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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**

OMB No 1545-0052

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	<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return
	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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

Name of foundation

**ERNEST G. & CECIL B. WILLIAMS
FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address)

6 MONTCREST DRIVE

Room/suite

City or town, state, and ZIP code

BIRMINGHAM AL 35213

H Check type of organization 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) ► \$ 620,390	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)
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Part I Analysis of Revenue and Expenses (The

total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

A Employer identification number 63-1135511
B Telephone number (see page 10 of the instructions) 205-870-0822
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"/>

Revenue		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	7,372	7,372	7,372	
4	Dividends and interest from securities	12,886	12,886	12,886	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	STMT 1			
b	Gross sales price for all assets on line 6a	86,524			
7	Capital gain net income (from Part IV, line 2)	-8,206			
8	Net short-term capital gain			0	0
9	Income modifications				
10a	Gross sales less returns & allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	12,052	20,258	20,258	
13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	STMT 2	1,875		
c	Other professional fees (attach schedule)	STMT 3	3,733	3,733	
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)	STMT 4	1,450		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att sch.)				
24	Total operating and administrative expenses.				
	Add lines 13 through 23		7,058	3,733	0
25	Contributions, gifts, grants paid		28,950		28,950
26	Total expenses and disbursements. Add lines 24 and 25		36,008	3,733	0
27	Subtract line 26 from line 12		-23,956		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)			16,525	
c	Adjusted net income (if negative, enter -0-)				20,258

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

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing		15,272	8,530
	2 Savings and temporary cash investments			8,530
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (att. schedule) ►			
	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 (attach schedule)	SEE STMT 5		
	b Investments—corporate stock (attach schedule)	505,256	489,641	611,860
	c Investments—corporate bonds (attach schedule)			
Liabilities	11 Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach sch.) ►			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach sch.) ►			
	15 Other assets (describe ► SEE STATEMENT 6)	1,450		
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item 1)	521,978	498,171	620,390
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ► SEE STATEMENT 6)	0	0	
	23 Total liabilities (add lines 17 through 22)	0	0	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
Net Assets or Fund Balances	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds ..		521,978	498,171
	30 Total net assets or fund balances (see page 17 of the instructions)	521,978	498,171	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	521,978	498,171	

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	521,978
2 Enter amount from Part I, line 27a	2	-23,956
3 Other increases not included in line 2 (itemize) ► SEE STATEMENT 7	3	149
4 Add lines 1, 2, and 3	4	498,171
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	498,171

Form 990-PF (2009) ERNEST G. & CECIL B. WILLIAMS
Part IV Capital Gains and Losses for Tax on Investment Income

63-1135511

Page 3

(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	N/A			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(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				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	34,975	873,083	0.040059
2007	107,524	1,326,883	0.081035
2006	108,574	1,470,276	0.073846
2005	112,801	1,472,060	0.076628
2004	114,107	1,479,244	0.077139

2 Total of line 1, column (d)

2 0.348707

3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3 0.069741

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

4 598,268

5 Multiply line 4 by line 3

5 41,724

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 165

7 Add lines 5 and 6

7 41,889

8 Enter qualifying distributions from Part XII, line 4

8 28,950

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1
Date of ruling or determination letter (attach copy of letter if necessary—see instructions)

1b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

1c 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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

6a 2009 estimated tax payments and 2008 overpayment credited to 2009 746

6b Exempt foreign organizations—tax withheld at source

6c Tax paid with application for extension of time to file (Form 8868)

6d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d 746

8 Enter any penalty for underpayment of estimated tax Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 415

11 Enter the amount of line 10 to be Credited to 2010 estimated tax ► 415 Refunded ► 11

1	331
2	0
3	331
4	0
5	331
7	746
8	
9	
10	415
11	

Part VII-A Statements Regarding Activities

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

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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 1b X

1c Did the foundation file Form 1120-POL for this year? 1c X

2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____ 2 X

3 Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____ 3 X

4a 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 4a X

4b Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____ 4b X

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T 5 X

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? 6 X

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV 7 X

8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► AL 8a X

8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation 8b X

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV 9 X

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 10 X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) 11

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13

Website address ► **N/A**
14 The books are in care of ► **CECE HARTLEY**
6 MONTCREST DRIVE

Telephone no. ► **205-870-0822**Located at ► **BIRMINGHAM, AL**ZIP+4 ► **35213**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15

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

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

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)? Organizations relying on a current notice regarding disaster assistance check here N/A
►

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? N/A
1c

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 ► 20 , 20 , 20 , 20

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions) 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 ► 20 , 20 , 20 , 20

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

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? N/A
4b

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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	5b	
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d)	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	<input checked="" type="checkbox"/>
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	N/A
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ERNEST S. WILLIAMS 947 MONMOUTH ROAD	TUSCALOOSA AL 35406	DIRECTOR 5.00	0	0
TURNER B. WILLIAMS 21 MONTCREST DRIVE	BIRMINGHAM AL 35213	DIRECTOR 5.00	0	0
CECIL WILLIAMS HARTLEY 6 MONTCREST DRIVE	BIRMINGHAM AL 35213	DIRECTOR 5.00	0	0

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

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

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

► Form 990-PF (2009)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

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

Total number of others receiving over \$50,000 for professional services ►**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 (see page 24 of the instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount**1 N/A****2**

All other program-related investments. See page 24 of the instructions

3**Total. Add lines 1 through 3** ►Form **990-PF** (2009)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	595,478
b	Average of monthly cash balances	1b	11,901
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	607,379
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	607,379
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	9,111
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	598,268
6	Minimum investment return. Enter 5% of line 5	6	29,913

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

1	Minimum investment return from Part X, line 6	1	29,913
2a	Tax on investment income for 2009 from Part VI, line 5	2a	331
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	331
3	Distributable amount before adjustments Subtract line 2c from line 1	3	29,582
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	29,582
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	29,582

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	28,950
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1b	
b	Program-related investments—total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	28,950
b	Cash distribution test (attach the required schedule)	5	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	28,950
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				29,582
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20 ____ , 20 ____ , 20 ____				
3 Excess distributions carryover, if any, to 2009.				
a From 2004	29,754			
b From 2005	40,126			
c From 2006	37,142			
d From 2007	44,026			
e From 2008				
f Total of lines 3a through e	151,048			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 28,950				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2009 distributable amount				28,950
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	632			632
6 Enter the net total of each column as indicated below:	150,416			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	29,122			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	121,294			
10 Analysis of line 9				
a Excess from 2005	40,126			
b Excess from 2006	37,142			
c Excess from 2007	44,026			
d Excess from 2008				
e Excess from 2009				

Part XV Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
DCH FOUNDATION			SUPPORT MED CARE OF INDIGENT PERSONS	400
CHURCH OF BROOK HILLS			SUPPORT OF RELIGIOUS ORGANIZATION	500
HOSPICE OF WEST ALABAMA			SUPPORT MED CARE OF INDIGENT PERSONS	50
THE UNIVERSITY OF ALABAMA			FUND UNIVERSITY PROGRAMS	10,000
CRIPPLED CHILDREN			SUPPORT FOR YOUTH WITH DISABILITIES	1,000
CRIPPLED CHILDREN			SUPPORT FOR YOUTH WITH DISABILITIES	1,000
THE UNIVERSITY OF ALABAMA			FUND UNIVERSITY PROGRAMS	10,000
THE UNIVERSITY OF ALABAMA			FUND UNIVERSITY PROGRAMS	6,000
Total				► 3a 28,950
b Approved for future payment				
N/A				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
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	7,372	
4 Dividends and interest from securities			14	12,886	
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					-8,206
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		20,258	-8,206
13 Total Add line 12, columns (b), (d), and (e)				13	12,052

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
N/A	
	</td

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash
- (2) Other assets

- b Other transactions**
 - (1) Sales of assets to a noncharitable exempt organization
 - (2) Purchases of assets from a noncharitable exempt organization
 - (3) Rental of facilities, equipment, or other assets
 - (4) Reimbursement arrangements
 - (5) Loans or loan guarantees
 - (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

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. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

15/13/10
Date

→ President
Title

Signature of officer or trustee		Date	Date
Sign Here Paid Preparer's Use Only	Preparer's signature	Date 5/11/10	Check if self-employed ► <input checked="" type="checkbox"/>
	Preparer's identifying number (see Signature on page 30 of the instructions) P00001653		
Firm's name (or yours if self-employed), address, and ZIP code		JESSUP, INGRAM, BURNS & ASSOCIATES, LLP 204 MARINA DR STE 100 TUSCALOOSA, AL 35406	
		EIN ► 63-1157412	Phone no 205-349-1322

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 63-1135511
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Federal Statements

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Whom Sold	Description	Date Acquired	Date Sold	How Received		Expense	Depreciation	Net Gain / Loss
				Sale Price	Cost			
WELLS FARGO & CO NEW DEL		9/10/90	5/14/09	\$ 8,655	\$ 5,237	\$	\$ 3,418	
COLONIAL BANC GROUP DEL		9/21/99	10/26/09	\$ 49	\$ 10,750			-10,701
TOTAL SYS SVCS INC		4/05/90	10/26/09	\$ 4,993	\$ 1,002			3,991
HEWLETT PACKARD CO DEL		8/01/07	1/08/09	\$ 1,876	\$ 2,320			-444
MCDONALDS CORP COM		7/26/06	1/08/09	\$ 2,123	\$ 1,206			917
ORACLE CORP		8/01/07	2/12/09	\$ 1,811	\$ 2,038			-227
CONOCOPHILLIPS		9/09/03	3/04/09	\$ 555	\$ 424			131
CONOCOPHILLIPS		1/15/04	3/04/09	\$ 1,109	\$ 981			128
ENSCO INTL INC		6/21/06	2/25/09	\$ 2,444	\$ 4,220			-1,776
SCHERING PLOUGH CORP		6/18/08	3/26/09	\$ 3,773	\$ 3,023			750
MIRANT CORP NEW		5/14/08	4/15/09	\$ 1,917	\$ 5,743			-3,826
PEPSI BOTTLING GROUP		10/15/08	4/08/09	\$ 2,766	\$ 2,687			79
PEPSI BOTTLING GROUP		10/15/08	4/20/09	\$ 2,581	\$ 1,986			595
PEPSI BOTTLING GROUP		11/26/08	4/20/09	\$ 1,518	\$ 847			671
SCHERING PLOUGH CORP		6/18/08	4/08/09	\$ 3,045	\$ 2,535			510
PETRO CANADA		11/05/08	5/22/09	\$ 3,530	\$ 2,212			1,318
3M COMPANY		7/11/07	5/06/09	\$ 3,775	\$ 5,691			-1,916

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Statement 1 - Form 910-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Date Acquired	Description	Date Sold	Sale Price	How Received	Cost	Expense	Depreciation	Net Gain / Loss
3M COMPANY	12/13/07	5/06/09	\$ 581	\$ PURCHASE	\$ 858	\$ 858	\$	\$	-\$277
HARTFORD FINL SVCS GROUP	12/18/08	6/10/09	2,062	PURCHASE	2,731				-669
HARRIS STRATEX NETWORKS	5/27/09	6/10/09	200	PURCHASE	171				29
AMN ELEC POWER CO	4/09/08	8/05/09	3,367	PURCHASE	4,718				-1,351
AMN ELEC POWER CO	10/15/08	8/05/09	1,377	PURCHASE	1,377				
DOMINION RES INC NEW VA	1/18/08	8/26/09	3,887	PURCHASE	5,153				-1,266
LOCKHEED MARTIN CORP	10/10/07	8/26/09	2,608	PURCHASE	3,864				-1,256
LOCKHEED MARTIN CORP	10/24/07	8/26/09	1,118	PURCHASE	1,626				-508
METLIFE INC COM	4/05/06	8/05/09	2,566	PURCHASE	3,435				-869
DUKE ENERGY CORP NEW	11/29/07	10/01/09	4,362	PURCHASE	5,533				-1,171
PNC FINCL SERVICES GROUP	3/11/09	10/14/09	2,507	PURCHASE	1,440				1,067
PNC FINCL SERVICES GROUP	4/08/09	10/14/09	2,279	PURCHASE	1,553				726
BURLNGTN N SNTA FE	1/15/04	11/04/09	2,431	PURCHASE	791				1,640
BURLNGTN N SNTA FE	3/02/04	11/04/09	2,917	PURCHASE	945				1,972
TORCHMARK CORP	8/30/06	11/04/09	2,062	PURCHASE	3,100				-1,038
BRISTOL-MYERS SQUIBB CO	12/03/08	12/16/09	4,131	PURCHASE	3,392				739
BRISTOL-MYERS SQUIBB CO	4/29/09	12/16/09	1,549	PURCHASE	1,141				408

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description		How Received		Cost		Expense		Depreciation		Net Gain / Loss	
Whom Sold	Date Acquired	Sale Price									
		\$ 86,524		\$ 94,730		\$ 0		\$ 0		\$ -8,206	
TOTAL											

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description		Total		Net Investment		Adjusted Net		Charitable Purpose	
ACCOUNTING FEES		\$ 1,875		\$ 0		\$ 0		\$ 0	
TOTAL		\$ 1,875		\$ 0		\$ 0		\$ 0	

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description		Total		Net Investment		Adjusted Net		Charitable Purpose	
INVESTMENT MANAGEMENT FEE		\$ 3,733		\$ 3,733		\$ 0		\$ 0	
TOTAL		\$ 3,733		\$ 3,733		\$ 0		\$ 0	

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description		Total		Net Investment		Adjusted Net		Charitable Purpose	
INDIRECT TAXES/LICENSES		\$ 1,450		\$ 0		\$ 0		\$ 0	
TOTAL		\$ 1,450		\$ 0		\$ 0		\$ 0	

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Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	\$ 505,256	\$ 489,641	COST	\$ 611,860
TOTAL	\$ 505,256	\$ 489,641		\$ 611,860

Statement 6 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
ESTIMATED FEDERAL TAX PAYMENT	\$ 1,450	\$	\$
TOTAL	\$ 1,450	\$ 0	\$ 0

Statement 7 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
PRIOR YEAR NON-INCOME ADJUSTMENTS	\$ 149
TOTAL	\$ 149

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Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

1) MUST BE A 501(C)(3) ORGANIZATION

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

NONE

Statement 8 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

AWARDS ARE LIMITED AS DEFINED IN THE ARTICLES OF INCORPORATION.