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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

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

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [X] Name change

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

Name of foundation
AMERICAN SNUFF CHARITABLE TRUST
REGIONS MORGAN KEEGAN TRUSTEE 2155000037

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1100 RIDGEWAY LOOP, SUITE 100

City or town, state, and ZIP code
MEMPHIS, TN 38120

A Employer identification number
62-6036034

B Telephone number
901-818-7670

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) ▶$ 5,024,287.

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).)	(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 ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	96,618.	96,618.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	548,473.			
b Gross sales price for all assets on line 6a 2,320,403.				
7 Capital gain net income (from Part IV, line 2)		548,473.		
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				
12 **Total.** Add lines 1 through 11	645,091.	645,091.		
13 Compensation of officers, directors, trustees, etc	38,186.	19,093.		19,093.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 2	1,050.	1,050.		0.
c Other professional fees STMT 3	6,812.	6,812.		0.
17 Interest				
18 Taxes STMT 4	95.	95.		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	46,143.	27,050.		19,093.
25 Contributions, gifts, grants paid	389,485.			389,485.
26 **Total expenses and disbursements.** Add lines 24 and 25	435,628.	27,050.		408,578.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	209,463.			
b **Net investment income** (if negative, enter -0-)		618,041.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

Revenue

Operating and Administrative Expenses

SCANNED MAY 20 2010

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IRS-OSC
OGDEN, UT

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923501 02-02-10 LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions. Form **990-PF** (2009)

1290310 758935 N2155000037 2009.03010 AMERICAN SNUFF CHARITABLE T N2155012

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 1,687. Less: allowance for doubtful accounts ▶	18,678.	1,687.	1,687.
	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 5	443,933.	321,158.	321,158.
	b Investments - corporate stock STMT 6	2,073,512.	2,422,741.	4,701,442.
	c Investments - corporate bonds			
	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 ▶)			
	16 **Total assets** (to be completed by all filers)	2,536,123.	2,745,586.	5,024,287.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	761,419.	761,419.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,774,704.	1,984,167.	
	30 **Total net assets or fund balances**	2,536,123.	2,745,586.	
	31 **Total liabilities and net assets/fund balances**	2,536,123.	2,745,586.	

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	2,536,123.
2	Enter amount from Part I, line 27a	2	209,463.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,745,586.
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	2,745,586.

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 ATT SCHED ST	P	VARIOUS	/ /09
b	SEE ATT SCHED LT	P	VARIOUS	/ /09
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	209,199.		185,784.	23,415.
b	2,111,204.		1,586,146.	525,058.
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				23,415.
b				525,058.
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 } 2 548,473.

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	366,749.	5,596,631.	.065530
2007	377,911.	6,765,547.	.055858
2006	350,663.	5,943,718.	.058997
2005	338,852.	5,688,640.	.059566
2004	307,902.	5,432,485.	.056678

2	**Total** of line 1, column (d)	2	.296629
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	.059326
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	4,376,389.
5	Multiply line 4 by line 3	5	259,634.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,180.
7	Add lines 5 and 6	7	265,814.
8	Enter qualifying distributions from Part XII, line 4	8	408,578.

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 ▶ ☐ 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 ▶ ☒ and enter 1% of Part I, line 27b			1	6,180.
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	6,180.
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	6,180.
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	5,340.		
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	5,340.
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	840.
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** ▶		**Refunded** ▶	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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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. ▶ $ 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.*	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? N/A	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 instructions) ▶ TN			
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)? *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 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 MORGAN KEEGAN TRUST Telephone no. ▶ 901-818-7670

Located at ▶ 1100 RIDGEWAY LOOP, SUITE 100, MEMPHIS, TN ZIP+4 ▶ 38120

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? ☐ 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 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? ☐ 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.)* 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

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 | 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? 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? | 6b | | X
If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 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.

(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 1100 RIDGEWAY LOOP, SUITE 100 MEMPHIS, TN 38120	TRUSTEE 3.00	38,186.	0.	0.
ED ROBERSON 813 RIDGELAKE BLVD MEMPHIS, TN 38119	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

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Part VIII 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."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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	4,443,035.
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	4,443,035.
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	4,443,035.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	66,646.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,376,389.
6	**Minimum investment return**. Enter 5% of line 5	6	218,819.

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	218,819.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 6,180.		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	6,180.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	212,639.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	212,639.
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	212,639.

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	408,578.
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	408,578.
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	6,180.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	402,398.

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				212,639.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004					
b From 2005				
c From 2006 25,369.				
d From 2007 55,625.				
e From 2008 97,593.				
f Total of lines 3a through e	178,587.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 408,578.				
a Applied to 2008, but not more than line 2a			0.	
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				212,639.
e Remaining amount distributed out of corpus	195,939.			
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	374,526.			
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				0.
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	374,526.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006 25,369.				
c Excess from 2007 55,625.				
d Excess from 2008 97,593.				
e Excess from 2009 195,939.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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

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

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

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

NONE

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.

NONE

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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:

ED ROBERSON, AMERICAN SNUFF CO., 901-761-2050
813 RIDGELAKE BLVD, MEMPHIS, TN 38119

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

EXPLANATION AND DESCRIPTION OF PURPOSE

c Any submission deadlines:

NONE

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

EXCLUSIVELY FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES OR FOR THE PREVENTION OF CRUELTY TO CHILDREN.

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 ATTACHED SCHEDULE VARIOUS MEMPHIS, TN 38101	NONE	PUBLIC CHARITIES	CHARITABLE DONATIONS	389,485.
Total			▶ 3a	389,485.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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					
4 Dividends and interest from securities			14	96,618.	
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	548,473.	
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.		645,091.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 645,091.

(See worksheet in line 13 instructions 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).

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
		N/A	

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		

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.

REGIONS MORGAN KEEGAN TRUST
BY [signature] 5.12.10 SENIOR VICE PRESIDENT
Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	[signature] CPA	Date 5.5.10	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	WATKINS UIBERALL, PLLC 1661 AARON BRENNER DR., STE 300 MEMPHIS, TENNESSEE 38120	EIN	Phone no. (901) 761-2720

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	96,618.	0.	96,618.
TOTAL TO FM 990-PF, PART I, LN 4	96,618.	0.	96,618.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,050.	1,050.		0.
TO FORM 990-PF, PG 1, LN 16B	1,050.	1,050.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISOR FEE	6,812.	6,812.		0.
TO FORM 990-PF, PG 1, LN 16C	6,812.	6,812.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	95.	95.		0.
TO FORM 990-PF, PG 1, LN 18	95.	95.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 5

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MONEY MARKET FUND	X		321,158.	321,158.
TOTAL U.S. GOVERNMENT OBLIGATIONS			321,158.	321,158.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			321,158.	321,158.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	2,422,741.	4,701,442.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,422,741.	4,701,442.

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
25	**TRUSTEE/EXECUTOR FEES-INCOME (ALLOCABLE) (CONTINUED)**				
	TR TRAN#=000000000000004 TR CD=500 REG= PORT=INC				
12/14/09	FEE TO REGIONS BANK FOR THE PERIOD ENDING 11/30/2009 BASED O N MARKET VALUE 2,492.62 DISCOUNT 249.26 PAID TO: REGIONS BANK TR TRAN#=000000000000070 TR CD=500 REG= PORT=INC	-2243.36	-2243.36		0912000028 SUB TRUST 2155000046
12/14/09	FEE TO REGIONS BANK FOR THE PERIOD ENDING 11/30/2009 BASED O N MARKET VALUE 1,568.94 DISCOUNT 392.24 PAID TO. REGIONS BANK TR TRAN#=000000000000004 TR CD=500 REG= PORT=INC	-1176.70	-1176.70		0912000008
	TOTAL CODE 25 - TRUSTEE/EXECUTOR FEES-INCOME (ALLOCABLE)	-38186 10	-38186.10	0.00	
102	**CHARITABLE DEDUCTION - CURRENT INCOME**				
03/02/09	**REVERSAL - NEGATES PREVIOUS ENTRY GIFT TO SHRINE SCHOOL FOR HANDICAPPED SHRINE SCHOOL FOR HAND ICAPPED CHILDREN (REVERSED 03/02/2009) PAID TO: SHRINE SCHOOL FOR HANDICAPPED TR TRAN#=000000000000006 TR CD=750 REG= PORT=PRIN**			**15000.00**	**090300006 SUB TRUST 2155000046 DIFFERENCE BETWEEN POSTING DATE AND TA**
03/02/09	**REVERSAL - NEGATES PREVIOUS ENTRY GIFT TO CATHOLIC CHARITIES, INC. CATHOLIC CHARITIES, INC. [R EVERSED 03/02/2009] PAID TO: CATHOLIC CHARITIES, INC. TR TRAN#=000000000000005 TR CD=750 REG= PORT=PRIN**			**3000.00**	**090300005 SUB TRUST 2155000046 DIFFERENCE BETWEEN POSTING DATE AND TA**
03/02/09	GIFT TO SHRINE SCHOOL FOR HANDICAPPED SHRINE SCHOOL FOR HAND ICAPPED PAID TO· SHRINE SCHOOL FOR HANDICAPPED TR TRAN#=000000000000008 TR CD=750 REG= PORT=PRIN	-15000 00		-15000.00	090300008 SUB TRUST 2155000046
03/02/09	GIFT TO CATHOLIC CHARITIES, INC CATHOLIC CHARITIES, INC PAID TO CATHOLIC CHARITIES, INC TR TRAN#=000000000000007 TR CD=750 REG= PORT=PRIN	-3000 00		-3000.00	090300007 SUB TRUST 2155000046
03/09/09	GIFT TO MIDDLE TENNESSEE BOY SCOUTS MIDDLE TENNESSEE BOY SCO UTS OF AMERICA PAID TO MIDDLE TENNESSEE BOY SCOUTS TR TRAN#=000000000000002 TR CD=750 REG=0 PORT=PRIN	-3500 00		-3500 00	090300014 SUB TRUST 2155000046
03/09/09	GIFT TO MEMPHIS MUSEUM (PINK PALACE) MEMPHIS MUSEUM (PINK PA LACE) PAID TO MEMPHIS MUSEUM (PINK PALACE) TR TRAN#=000000000000003 TR CD=750 REG=0 PORT=PRIN	-10000 00		-10000.00	090300015 SUB TRUST 2155000046
03/09/09	GIFT TO THE SALVATION ARMY THE SALVATION ARMY PAID TO· THE SALVATION ARMY TR TRAN#=000000000000001 TR CD=750 REG=0 PORT=PRIN	-5000 00		-5000 00	090300013 SUB TRUST 2155000046
03/09/09	GIFT TO ST JUDE CHILDREN'S RESEARCH ST JUDE CHILDREN'S RESEA RCH HOSPITAL (MARGUERITE PIAZZA GALA) PAID TO ST JUDE CHILDREN'S RESEARCH TR TRAN#=000000000000005 TR CD=750 REG=0 PORT=PRIN	-5000 00		-5000 00	090300017 SUB TRUST 2155000046
03/09/09	GIFT TO BRINKLEY HEIGHTS URBAN ACADEMY BRINKLEY HEIGHTS URBA N ACADEMY PAID TO BRINKLEY HEIGHTS URBAN ACADEMY TR TRAN#=000000000000004 TR CD=750 REG=0 PORT=PRIN	-12500 00		-12500 00	090300016 SUB TRUST 2155000046
03/09/09	GIFT TO YOUNGLIFE MEMPHIS METRO YOUNGLIFE MEMPHIS METRO PAID TO YOUNGLIFE MEMPHIS METRO TR TRAN#=000000000000007 TR CD=750 REG=0 PORT=PRIN	-10000 00		-10000 00	090300019 SUB TRUST 2155000046
03/09/09	GIFT TO DIXON GALLERY DIXON GALLERY (ART-TO-GROW PROGRAM) PAID TO DIXON GALLERY TR TRAN#=000000000000008 TR CD=750 REG=0 PORT=PRIN	-7500.00		-7500 00	090300020 SUB TRUST 2155000046

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
102	**CHARITABLE DEDUCTION - CURRENT INCOME (CONTINUED)**				
03/09/09	GIFT TO AGAPE CHILD & FAMILY SERVICE, INC AGAPE CHILD & FAMILY SERVICE INC PAID TO: AGAPE CHILD & FAMILY SERVICE, INC TR TRAN#=000000000000006 TR CD=750 REG=0 PORT=PRIN	-10000.00		-10000.00 SUB TRUST 2155000046	090300018
03/09/09	GIFT TO MEMPHIS POLICE FOUNDATION MEMPHIS POLICE FOUNDATION PAID TO: MEMPHIS POLICE FOUNDATION TR TRAN#=000000000000009 TR CD=750 REG=0 PORT=PRIN	-3000.00		-3000.00 SUB TRUST 2155000046	090300021
03/09/09	GIFT TO UNITED WAY UNITED WAY PAID TO. UNITED WAY TR TRAN#=000000000000010 TR CD=750 REG=0 PORT=PRIN	-3000.00		-3000.00 SUB TRUST 2155000046	090300022
04/13/09	GIFT TO MAURY WADE & COMPANY MAURY WADE & COMPANY PAID TO MAURY WADE & COMPANY TR TRAN#=000000000000004 TR CD=750 REG= PORT=PRIN	~~-6812.00~~	Not a contribution. Invt. mgt. fees	-6812.00 SUB TRUST 2155000046	090400049
04/13/09	GIFT TO AVE MARIA AVE MARIA PAID TO: AVE MARIA TR TRAN#=000000000000006 TR CD=750 REG= PORT=PRIN	-5000 00		-5000 00 SUB TRUST 2155000046	090400051
04/13/09	GIFT TO MEMPHIS UNION MISSION MEMPHIS UNION MISSION PAID TO. MEMPHIS UNION MISSION TR TRAN#=000000000000005 TR CD=750 REG= PORT=PRIN	-5000 00		-5000 00 SUB TRUST 2155000046	090400050
04/13/09	GIFT TO BOY SCOUTS CHICKASAW COUNCIL BOY SCOUTS CHICKASAW COUNCIL PAID TO. BOY SCOUTS CHICKASAW COUNCIL TR TRAN#=000000000000007 TR CD=750 REG= PORT=PRIN	-5000.00		-5000.00 SUB TRUST 2155000046	090400052
04/13/09	GIFT TO MIFA MIFA PAID TO. MIFA TR TRAN#=000000000000008 TR CD=750 REG= PORT=PRIN	-10000 00		-10000 00 SUB TRUST 2155000046	090400053
04/13/09	GIFT TO BOYS & GIRLS CLUBS OF GREATER BOYS & GIRLS CLUBS OF GREATER MEMPHIS PAID TO BOYS & GIRLS CLUBS OF GREATER TR TRAN#=000000000000010 TR CD=750 REG= PORT=PRIN	-1000 00		-1000.00 SUB TRUST 2155000046	090400055
04/13/09	GIFT TO NATIONAL KIDNEY FOUNDATION NATIONAL KIDNEY FOUNDATION PAID TO NATIONAL KIDNEY FOUNDATION TR TRAN#=000000000000011 TR CD=750 REG= PORT=PRIN	-5000 00		-5000 00 SUB TRUST 2155000046	090400056
04/13/09	GIFT TO TICUA TICUA PAID TO TICUA TR TRAN#=000000000000012 TR CD=750 REG= PORT=PRIN	-10000.00		-10000 00 SUB TRUST 2155000046	090400057
04/13/09	GIFT TO UNITED WAY UNITED WAY PAID TO UNITED WAY TR TRAN#=000000000000009 TR CD=750 REG= PORT=PRIN	-3000 00		-3000 00 SUB TRUST 2155000046	090400054
04/13/09	GIFT TO MID-SOUTH FOOD BANK MID-SOUTH FOOD BANK PAID TO MID-SOUTH FOOD BANK TR TRAN#=000000000000013 TR CD=750 REG= PORT=PRIN	-15000 00		-15000 00 SUB TRUST 2155000046	090400058
04/22/09	GIFT TO BADDOUR CENTER BADDOUR CENTER PAID TO BADDOUR CENTER TR TRAN#=000000000000002 TR CD=750 REG=0 PORT=PRIN	-12500 00		-12500 00 SUB TRUST 2155000046	090400061
04/22/09	GIFT TO MAKE A WISH MAKE A WISH PAID TO MAKE A WISH TR TRAN#=000000000000001 TR CD=750 REG=0 PORT=PRIN	-1000 00		-1000 00 SUB TRUST 2155000046	090400060
05/12/09	GIFT TO GERMANTOWN COMMUNITY THEATRE GERMANTOWN COMMUNITY THEATRE PAID TO GERMANTOWN COMMUNITY THEATRE TR TRAN#=000000000000004 TR CD=750 REG= PORT=PRIN	-3000 00		-3000 00 SUB TRUST 2155000046	0905000007
05/12/09	GIFT TO SHELBY RESIDENTIAL AND SHELBY RESIDENTIAL AND VOCATIONAL SERVICES PAID TO· SHELBY RESIDENTIAL AND TR TRAN#=000000000000005 TR CD=750 REG= PORT=PRIN	-2000 00		-2000 00 SUB TRUST 2155000046	0905000008

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
102	CHARITABLE DEDUCTION - CURRENT INCOME (CONTINUED)				
05/12/09	GIFT TO LES PASSEES LES PASSEES PAID TO: LES PASSEES TR TRAN#=000000000000006 TR CD=750 REG= PORT=PRIN	-1500.00		-1500.00 SUB TRUST 2155000046	0905000009
06/16/09	GIFT TO UNITED WAY UNITED WAY PAID TO: UNITED WAY TR TRAN#=000000000000001 TR CD=750 REG= PORT=PRIN	-3000.00		-3000 00 SUB TRUST 2155000046	0906000028
06/16/09	GIFT TO MEMPHIS CHILD ADVOCACY CENTER MEMPHIS CHILD ADVOCACY CENTER PAID TO: MEMPHIS CHILD ADVOCACY CENTER TR TRAN#=000000000000002 TR CD=750 REG= PORT=PRIN	-9000.00		-9000.00 SUB TRUST 2155000046	0906000029
06/16/09	GIFT TO NEIGHBORHOOD CHRISTIAN NEIGHBORHOOD CHRISTIAN CENTER S, INC. PAID TO. NEIGHBORHOOD CHRISTIAN TR TRAN#=000000000000003 TR CD=750 REG= PORT=PRIN	-15000.00		-15000 00 SUB TRUST 2155000046	0906000030
06/16/09	GIFT TO ARTS MEMPHIS ARTS MEMPHIS PAID TO. ARTS MEMPHIS TR TRAN#=000000000000004 TR CD=750 REG= PORT=PRIN	-5000.00		-5000 00 SUB TRUST 2155000046	0906000031
08/05/09	GIFT TO UNITED WAY UNITED WAY PAID TO: UNITED WAY TR TRAN#=000000000000004 TR CD=750 REG= PORT=PRIN	-3000 00		-3000.00 SUB TRUST 2155000046	0908000007
08/05/09	GIFT TO MADONNA LEARNING CENTER MADONNA LEARNING CENTER PAID TO· MADONNA LEARNING CENTER TR TRAN#=000000000000005 TR CD=750 REG= PORT=PRIN	-5000.00		-5000 00 SUB TRUST 2155000046	0908000008
08/05/09	GIFT TO MEMPHIS LITERACY COUNCIL MEMPHIS LITERACY COUNCIL PAID TO· MEMPHIS LITERACY COUNCIL TR TRAN#=000000000000006 TR CD=750 REG= PORT=PRIN	-1000 00		-1000 00 SUB TRUST 2155000046	0908000009
08/05/09	GIFT TO SHRINE SCHOOL SHRINE SCHOOL PAID TO· SHRINE SCHOOL TR TRAN#=000000000000007 TR CD=750 REG= PORT=PRIN	-15000.00		-15000 00 SUB TRUST 2155000046	0908000010
08/05/09	GIFT TO YOUTH VILLAGES YOUTH VILLAGES PAID TO· YOUTH VILLAGES TR TRAN#=000000000000008 TR CD=750 REG= PORT=PRIN	-5000 00		-5000 00 SUB TRUST 2155000046	0908000011
08/05/09	GIFT TO MEMPHIS BROOKS MUSEUM OF ARTS MEMPHIS BROOKS MUSEUM OF ARTS PAID TO: MEMPHIS BROOKS MUSEUM OF ARTS TR TRAN#=000000000000009 TR CD=750 REG= PORT=PRIN	-2500 00		-2500 00 SUB TRUST 2155000046	0908000012
08/05/09	GIFT TO HABITAT FOR HUMANITY HABITAT FOR HUMANITY PAID TO HABITAT FOR HUMANITY TR TRAN#=000000000000010 TR CD=750 REG= PORT=PRIN	-10000 00		-10000 00 SUB TRUST 2155000046	0908000013
08/05/09	GIFT TO MAKE-A-WISH MAKE-A-WISH PAID TO: MAKE-A-WISH TR TRAN#=000000000000011 TR CD=750 REG= PORT=PRIN	-5000 00		-5000 00 SUB TRUST 2155000046	0908000014
08/05/09	GIFT TO METHODIST HEALTHCARE METHODIST HEALTHCARE PAID TO METHODIST HEALTHCARE TR TRAN#=000000000000012 TR CD=750 REG= PORT=PRIN	-10000 00		-10000 00 SUB TRUST 2155000046	0908000015
09/21/09	GIFT TO MEMPHIS ATHLETIC MINISTRIES MEMPHIS ATHLETIC MINISTR IES PAID TO· MEMPHIS ATHLETIC MINISTRIES TR TRAN#=000000000000005 TR CD=750 REG= PORT=PRIN	-5000 00		-5000 00 SUB TRUST 2155000046	0909000028
09/21/09	GIFT TO TENNESSEE BAPTIST CHILDREN'S TENNESSEE BAPTIST CHILD REN'S HOMES, INC PAID TO TENNESSEE BAPTIST CHILDREN'S TR TRAN#=000000000000006 TR CD=750 REG= PORT=PRIN	-12000 00		-12000 00 SUB TRUST 2155000046	0909000029
09/21/09	GIFT TO PORTER LEATH PORTER LEATH PAID TO· PORTER LEATH TR TRAN#=000000000000002 TR CD=750 REG= PORT=PRIN	-7500.00		-7500 00 SUB TRUST 2155000046	0909000025

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
102	**CHARITABLE DEDUCTION - CURRENT INCOME (CONTINUED)**				
09/21/09	GIFT TO INDEPENDENT COLLEGE FUND OF INDEPENDENT COLLEGE FUND OF NORTH CAROLINA PAID TO: INDEPENDENT COLLEGE FUND OF TR TRAN#=000000000000001 TR CD=750 REG= PORT=PRIN	-3000 00		-3000 00	0909000024 SUB TRUST 2155000046
09/21/09	GIFT TO CHURCH HEALTH CENTER CHURCH HEALTH CENTER PAID TO. CHURCH HEALTH CENTER TR TRAN#=000000000000003 TR CD=750 REG= PORT=PRIN	-20000 00		-20000.00	0909000026 SUB TRUST 2155000046
09/21/09	GIFT TO JUNIOR ACHIEVEMENT OF MEMPHIS JUNIOR ACHIEVEMENT OF MEMPHIS AND THE MID SOUTH, INC PAID TO· JUNIOR ACHIEVEMENT OF MEMPHIS TR TRAN#=000000000000004 TR CD=750 REG= PORT=PRIN	-2500.00		-2500.00	0909000027 SUB TRUST 2155000046
11/20/09	GIFT TO KING'S DAUGHTERS & SONS HOME KING'S DAUGHTERS & SONS HOME PAID TO. KING'S DAUGHTERS & SONS HOME TR TRAN#=000000000000009 TR CD=750 REG= PORT=PRIN	-12500 00		-12500.00	0911000020 SUB TRUST 2155000046
11/20/09	GIFT TO CATHOLIC CHARITIES CATHOLIC CHARITIES PAID TO. CATHOLIC CHARITIES TR TRAN#=000000000000010 TR CD=750 REG= PORT=PRIN	-3000 00		-3000.00	0911000021 SUB TRUST 2155000046
11/20/09	GIFT TO TISHOMINGO COMMUNITY LIVING TISHOMINGO COMMUNITY LIV ING CENTER PAID TO TISHOMINGO COMMUNITY LIVING TR TRAN#=000000000000011 TR CD=750 REG= PORT=PRIN	-1000.00		-1000 00	0911000022 SUB TRUST 2155000046
11/20/09	GIFT TO GIRL SCOUTS GIRL SCOUTS PAID TO GIRL SCOUTS TR TRAN#=000000000000012 TR CD=750 REG= PORT=PRIN	-2000.00		-2000.00	0911000023 SUB TRUST 2155000046
11/20/09	GIFT TO ST PETER VILLA ST PETER VILLA PAID TO. ST PETER VILLA TR TRAN#=000000000000013 TR CD=750 REG= PORT=PRIN	-1000 00		-1000.00	0911000024 SUB TRUST 2155000046
11/24/09	GIFT TO BADDOUR CENTER - GREENHOUSE BADDOUR CENTER - GREENHO USE PAID TO BADDOUR CENTER - GREENHOUSE TR TRAN#=000000000000001 TR CD=750 REG= PORT=PRIN	-985 00		-985 00	0911000025 SUB TRUST 2155000046
12/11/09	GIFT TO NEXTSTEP, INC. NEXTSTEP, INC PAID TO NEXTSTEP, INC TR TRAN#=000000000000001 TR CD=750 REG= PORT=PRIN	-3000 00		-3000 00	0912000018 SUB TRUST 2155000046
12/14/09	GIFT TO MARY GALLOWAY HOME MARY GALLOWAY HOME PAID TO MARY GALLOWAY HOME TR TRAN#=000000000000006 TR CD=750 REG= PORT=PRIN	-15000 00		-15000 00	0912000021 SUB TRUST 2155000046
12/14/09	GIFT TO RHODES COLLEGE WMR SCHOLARSHIP RHODES COLLEGE WMR SC HOLARSHIP PAID TO RHODES COLLEGE WMR SCHOLARSHIP TR TRAN#=000000000000007 TR CD=750 REG= PORT=PRIN	-28000 00		-28000 00	0912000022 SUB TRUST 2155000046
12/14/09	GIFT TO RONALD MCDONALD HOUSE PAID TO RONALD MCDONALD HOUSE TR TRAN#=000000000000008 TR CD=750 REG= PORT=PRIN	-5000 00		-5000 00	0912000023 SUB TRUST 2155000046
12/14/09	GIFT TO JOSEPHINE CIRCLE JOSEPHINE CIRCLE PAID TO· JOSEPHINE CIRCLE TR TRAN#=000000000000009 TR CD=750 REG= PORT=PRIN	-1000 00		-1000 00	0912000024 SUB TRUST 2155000046
12/14/09	GIFT TO CRIME STOPPERS CRIME STOPPERS PAID TO: CRIME STOPPERS TR TRAN#=000000000000011 TR CD=750 REG= PORT=PRIN	-5000 00		-5000 00	0912000026 SUB TRUST 2155000046
12/14/09	GIFT TO HARWOOD CENTER HARWOOD CENTER PAID TO HARWOOD CENTER TR TRAN#=000000000000010 TR CD=750 REG= PORT=PRIN	-5000 00		-5000 00	0912000025 SUB TRUST 2155000046
12/14/09	GIFT TO HOPE HOUSE HOPE HOUSE PAID TO HOPE HOUSE TR TRAN#=000000000000012 TR CD=750 REG= PORT=PRIN	-5000 00		-5000 00	0912000027 SUB TRUST 2155000046

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
102	**CHARITABLE DEDUCTION - CURRENT INCOME (CONTINUED)**				
01/12/10	**REVERSAL - NEGATES PREVIOUS ENTRY** **GIFT TO UNITED WAY UNITED WAY [REVERSED 01/12/2010]** **PAID TO:** **UNITED WAY** **TR TRAN#=000000000000004 TR CD=750 REG= PORT=PRIN**	3000.00			1001000010 **SUB TRUST 2155000046** **DIFFERENCE BETWEEN POSTING DATE AND TA**
	TOTAL CODE 102 - CHARITABLE DEDUCTION - CURRENT INCOME	~~-396297.00~~ ($389,485)	0.00	-381297.00	
34	**TAX PREPARATION FEE (NON-ALLOCABLE)**				
07/06/09	TAX PREPARATION FEE TO REGIONS BANK RMKT, TAX DEPT TAX PREP FEE FOR 2008 TAX WORKSHEET PAID TO: REGIONS BANK TR TRAN#=000000000000001 TR CD=521 REG= PORT=INC	-150 00	-150.00		0907000003 SUB TRUST 2155000046
07/06/09	TAX PREPARATION FEE TO REGIONS BANK RMKT, TAX DEPT. TAX PREP FEE FOR 2008 TAX WORKSHEET PAID TO: REGIONS BANK TR TRAN#=000000000000001 TR CD=521 REG= PORT=INC	-150 00	-150.00		0907000006
09/10/09	TAX PREPARATION FEE TO WATKINS UIBERALL, PLLC WATKINS UIBERA LL, PLLC FOR TAX YEAR 2008 INV 66146 PAID TO WATKINS UIBERALL, PLLC TR TRAN#=000000000000007 TR CD=523 REG= PORT=PRIN	-375.00		-375 00	0909000016 SUB TRUST 2155000046
09/10/09	TAX PREPARATION FEE TO WATKINS UIBERALL, PLLC WATKINS UIBERA LL, PLLC FOR TAX YEAR 2008 INV 66146 PAID TO WATKINS UIBERALL, PLLC TR TRAN#=000000000000003 TR CD=523 REG= PORT=PRIN	-375 00		-375.00	0909000007
	TOTAL CODE 34 - TAX PREPARATION FEE (NON-ALLOCABLE)	-1050.00	-300 00	-750.00	
80	**FEDERAL ESTIMATES - PRINCIPAL**				
01/12/09	ESTIMATED FEDERAL INCOME TAX PAID TO REGIONS BANK REGIONS BA NK EIN 62-6036034 2008 FORM 990-PF PAID TO REGIONS BANK TR TRAN#=000000000000004 TR CD=636 REG= PORT=PRIN			-3998.00	090100007 SUB TRUST 2155000046
	TOTAL CODE 80 - FEDERAL ESTIMATES - PRINCIPAL	0 00	0 00	-3998 00	
900	**TAXABILITY TO BE DETERMINED** CENTURYTEL INC - 156700106 - MINOR = 50				
07/01/09	**REC'D 205.5 SHS CENTURYTEL INC TAX DATE 12/20/1983 FED. BASI S____________993.84 STATE BASIS____________993.84** **TR TRAN#=000000000000004 TR CD=0 REG=22 PORT=PRIN**				0907000002 **DIFFERENCE BETWEEN POSTING DATE AND TA**
07/01/09	**REC'D 102.75 SHS CENTURYTEL INC TAX DATE 12/20/1983 FED. BAS IS____________0.09 STATE BASIS____________0.09** **TR TRAN#=000000000000005 TR CD=0 REG=22 PORT=PRIN**				0907000003 **DIFFERENCE BETWEEN POSTING DATE AND TA**
		0 00	0 00	0 00	
	MERCK & CO INC NEW - 58933Y105 - MINOR = 50				
11/20/09	**REC'D 1,730.1 SHS MERCK & CO. INC. NEW TAX DATE 04/29/1983 F ED. BASIS____________2,442.42 STATE BASIS____________2,442 .42** **TR TRAN#=000000000000011 TR CD=0 REG=22 PORT=PRIN**				0911000012 **DIFFERENCE BETWEEN POSTING DATE AND TA**
11/20/09	**REVERSAL - NEGATES PREVIOUS ENTRY** **CASH/STOCK MERGER PURCHASE 1,730.1 SHS MERCK & CO. INC. NEW ON 11/05/2009 AT 30.785 CASH AND STOCK MERGER [REVERSED 11/2 0/2009]** **TR TRAN#=000000000000004 TR CD=0 REG=22 PORT=PRIN**	53261.13		53261.13	0911000010 **DIFFERENCE BETWEEN POSTING DATE AND TA**
	TOTAL CODE 900 - TAXABILITY TO BE DETERMINED	53261.13	0 00	53261 13	
906	**MUTUAL FUND CASH RECEIPTS** FEDERATED PRIME OBLIGS FD INSTL SVC SHS - 60934N708 - MINOR = 10				
01/02/09	INTEREST ON FEDERATED PRIME OBLIGS FD INSTL SVC SHS FUND #39 6 PAYABLE 01/01/2009 TR TRAN#=000000000000002 TR CD=2 REG=1 PORT=INC EX-DATE=		307 84		090100002 SUB TRUST 2155000046 **CHANGED** 01/24/09 HNB

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
1900. AETNA U S HEALTHCARE	03/31/2009	07/02/2009	46,360.00	46,839.00	-479.00
1090. GENERAL DYNAMICS	03/31/2009	05/15/2009	59,911.00	46,129.00	13,782.00
1270. PHILIP MORRIS	03/31/2009	05/12/2009	53,112.00	45,604.00	7,508.00
2050. SYSCO CORP COM	03/31/2009	06/01/2009	49,816.00	47,212.00	2,604.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			209,199.00	185,784.00	23,415.00
Totals			209,199.00	185,784.00	23,415.00

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CONWOOD COMPANY CHARITABLE TRUST 1 2155000037 62-6036034

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
4040. ABBOTT LABORATORIES	07/13/1989	03/31/2009	194,951.00	28,991.00	165,960.00
2400. ALCOA INC	04/17/1973	03/31/2009	17,743.00	5,587.00	12,156.00
1970. BANK AMER CORP	04/09/2007	03/31/2009	12,903.00	100,096.00	-87,193.00
3490. BOEING CO	03/20/1987	03/31/2009	123,973.00	41,260.00	82,713.00
.25 CENTURYTEL INC	12/20/1983	07/07/2009	8.00	1.00	7.00
6090. CISCO SYSTEMS COM	04/26/2001	03/31/2009	101,215.00	166,525.00	-65,310.00
2500. CITIGROUP INC COM	12/28/2000	03/31/2009	6,175.00	117,979.00	-111,804.00
1470. CONOCOPHILLIPS COM	04/09/2007	03/31/2009	58,065.00	99,758.00	-41,693.00
2350. EXXON MOBIL CORP	01/01/1971	03/31/2009	161,938.00	5,301.00	156,637.00
2925. FORTUNE BRANDS INC	01/01/1971	03/31/2009	71,538.00	8,107.00	63,431.00
1678. FREEPORT-MCMORAN	03/19/2007	03/31/2009	64,332.00	103,348.00	-39,016.00
7625. GENERAL ELEC CO COM	05/16/1989	03/31/2009	77,013.00	32,956.00	44,057.00
3298. HOME DEPOT INC COM	10/11/2001	03/31/2009	76,523.00	139,828.00	-63,305.00
2970. INTEL CORP COM	12/19/2000	03/31/2009	44,847.00	103,579.00	-58,732.00
1300. INTERNATIONAL	12/28/2000	03/31/2009	127,195.00	86,146.00	41,049.00
4000. INTERNATIONAL PAPER	12/01/1989	03/31/2009	28,400.00	105,170.00	-76,770.00
3380. JP MORGAN CHASE & CO	01/01/1971	03/31/2009	89,434.00	8,595.00	80,839.00
760. JOHNSON & JOHNSON COM	04/09/2007	03/31/2009	39,993.00	46,808.00	-6,815.00
.1 MERCK & CO. INC. NEW	04/29/1983	11/10/2009	3.00		3.00
5850. ORACLE CORPORATION	10/11/2001	03/31/2009	106,473.00	103,388.00	3,085.00
4500. SARA LEE CORP	04/26/2001	03/31/2009	36,225.00	91,687.00	-55,462.00
3000. SCHERING-PLOUGH CORP	04/29/1983	03/31/2009	71,040.00	4,230.00	66,810.00
1269.9 SCHERING-PLOUGH	04/29/1983	11/05/2009	31,500.00	1,793.00	29,707.00
10850. SPRINT CORP	12/20/1983	03/31/2009	38,409.00	45,265.00	-6,856.00
5700. UST INC	12/31/1976	01/06/2009	396,150.00	928.00	395,222.00
2600. WALMART STORES INC	10/11/2001	03/31/2009	135,147.00	138,820.00	-3,673.00
. SECURITIES LITIGATION SETTLEMENT PROCEEDS		03/10/2009	11.00		11.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			2,111,204.00	1,586,146.00	525,058.00
Totals			2,111,204.00	1,586,146.00	525,058.00

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