000	06/08/2009	4009.53	4051.41	-41.88	ST
4000.0000 UNITED STATES TREASURY N/B DTD 05/15/08 - 912828HZ6 - MINOR = 30						
SOLD		10/27/2009	4143.29			
ACQ	4000.0000	06/08/2009	4143.29	4021.10	122.19	ST
4000.0000 UNITED STATES TREASURY N/B DTD 05/15/08 - 912828HZ6 - MINOR = 30						
SOLD		11/09/2009	4157.50			
ACQ	4000.0000	06/08/2009	4157.50	4021.09	136.41	ST
60.0000 UNITED TECHNOLOGIES CORP COM - 913017109 - MINOR = 50						
SOLD		05/26/2009	3056.32			
ACQ	60.0000	12/20/2007	3056.32	4561.69	-1505.37	LT15
150.0000 VERIZON COMMUNICATIONS COM - 92343V104 - MINOR = 31001						
SOLD		05/26/2009	4288.38			
ACQ	110.0000	10/29/2004	3144.81	4140.53	-995.72	LT15
	40.0000	12/20/2007	1143.57	1747.87	-604.30	LT15
150.0000 WALMART STORES INC COM - 931142103						
SOLD		05/26/2009	7393.31			
ACQ	140.0000	12/20/2007	6900.42	6684.75	215.67	LT15
	10.0000	02/07/2008	492.89	493.30	-0.41	LT15
4000.0000 WAL MART STORES INC 5.875% 04/05/2027 - 931142CH4 - MINOR = 45						
SOLD		09/21/2009	4234.04			
ACQ	4000.0000	06/08/2009	4234.04	4154.72	79.32	ST
160.0000 WALGREEN CO COM - 931422109 - MINOR = 5010						
SOLD		05/26/2009	4676.67			
ACQ	160.0000	12/20/2007	4676.67	5819.20	-1142.53	LT15
170.0000 WELLS FARGO & CO NEW COM - 949746101						
SOLD		05/26/2009	4096.89			
ACQ	170.0000	12/22/2003	4096.89	4922.35	-825.46	LT15
80.0000 XTO ENERGY CORP - 98385X106 - MINOR = 50						
SOLD		05/26/2009	3156.71			
ACQ	80.0000	02/26/2008	3156.71	4866.54	-1709.83	LT15
.0000 SECURITIES LITIGATION SETTLEMENT PROCEEDS - LITIGATION						
SOLD		03/18/2009	4653.59			
ACQ			4653.59		4653.59	LT15
CHANGED 01/12/10 MW						
.0000 SECURITIES LITIGATION SETTLEMENT PROCEEDS - LITIGATION						
SOLD		11/18/2009	195.88			
ACQ			195.88		195.88	LT15
CHANGED 01/12/10 MW						
TOTALS			997031.62	1136354.96		

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
SUBTOTAL FROM ABOVE	138.76	0.00	-139462.10	0.00	0.00	0.00*
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIVIDENDS	0.00	0.00	0.00			0.00
	138.76	0.00	-139462.10	0.00	0.00	0.00

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TRUST YEAR ENDING 12/31/2009

TAX PREPARER: 6004
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LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
STATE						
SUBTOTAL FROM ABOVE	138.76	0.00	-139462.10	0.00	0.00	0.00*
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIVIDENDS	0.00	0.00	0.00			0.00
	138.76	0.00	-139462.10	0.00	0.00	0.00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0.00	0.00
GEORGIA	N/A	N/A

REGIONS MORGAN KEEGAN
TP1257

REGIONS BANK
Investment Profile

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As of 12/31/2009
Combined Portfolios
Settlement Date Basis

Account: 4655000169
CO-TRUSTEE U/AGREEMENT HERBERT AND MARIAN HALEY
FOUNDATION

Administrator: THOMAS B. CLIFTON, JR. 229-438-2454

Investment Objective: BALANCED (55E/45F)
Investment Authority: JOINT WITH INDIVIDUAL
Principal Asset Model:





Category	Federal Tax Cost	Market Value	% of Portfolio	Est Income	Yield
CASH AND EQUIVALENTS	47,330.94	47,330.94	3.38	49.84	0.11
EQUITIES	694,284.51	722,558.31	51.68	10,869.36	1.50
FIXED	488,750.81	495,085.90	35.41	23,095.15	4.66
INTERNATIONAL	110,575.91	133,300.38	9.53	2,009.15	1.51
Total Portfolio	1,340,942.17	1,398,275.53	100.00	36,023.50	2.58

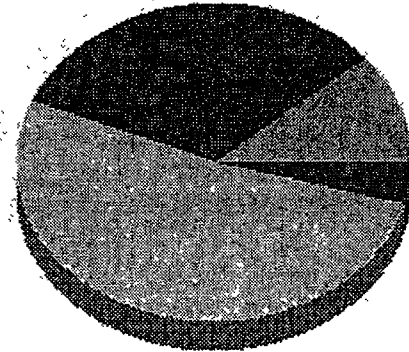
YTD SHORT TERM GAIN/LOSS
YTD LONG TERM GAIN/LOSS

138.76
138,889.22-

Market Value

\$47,330.94	3.38%
\$722,558.31	51.68%
\$495,085.90	35.41%
\$133,300.38	9.53%

	CASH AND EQUIVALENTS
	EQUITIES
	FIXED
	INTERNATIONAL



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REGIONS BANK

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Investment Profile Detail

As of 12/31/2009

Combined Portfolios
Settlement Date Basis

Account: 4655000169

CO-TRUSTEE U/AGREEMENT HERBERT AND MARIAN HALEY
FOUNDATION

Administrator: THOMAS B. CLIFTON, JR. 229-438-2454

Investment Objective: BALANCED (55E/45F)

Investment Authority: JOINT WITH INDIVIDUAL

Principal Asset Model:

CASH AND EQUIVALENTS

Ticker	Description	Units	Price	Federal Tax Cost	Market Value	Est Income	Yield	Pricing Date
	CASH			0.00	0.00			
PCOXX	FEDERATED PRIME CASH OBLIGS FD INSTL	47,330.940000	1.000	47,330.94	47,330.94	49.84	0.11	01/01/1901
	Total			47,330.94	47,330.94	49.84	0.11	

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REGIONS BANK

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Investment Profile Detail

As of 12/31/2009

Account: 4655000169

CO-TRUSTEE U/AGREEMENT HERBERT AND MARIAN HALEY
FOUNDATION

Administrator: THOMAS B. CLIFTON, JR. 229-438-2454

Combined Portfolios
Settlement Date Basis

Investment Objective: BALANCED (55E/45F)

Investment Authority: JOINT WITH INDIVIDUAL

Principal Asset Model:

EQUITIES

Ticker	Description	Units	Price	Federal Tax Cost	Market Value	Est Income	Yield	Pricing Date
T	AT&T INC	340.000000	28.030	13,525.78	9,530.20	571.20	5.99	12/31/2009
ABT	ABBOTT LABS	190.000000	53.990	8,226.58	10,258.10	304.00	2.96	12/31/2009
APD	AIR PRODS & CHEMS INC	130.000000	81.060	12,530.61	10,537.80	234.00	2.22	12/31/2009
AGN	ALLERGAN INC	190.000000	63.010	12,092.48	11,971.90	38.00	0.32	12/31/2009
AXP	AMERICAN EXPRESS CO	350.000000	40.520	14,481.97	14,182.00	252.00	1.78	12/31/2009
ARTVX	ARTISAN FDS INC SMALL CAP VALUE FUND INV CL	3,064.996000	14.330	34,236.00	43,921.39	49.04	0.11	12/31/2009
ARTQX	ARTISAN FDS INC MID CAP VALUE FD INV SHS	2,391.911000	17.980	34,300.00	43,006.56	157.87	0.37	12/31/2009
BK	BANK OF NEW YORK MELLON CORP	340.000000	27.970	16,533.34	9,509.80	122.40	1.29	12/31/2009
BBY	BEST BUY INC	230.000000	39.460	6,897.08	9,075.80	128.80	1.42	12/31/2009
BUFFSX	BUFFALO SMALL CAP FUND	1,828.446000	22.480	34,246.80	41,103.47	49.37	0.12	12/31/2009
CVS	CVS/CAREMARK CORPORATION	280.000000	32.210	4,802.00	9,018.80	85.40	0.95	12/31/2009
CVX	CHEVRON CORP	130.000000	76.990	11,403.60	10,008.70	353.60	3.53	12/31/2009
CSCO	CISCO SYSTEMS INC	460.000000	23.940	10,919.45	11,012.40			12/31/2009
CTXS	CITRIX SYSTEM INC	300.000000	41.610	9,539.07	12,483.00			12/31/2009
DRI	DARDEN RESTAURANTS INC	245.000000	35.070	8,626.57	8,592.15	245.00	2.85	12/31/2009
DELL	DELL INC	800.000000	14.360	18,952.84	11,488.00			12/31/2009
DVN	DEVON ENERGY CORP	140.000000	73.500	8,243.20	10,290.00	89.60	0.87	12/31/2009
DIS	WALT DISNEY CO	340.000000	32.250	10,957.50	10,965.00	119.00	1.09	12/31/2009
EMC	E M C CORP MASS	710.000000	17.470	12,566.39	12,403.70			12/31/2009
ETN	EATON CORP	180.000000	63.620	13,764.93	11,451.60	360.00	3.14	12/31/2009
EXC	EXELON CORP	180.000000	48.870	14,625.01	8,796.60	378.00	4.30	12/31/2009
XOM	EXXON MOBIL CORP	120.000000	68.190	2,031.25	8,182.80	201.60	2.46	12/31/2009
FE	FIRSTENERGY CORP	220.000000	46.450	10,379.02	10,219.00	484.00	4.74	12/31/2009
GS	GOLDMAN SACHS GROUP INC	60.000000	168.840	10,694.73	10,130.40	84.00	0.83	12/31/2009
HAL	HALLIBURTON CO	380.000000	30.090	16,645.56	11,434.20	136.80	1.20	12/31/2009
HES	HESS CORPORATION	140.000000	60.500	8,349.33	8,470.00	56.00	0.66	12/31/2009
INTC	INTEL CORP	540.000000	20.400	3,397.70	11,016.00	302.40	2.75	12/31/2009
IWD	ISHARES RUSSELL 1000 VALUE	740.000000	57.400	34,459.03	42,476.00	1,038.22	2.44	12/31/2009
JPM	J P MORGAN CHASE & CO	240.000000	41.670	10,485.17	10,000.80	48.00	0.48	12/31/2009
JNJ	JOHNSON & JOHNSON	150.000000	64.410	7,681.50	9,661.50	294.00	3.04	12/31/2009
JNPR	JUNIPER NETWORKS INC	350.000000	26.670	9,624.79	9,334.50			12/31/2009
MSFT	MICROSOFT CORP	410.000000	30.480	11,211.50	12,496.80	213.20	1.71	12/31/2009
MON	MONSANTO CO NEW	110.000000	81.750	7,972.42	8,992.50	116.60	1.30	12/31/2009
MGOYX	MUNDER M/C CORE GROWTH FUND CL Y	1,882.440000	22.680	34,260.40	42,693.74	154.36	0.36	12/31/2009
NSC	NORFOLK SOUTHERN CORP	230.000000	52.420	14,851.79	12,056.60	312.80	2.59	12/31/2009
ORCL	ORACLE CORPORATION	430.000000	24.530	9,145.43	10,547.90	86.00	0.82	12/31/2009
PEP	PEPSICO INC	160.000000	60.800	2,984.74	9,728.00	288.00	2.96	12/31/2009
PM	PHILIP MORRIS INTERNATIONAL INC	190.000000	48.190	7,609.22	9,156.10	440.80	4.81	12/31/2009
PG	PROCTER & GAMBLE CO	150.000000	60.630	7,325.25	9,094.50	264.00	2.90	12/31/2009
PRU	PRUDENTIAL FINANCIAL INC	220.000000	49.760	19,056.96	10,947.20	154.00	1.41	12/31/2009
QCOM	QUALCOMM INC	200.000000	46.260	7,751.64	9,252.00	136.00	1.47	12/31/2009
RHI	ROBERT HALF INTL INC	380.000000	26.730	7,980.95	10,157.40	182.40	1.80	12/31/2009
SLB	SCHLUMBERGER LTD	160.000000	65.090	13,900.44	10,414.40	134.40	1.29	12/31/2009
SYK	STRYKER CORP	230.000000	50.370	17,048.07	11,585.10	138.00	1.19	12/31/2009
TMO	THERMO FISHER SCIENTIFIC, INC	230.000000	47.690	7,964.48	10,968.70			12/31/2009
MMM	3M CO	150.000000	82.670	12,516.23	12,400.50	306.00	2.47	12/31/2009
TIF	TIFFANY & CO	310.000000	43.000	14,633.30	13,330.00	210.80	1.58	12/31/2009
TRV	TRAVELERS COMPANIES, INC	200.000000	49.860	10,204.33	9,972.00	264.00	2.65	12/31/2009
UTX	UNITED TECHNOLOGIES CORP	160.000000	69.410	12,028.67	11,105.60	246.40	2.22	12/31/2009
VZ	VERIZON COMMUNICATIONS	280.000000	33.130	10,424.30	9,276.40	532.00	5.73	12/31/2009
WMT	WAL MART STORES INC	170.000000	53.450	8,117.19	9,086.50	185.30	2.04	12/31/2009

WAG	WALGREEN CO	280.000000	36.720	10,104.38	10,281.60	154.00	1.50 12/31/2009
WFC	WELLS FARGO & CO	340.000000	26.990	9,807.20	9,176.60	68.00	0.74 12/31/2009
XTO	XTO ENERGY CORP	200.000000	46.530	12,166.34	9,306.00	100.00	1.07 12/31/2009
Total				694,284.51	722,558.31	10,869.36	1.50

Mutual Funds + 110,575.91 133,300.38

804,860.42 855,858.69

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REGIONS MORGAN KEEGAN
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Investment Profile Detail

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As of 12/31/2009

Combined Portfolios
Settlement Date Basis

Account: 4655000169

CO-TRUSTEE U/AGREEMENT HERBERT AND MARIAN HALEY
FOUNDATION

Administrator: THOMAS B. CLIFTON, JR. 229-438-2454

Investment Objective: BALANCED (55E/45F)

Investment Authority: JOINT WITH INDIVIDUAL

Principal Asset Model:

FIXED

Ticker	Description	Units	Price	Federal Tax Cost	Market Value	Est Income	Yield	Pricing Date
Corp	AT&T INC DTD 05/13/08 5.6% 05/15/2018	5,000.000000	104.796	5,133.57	5,239.80	280.00	5.34	12/31/2009
	ABBOTT LABS DTD 3/3/09 5.125% 04/01/2019	5,000.000000	104.597	5,095.40	5,229.85	256.25	4.90	12/31/2009
	BP CAPITAL MARKETS PLC NORMAL 5.25% 11/07/2013	5,000.000000	108.923	5,326.53	5,446.15	262.50	4.82	12/31/2009
	CVS/CAREMARK CORPORATION DTD 9/11/09 6.125% 09/15/2039	5,000.000000	99.110	5,085.10	4,955.50	306.25	6.18	12/31/2009
	CATERPILLAR INC DTD 12/05/08 7.9% 12/15/2018	4,000.000000	121.993	4,571.67	4,879.72	316.00	6.48	12/31/2009
	CITIGROUP INC FDIC GUARANTEED DTD 08/06/2009 2.25% 12/10/2012	25,000.000000	100.785	25,480.50	25,196.25	562.50	2.23	12/31/2009
	COMCAST CORP DTD 06/18/09 5.7% 07/01/2019	5,000.000000	104.904	5,107.88	5,245.20	285.00	5.43	12/31/2009
	CONOCOPHILLIPS DTD 2/3/09 6.5% 02/01/2039	5,000.000000	110.984	5,286.04	5,549.20	325.00	5.86	12/31/2009
	CREDIT SUISSE NEW YORK DTD 5/4/09 5.5% 05/01/2014	5,000.000000	108.520	5,132.74	5,426.00	275.00	5.07	12/31/2009
	JOHN DEERE CAPITAL CORP INSD FDIC DTD 12/19/08 2.875% 06/19/2012	14,000.000000	103.048	14,311.86	14,426.72	402.50	2.79	12/31/2009
Corp	DUKE ENERGY CORP CALLABLE 6.25% 01/15/2012	4,000.000000	108.112	4,275.20	4,324.48	250.00	5.78	12/31/2009
Federal	FD HM LN MTG CORP PARTN CTFS POOL # A52621 30-YEAR FIXED 6% 10/01/2036	4,298.280000	106.313	4,564.91	4,569.63	257.90	5.64	12/31/2009
	FEDERAL HOME LOAN MTG CORP POOL #G02227 6% 06/01/2036	12,408.520000	106.313	12,928.12	13,191.87	744.51	5.64	12/31/2009
	FEDERAL HOME LOAN MTG CORP POOL #G13273 5% 10/01/2023	10,132.920000	104.647	10,682.31	10,603.80	506.65	4.78	12/31/2009
	FEDERAL HOME LOAN MTG CORP POOL #G13174 DTD 05/01/08 5% 06/01/2023	35,789.070000	104.647	36,784.44	37,452.19	1,789.45	4.78	12/31/2009
	FEDERAL NATIONAL MORTGAGE ASSN 5% 03/15/2016	9,000.000000	108.688	9,694.80	9,781.92	450.00	4.60	12/31/2009
	FEDERAL NATIONAL MORTGAGE ASSN POOL #254693 DTD 03/01/03 5.5% 04/01/2033	8,016.790000	105.104	8,445.19	8,425.97	440.92	5.23	12/31/2009
	FEDERAL NATIONAL MORTGAGE ASSN POOL #254545 5% 12/01/2017	4,336.080000	105.387	4,615.90	4,569.66	216.80	4.74	12/31/2009
	FEDERAL NATIONAL MORTGAGE ASSN POOL #725544 13 YEAR FIXED 5.5% 12/01/2017	2,490.460000	106.325	2,672.18	2,647.98	136.98	5.17	12/31/2009
	FEDERAL NATIONAL MORTGAGE ASSN POOL #831811 DTD 10/01/06 6% 09/01/2036	47,870.750000	106.219	49,942.66	50,847.83	2,872.25	5.65	12/31/2009
	FEDERAL NATIONAL MORTGAGE ASSN POOL #928480 6% 07/01/2037	13,675.330000	106.078	14,534.31	14,506.52	820.52	5.66	12/31/2009
	FEDERAL NATIONAL MORTGAGE ASSN POOL #963451 5% 06/01/2023	16,306.300000	104.616	16,741.97	17,059.00	815.32	4.78	12/31/2009
	FEDERAL NATIONAL MORTGAGE ASSN POOL #985616 DTD 06/01/08 5.5% 04/01/2034	25,841.380000	105.214	26,479.34	27,188.75	1,421.28	5.23	12/31/2009
	FEDERAL NATIONAL MORTGAGE	8,787.480000	105.965	9,149.97	9,311.65	483.31	5.19	12/31/2009

	ASSN POOL #995265 DTD 12/01/08 5.5% 01/01/2024						
Corp	GENERAL ELECTRIC CO 5% 02/01/2013	10,000.000000	105.796	10,328.98	10,579.60	500.00	4.73 12/31/2009
	GOLDMAN SACHS GROUP INC DTD 5/6/09 6% 05/01/2014	5,000.000000	109.377	5,206.89	5,468.85	300.00	5.49 12/31/2009
	HSBC FINANCE CORP 4.625% 09/15/2010	5,000.000000	102.482	5,053.50	5,124.10	231.25	4.51 12/31/2009
	HESS CORPORATION DTD 2/3/09 8.125% 02/15/2019	5,000.000000	120.596	5,974.71	6,029.80	406.25	6.74 12/31/2009
	J P MORGAN CHASE & CO DTD 04/23/09 6.3% 04/23/2019	5,000.000000	110.008	5,065.57	5,500.40	315.00	5.73 12/31/2009
	KELLOGG CO DTD 12/03/07 5.125% 12/03/2012	5,000.000000	108.526	5,310.41	5,426.30	256.25	4.72 12/31/2009
	MCDONALDS CORP SERIES: MTN DTD 02/29/08 5.35% 03/01/2018	5,000.000000	107.222	5,199.20	5,361.10	267.50	4.99 12/31/2009
	MERRILL LYNCH & CO INC SERIES: MTN DTD 04/25/08 6.875% 04/25/2018	5,000.000000	107.744	5,051.13	5,387.20	343.75	6.38 12/31/2009
	MORGAN STANLEY 5.05% 01/21/2011	5,000.000000	103.719	5,092.85	5,185.95	252.50	4.87 12/31/2009
	MORGAN STANLEY SERIES: MTN DTD 9/23/09 5.625% 09/23/2019	5,000.000000	100.731	5,016.75	5,036.55	281.25	5.58 12/31/2009
	ORACLE CORPORATION DTD 04/09/08 5.75% 04/15/2018	5,000.000000	108.119	5,319.56	5,405.95	287.50	5.32 12/31/2009
	PEPSICO INC DTD 10/24/08 7.9% 11/01/2018	4,000.000000	122.725	4,845.66	4,909.00	316.00	6.44 12/31/2009
	PETROBRAS INTL FIN CO DTD 10/30/09 5.75% 01/20/2020	4,000.000000	101.729	3,996.44	4,069.16	230.00	5.65 12/31/2009
	PFIZER INC DTD 3/24/09 4.45% 03/15/2012	5,000.000000	105.765	5,251.14	5,288.25	222.50	4.21 12/31/2009
	SUNTRUST BANK ATLANTA 6.375% 04/01/2011	5,000.000000	103.939	5,135.06	5,196.95	318.75	6.13 12/31/2009
	TALISMAN ENERGY INC DTD 6/1/09 7.75% 06/01/2019	5,000.000000	117.441	5,882.79	5,872.05	387.50	6.60 12/31/2009
	TARGET CORP CALLABLE 5.375% 05/01/2017	5,000.000000	107.314	5,181.78	5,365.70	268.75	5.01 12/31/2009
	TENNESSEE VALLEY AUTHORITY SER A PUTABLE 6.79% 05/23/2012	13,000.000000	112.031	14,719.67	14,564.03	882.70	6.06 12/31/2009
	TIME WARNER CABLE 6.75% 07/01/2018	5,000.000000	109.856	5,506.49	5,492.80	337.50	6.14 12/31/2009
	TRAVELERS COMPANIES, INC CALLABLE SERIES: MTN 6.25% 06/15/2037	5,000.000000	105.710	5,076.94	5,285.50	312.50	5.91 12/31/2009
	US BANK NA 6.375% 08/01/2011	5,000.000000	107.498	5,371.44	5,374.90	318.75	5.93 12/31/2009
Fed	UNITED STATES TREASURY 6.25% 08/15/2023	4,000.000000	119.438	4,739.07	4,777.52	250.00	5.23 12/31/2009
	UNITED STATES TREASURY N/B DTD 02/15/08 4.375% 02/15/2038	5,000.000000	96.000	4,902.73	4,800.00	218.75	4.56 12/31/2009
	UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/15/08 1.375% 07/15/2018	24,059.040000	100.203	24,454.71	24,107.88	330.81	1.37 12/31/2009
	UNITED STATES TREASURY N/B DTD 11/30/09 .75% 11/30/2011	29,000.000000	99.348	28,960.35	28,810.92	217.50	0.75 12/31/2009
Corp	VERIZON COMMUNICATIONS 5.55% 02/15/2016	5,000.000000	107.800	5,180.39	5,390.00	277.50	5.15 12/31/2009
	WACHOVIA CORP DTD 06/08/07 5.75% 06/15/2017	5,000.000000	103.996	4,884.01	5,199.80	287.50	5.53 12/31/2009
Total				488,750.81	495,085.90	23,095.15	4.66

Corporate =

2009

FMV

218,457.85

222,432.81

Federal Agency

270,292.96

272,653.09

488,750.81

495,085.80

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Mail



REGIONS BANK

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Investment Profile Detail

As of 12/31/2009

Combined Portfolios

Settlement Date Basis

Account: 4655000169

CO-TRUSTEE U/AGREEMENT HERBERT AND MARIAN HALEY
FOUNDATION

Administrator: THOMAS B. CLIFTON, JR. 229-438-2454

Investment Objective: BALANCED (55E/45F)

Investment Authority: JOINT WITH INDIVIDUAL

Principal Asset Model:

INTERNATIONAL

Ticker	Description	Units	Price	Federal Tax Cost	Market Value	Est Income	Yield	Pricing Date
AEPFX	AMERICAN EUROPACIFIC GRTH-F2	1,628.938000	38.310	51,360.40	62,404.61	1,185.87	1.90	12/31/2009
TEVA	TEVA PHARMACEUTICAL INDS SPONS ADR ONE ADR REPRS ONE ORD SHARE	175.000000	56.180	7,875.31	9,831.50	84.35	0.86	12/31/2009
TGVIX	THORNBURG INTL VALUE FD CL I #209	2,406.948000	25.370	51,340.20	61,064.27	738.93	1.21	12/31/2009
Total				110,575.91	133,300.38	2,009.15	1.51	

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