Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

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

Name of foundation
HENRY G. SIMS & HENRY U. SIMS MEM FD C/O
REGIONS BANK 1055000183

Number and street (or P.O. box number if mail is not delivered to street address) | Room/suite
P O BOX 2886

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

A Employer identification number
63-6114412

B Telephone number (see page 10 of the instructions)
(205) 326-5382

C If exemption application is pending, check here ▶ ☐
D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 1,020,000.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	75.	75.		STMT 1
	4 Dividends and interest from securities	25,187.	25,187.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-118,366.			
	b Gross sales price for all assets on line 6a 350,114.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	-93,104.	25,262.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	12,233.	8,563.		3,670.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	800.	NONE	NONE	800.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 4	315.	315.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	13,348.	8,878.	NONE	4,470.
	25 Contributions, gifts, grants paid	43,405.			43,405.
	26 Total expenses and disbursements Add lines 24 and 25	56,753.	8,878.	NONE	47,875.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-149,857.			
	b **Net investment income** (if negative, enter -0-)		16,384.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	9,710.	4,376.	4,376.
3	Accounts receivable ▶			
	Less. allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U.S. and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) STMT 5	603,319.	447,101.	484,924.
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶			
	Less. accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 8	485,341.	498,103.	530,700.
14	Land, buildings, and equipment. basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,098,370.	949,580.	1,020,000.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
27	Capital stock, trust principal, or current funds	1,098,370.	949,580.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	1,098,370.	949,580.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,098,370.	949,580.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,098,370.
2	Enter amount from Part I, line 27a	2	-149,857.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	1,067.
4	Add lines 1, 2, and 3	4	949,580.
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	949,580.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE PART IV DETAIL			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** -118,366.

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	47,375.	1,083,159.	0.04373780765
2007	66,727.	1,300,368.	0.05131393575
2006	66,695.	1,222,694.	0.05454758100
2005	65,068.	1,103,028.	0.05899034295
2004	58,350.	1,166,270.	0.05003129636

2	**Total** of line 1, column (d)	2	0.25862096371
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	0.05172419274
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	902,979.
5	Multiply line 4 by line 3	5	46,706.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	164.
7	Add lines 5 and 6	7	46,870.
8	Enter qualifying distributions from Part XII, line 4	8	47,875.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	164.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	164.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	164.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 420.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	420.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	256.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 164. **Refunded** ▶	11	92.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ ______ (2) On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 10			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SEE STATEMENT 11 Telephone no. ▶

Located at ▶ ZIP + 4 ▶

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

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ , , ,				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions.)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ , , ,				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

		Yes	No
5a	During the year did the foundation pay or incur any amount to:		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870.		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		12,233.	-0-	-0-

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

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	890,071.
b	Average of monthly cash balances	1b	26,659.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	916,730.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	916,730.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	13,751.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	902,979.
6	**Minimum investment return.** Enter 5% of line 5	6	45,149.

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	45,149.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	164.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	164.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	44,985.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	44,985.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	44,985.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	47,875.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	47,875.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	164.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	47,711.

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					44,985.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				1,918.	
b Total for prior years 20 07 ,20 ___ ,20 ___			NONE		
3 Excess distributions carryover, if any, to 2009.					
a From 2004	NONE				
b From 2005	NONE				
c From 2006	NONE				
d From 2007	NONE				
e From 2008	NONE				
f **Total** of lines 3a through e		NONE			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 47,875.					
a Applied to 2008, but not more than line 2a				1,918.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)			NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)		NONE			
d Applied to 2009 distributable amount					44,985.
e Remaining amount distributed out of corpus		972.			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		972.			
b Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions			NONE		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions					
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010					NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)		NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)		NONE			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		972.			
10 Analysis of line 9:					
a Excess from 2005	NONE				
b Excess from 2006	NONE				
c Excess from 2007	NONE				
d Excess from 2008	NONE				
e Excess from 2009	972.				

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

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

SEE STATEMENT 13

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 17				
Total . . . . ▶ **3a**				43,405.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	75.	
4 Dividends and interest from securities			14	25,187.	
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	-118,366.	
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)				-93,104.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 -93,104.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Julie S Chmka | 04/25/2010 | ▶ TRUST OFFICER

Signature of officer or trustee REGIONS BANK, TRUSTEE | Date | Title

Paid Preparer's Use Only

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

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FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					619.	
		15. AT&T INC PROPERTY TYPE: SECURITIES					05/17/2007	01/09/2009
402.00		618.00					-216.00	
		20. AT&T INC PROPERTY TYPE: SECURITIES					05/17/2007	07/16/2009
473.00		824.00					-351.00	
		100. ABBOTT LABS W/RIGHTS ATTACHED EXP 1 PROPERTY TYPE: SECURITIES					06/13/2007	01/09/2009
5,097.00		5,343.00					-246.00	
		50. AETNA U S HEALTHCARE INC PROPERTY TYPE: SECURITIES					01/14/2008	01/09/2009
1,469.00		2,906.00					-1,437.00	
		260. AETNA U S HEALTHCARE INC PROPERTY TYPE: SECURITIES					04/16/2008	07/02/2009
6,314.00		14,277.00					-7,963.00	
		40. AIR PRODS & CHEMICALS INC COM W/ RTS PROPERTY TYPE: SECURITIES					07/17/2006	07/16/2009
2,702.00		2,473.00					229.00	
		35. ALLERGAN INC PROPERTY TYPE: SECURITIES					11/08/2005	01/09/2009
1,403.00		1,350.00					53.00	
		35. ALLERGAN INC PROPERTY TYPE: SECURITIES					04/12/2005	04/17/2009
1,730.00		1,227.00					503.00	
		805. ARTISAN FDS INC SMALL CAP VALUE FUN PROPERTY TYPE: SECURITIES					04/18/2008	07/16/2009
9,322.00		11,640.00					-2,318.00	
		384.038 ARTISAN FDS INC SMALL CAP VALUE PROPERTY TYPE: SECURITIES					04/18/2008	12/16/2009
5,426.00		5,553.00					-127.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		105. ARTISAN FDS INC MID CAP VALUE FD IN PROPERTY TYPE: SECURITIES					04/18/2008	07/16/2009
1,550.00		1,946.00					-396.00	
		300.143 ARTISAN FDS INC MID CAP VALUE FD PROPERTY TYPE: SECURITIES					04/18/2008	12/16/2009
5,400.00		5,562.00					-162.00	
		35. BANK OF NEW YORK MELLON CORP PROPERTY TYPE: SECURITIES					02/14/2007	07/16/2009
1,030.00		1,597.00					-567.00	
		55. BANK OF NEW YORK MELLON CORP PROPERTY TYPE: SECURITIES					01/09/2009	11/19/2009
1,453.00		1,411.00					42.00	
		265. BANK OF NEW YORK MELLON CORP PROPERTY TYPE: SECURITIES					08/29/2007	11/19/2009
7,002.00		11,666.00					-4,664.00	
		15. BEST BUY INC PROPERTY TYPE: SECURITIES					01/09/2009	07/16/2009
529.00		421.00					108.00	
		55. BEST BUY INC PROPERTY TYPE: SECURITIES					01/09/2009	12/16/2009
2,266.00		1,545.00					721.00	
		55. CVS CORP PROPERTY TYPE: SECURITIES					05/17/2007	01/09/2009
1,418.00		2,090.00					-672.00	
		60. CVS CORP PROPERTY TYPE: SECURITIES					05/17/2007	07/16/2009
1,912.00		2,280.00					-368.00	
		55. CHEVRONTEXACO CORP COM PROPERTY TYPE: SECURITIES					01/08/2008	01/09/2009
3,992.00		4,926.00					-934.00	
		35. CISCO SYSTEMS COM STK PROPERTY TYPE: SECURITIES					01/08/2008	01/09/2009
585.00		933.00					-348.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		80. CISCO SYSTEMS COM STK PROPERTY TYPE: SECURITIES					04/12/2005	07/16/2009
1,596.00		1,461.00					135.00	
		140. CITRIX SYSTEM INC PROPERTY TYPE: SECURITIES					08/08/2008	07/16/2009
4,789.00		4,253.00					536.00	
		110. DELL INC PROPERTY TYPE: SECURITIES					11/08/2005	07/16/2009
1,397.00		3,884.00					-2,487.00	
		15. DEVON ENERGY CORPORATION PROPERTY TYPE: SECURITIES					01/14/2008	12/16/2009
1,007.00		1,351.00					-344.00	
		55. WALT DISNEY CO COM PROPERTY TYPE: SECURITIES					01/30/2006	07/16/2009
1,350.00		1,382.00					-32.00	
		29. WALT DISNEY CO COM PROPERTY TYPE: SECURITIES					01/30/2006	12/16/2009
941.00		729.00					212.00	
		130. E M C CORP MASS COM PROPERTY TYPE: SECURITIES					01/08/2008	01/09/2009
1,518.00		2,081.00					-563.00	
		125. E M C CORP MASS COM PROPERTY TYPE: SECURITIES					04/12/2005	07/16/2009
1,700.00		1,554.00					146.00	
		18. EATON CORP PROPERTY TYPE: SECURITIES					06/13/2008	12/16/2009
1,186.00		1,729.00					-543.00	
		140. AMERICAN FDS EUROPACIFIC GROWTH CL PROPERTY TYPE: SECURITIES					04/18/2008	01/09/2009
3,870.00		6,699.00					-2,829.00	
		280. AMERICAN EUROPACIFIC GRTH-F2 PROPERTY TYPE: SECURITIES					02/29/2008	07/16/2009
9,030.00		13,217.00					-4,187.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		15. EXELON CORP PROPERTY TYPE: SECURITIES					06/13/2007	01/09/2009
817.00		1,074.00					-257.00	
		60. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES					01/08/2008	01/09/2009
4,658.00		5,316.00					-658.00	
		600. FEDERATED KAUFMAN SMALL CAP FUND A PROPERTY TYPE: SECURITIES					07/06/2007	01/09/2009
8,754.00		16,506.00					-7,752.00	
		1695.738 FEDERATED KAUFMAN SMALL CAP FUN PROPERTY TYPE: SECURITIES					01/08/2008	02/26/2009
20,603.00		42,648.00					-22,045.00	
		55. FIRSTENERGY CORP COM PROPERTY TYPE: SECURITIES					10/02/2008	01/09/2009
2,680.00		3,399.00					-719.00	
		158. FIRSTENERGY CORP COM PROPERTY TYPE: SECURITIES					10/02/2008	11/19/2009
6,627.00		9,763.00					-3,136.00	
		25. GENENTECH INC COM NEW PROPERTY TYPE: SECURITIES					12/01/2006	01/09/2009
2,156.00		2,070.00					86.00	
		149. GENENTECH INC COM NEW PROPERTY TYPE: SECURITIES					01/08/2008	03/12/2009
14,004.00		11,962.00					2,042.00	
		10. GENERAL DYNAMICS CORP COM PROPERTY TYPE: SECURITIES					02/15/2008	01/09/2009
580.00		833.00					-253.00	
		140. GENERAL DYNAMICS CORP COM PROPERTY TYPE: SECURITIES					02/15/2008	05/07/2009
7,528.00		11,658.00					-4,130.00	
		398. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES					01/08/2008	01/28/2009
5,413.00		13,957.00					-8,544.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		15. GOLDMAN SACHS GROUP INC COM PROPERTY TYPE: SECURITIES					04/03/2008	04/17/2009
1,838.00		2,650.00					-812.00	
		20. GOLDMAN SACHS GROUP INC COM PROPERTY TYPE: SECURITIES					04/03/2008	05/15/2009
2,709.00		3,534.00					-825.00	
		15. GOLDMAN SACHS GROUP INC COM PROPERTY TYPE: SECURITIES					04/03/2008	07/16/2009
2,349.00		2,650.00					-301.00	
		105. HALLIBURTON CO PROPERTY TYPE: SECURITIES					05/08/2008	11/19/2009
3,204.00		4,953.00					-1,749.00	
		14. HALLIBURTON CO PROPERTY TYPE: SECURITIES					05/08/2008	12/16/2009
415.00		660.00					-245.00	
		150. INTEL CORP COM PROPERTY TYPE: SECURITIES					10/11/2006	07/16/2009
2,733.00		3,148.00					-415.00	
		308. ISHARES TR RUSSELL 1000 VALUE PROPERTY TYPE: SECURITIES					01/28/2009	05/08/2009
15,012.00		14,183.00					829.00	
		40. JP MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES					08/29/2007	04/17/2009
1,344.00		1,760.00					-416.00	
		25. JP MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES					08/29/2007	05/15/2009
873.00		958.00					-85.00	
		35. JP MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES					04/12/2005	07/16/2009
1,261.00		1,208.00					53.00	
		70. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES					04/12/2005	01/09/2009
4,116.00		4,780.00					-664.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		55. JUNIPER NETWORKS PROPERTY TYPE: SECURITIES					02/15/2008	01/09/2009
959.00		1,453.00					-494.00	
		150. JUNIPER NETWORKS PROPERTY TYPE: SECURITIES					02/15/2008	07/16/2009
3,727.00		3,962.00					-235.00	
		100. LOWES CO PROPERTY TYPE: SECURITIES					08/29/2007	01/09/2009
2,119.00		2,923.00					-804.00	
		436. LOWES CO PROPERTY TYPE: SECURITIES					01/08/2008	01/28/2009
8,703.00		11,558.00					-2,855.00	
		215. MFS RESH INTL FD CL I PROPERTY TYPE: SECURITIES					02/29/2008	01/09/2009
2,344.00		3,937.00					-1,593.00	
		595. MFS RESH INTL FD CL I PROPERTY TYPE: SECURITIES					02/29/2008	07/16/2009
7,176.00		10,894.00					-3,718.00	
		90. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES					04/16/2008	07/16/2009
2,180.00		2,381.00					-201.00	
		50. NORFOLK SOUTHN CORP COM W/RIGHTS ATT PROPERTY TYPE: SECURITIES					05/08/2008	01/09/2009
2,337.00		3,092.00					-755.00	
		30. NORFOLK SOUTHN CORP COM W/RIGHTS ATT PROPERTY TYPE: SECURITIES					05/08/2008	07/16/2009
1,222.00		1,855.00					-633.00	
		125. ORACLE CORPORATION COM PROPERTY TYPE: SECURITIES					10/11/2007	01/09/2009
2,169.00		2,855.00					-686.00	
		100. ORACLE CORPORATION COM PROPERTY TYPE: SECURITIES					10/11/2007	07/16/2009
2,143.00		2,284.00					-141.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		135. PIMCO FDS TOTAL RET FD INST CL COM PROPERTY TYPE: SECURITIES					11/21/2008	01/09/2009
1,397.00		1,377.00					20.00	
		55. PEPSICO INC COM PROPERTY TYPE: SECURITIES					04/12/2005	01/09/2009
2,885.00		2,923.00					-38.00	
		15. PEPSICO INC COM PROPERTY TYPE: SECURITIES					04/16/2008	07/16/2009
856.00		974.00					-118.00	
		70. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES					11/08/2005	01/09/2009
4,207.00		3,863.00					344.00	
		20. PRUDENTIAL FINANCIAL INC COM PROPERTY TYPE: SECURITIES					04/16/2007	05/15/2009
760.00		1,850.00					-1,090.00	
		40. PRUDENTIAL FINANCIAL INC COM PROPERTY TYPE: SECURITIES					04/16/2007	07/16/2009
1,571.00		3,699.00					-2,128.00	
		55. QUALCOMM INC PROPERTY TYPE: SECURITIES					08/29/2007	01/09/2009
1,912.00		2,074.00					-162.00	
		65. QUALCOMM INC PROPERTY TYPE: SECURITIES					09/19/2006	07/16/2009
3,028.00		2,273.00					755.00	
		650. RMK MID CAP GROWTH FUND PROPERTY TYPE: SECURITIES					10/19/2007	01/09/2009
6,650.00		12,259.00					-5,609.00	
		2410.597 RMK MID CAP GROWTH FUND PROPERTY TYPE: SECURITIES					10/19/2007	05/04/2009
28,710.00		38,091.00					-9,381.00	
		20. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES					09/23/2005	07/16/2009
1,093.00		830.00					263.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		30. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES					09/23/2005	12/16/2009
1,904.00		1,246.00					658.00	
		15. STRYKER CORP PROPERTY TYPE: SECURITIES					04/12/2005	01/09/2009
611.00		682.00					-71.00	
		170. SYSCO CORP COM PROPERTY TYPE: SECURITIES					04/12/2005	01/09/2009
4,060.00		6,105.00					-2,045.00	
		291. SYSCO CORP COM PROPERTY TYPE: SECURITIES					04/16/2008	05/21/2009
6,713.00		9,405.00					-2,692.00	
		115. TEVA PHARMACEUTICAL INDS SPONS ADR PROPERTY TYPE: SECURITIES					03/12/2009	04/06/2009
5,193.00		5,109.00					84.00	
		55. TEVA PHARMACEUTICAL INDS SPONS ADR PROPERTY TYPE: SECURITIES					03/12/2009	07/16/2009
2,724.00		2,443.00					281.00	
		40. THERMO ELECTRON CORP PROPERTY TYPE: SECURITIES					10/02/2008	07/16/2009
1,610.00		2,012.00					-402.00	
		20. 3M CO COM PROPERTY TYPE: SECURITIES					04/12/2005	01/09/2009
1,154.00		1,674.00					-520.00	
		15. 3M CO COM PROPERTY TYPE: SECURITIES					04/12/2005	07/16/2009
940.00		1,256.00					-316.00	
		25. TIFFANY & CO PROPERTY TYPE: SECURITIES					05/08/2008	07/16/2009
678.00		1,065.00					-387.00	
		102. TIFFANY & CO PROPERTY TYPE: SECURITIES					05/08/2008	12/16/2009
4,343.00		4,345.00					-2.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		40. TRAVELERS COMPANIES, INC. PROPERTY TYPE: SECURITIES					04/12/2005	01/09/2009
1,677.00		1,403.00					274.00	
		20. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES					11/08/2005	01/09/2009
1,053.00		1,030.00					23.00	
		90. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES					04/12/2005	01/09/2009
2,916.00		3,006.00					-90.00	
		25. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES					04/16/2008	07/16/2009
733.00		893.00					-160.00	
		95. WALMART STORES INC COM PROPERTY TYPE: SECURITIES					11/08/2005	01/09/2009
4,936.00		4,536.00					400.00	
		95. WALGREEN CO COM PROPERTY TYPE: SECURITIES					03/05/2007	01/09/2009
2,486.00		4,267.00					-1,781.00	
		35. WALGREEN CO COM PROPERTY TYPE: SECURITIES					04/12/2005	07/16/2009
1,025.00		1,526.00					-501.00	
		55. WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES					01/24/2007	01/09/2009
1,390.00		2,004.00					-614.00	
		120. WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES					01/24/2007	05/15/2009
2,985.00		4,372.00					-1,387.00	
		50. WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES					01/24/2007	07/16/2009
1,251.00		1,822.00					-571.00	
		165. WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES					04/06/2009	12/10/2009
4,221.00		2,510.00					1,711.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		207. WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES					01/08/2008	12/10/2009
5,296.00		7,312.00					-2,016.00	
		40. XTO ENERGY CORP PROPERTY TYPE: SECURITIES					04/16/2008	12/16/2009
1,915.00		2,452.00					-537.00	
TOTAL GAIN(LOSS)							-118,366.	

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INTEREST		75.	75.
	TOTAL	75.	75.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US GOVERNMENT INT REPORTED AS NONQUALIFI	180.	180.
FOREIGN DIVIDENDS	2,235.	2,235.
DOMESTIC DIVIDENDS	9,957.	9,957.
US GOVERNMENT INTEREST REPORTED AS QUALI	4.	4.
NONQUALIFIED FOREIGN DIVIDENDS	889.	889.
NONQUALIFIED DOMESTIC DIVIDENDS	11,922.	11,922.
TOTAL	25,187.	25,187.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	800.			800.
TOTALS	800.	NONE	NONE	800.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	16.	16.
FOREIGN TAXES ON QUALIFIED FOR	243.	243.
FOREIGN TAXES ON NONQUALIFIED	56.	56.
TOTALS	315.	315.

HENRY G. SIMS & HENRY U. SIMS MEM FD C/O 63-6114412

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
AIR PRODS & CHEMS INC.	8,221.	8,324.	11,186.
ALLERGAN INC	8,114.	5,538.	9,956.
BANK OF AMERICA CORP		9,735.	9,563.
CHEVRON CORP	11,290.	8,667.	11,395.
CISCO SYSTEMS INC	10,313.	7,920.	10,438.
DELL INC	17,673.	14,951.	9,822.
DISNEY WALT CO	10,909.	8,798.	11,288.
E M C CORP MASS	10,937.	7,303.	11,093.
GENENTECH INC	14,032.		
GENERAL ELECTRIC CO	13,957.		
INTEL CORP	12,253.	9,673.	9,670.
J P MORGAN CHASE & CO	10,653.	8,449.	10,834.
JOHNSON & JOHNSON	12,697.	7,917.	8,244.
LOWE'S COMPANIES INC.	14,481.		
MICROSOFT CORP	11,360.	8,979.	10,942.
PEPSICO INC	10,114.	6,217.	7,114.
PROCTOR & GAMBLE CO	10,366.	6,503.	7,154.
QUALCOMM INC	10,752.	6,405.	8,651.
SCHLUMBERGER	6,643.	7,614.	11,716.
STRYKER CORP	9,086.	8,404.	9,470.
SYSCO CORP	15,510.		
TIFFANY & CO	12,225.	9,275.	11,610.
3M CO	12,464.	10,984.	12,483.
UNITED TECHNOLOGIES CORP	8,961.	9,004.	12,077.
VERIZON COMMUNICATIONS	11,682.	7,783.	8,283.
WAL MART STORES INC	10,780.	6,244.	7,216.
WALGREEN CO	15,552.	9,758.	8,482.
AT&T INC	14,054.	12,612.	8,633.
CVS/CAREMARK	12,235.	7,865.	6,667.

HENRY G. SIMS & HENRY U. SIMS MEM FD C/O 63-6114412

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
EXXON MOBILE CORP	13,209.	9,236.	8,660.
EXELON CORP	10,852.	9,779.	6,695.
ABBOTT LABS	13,287.	8,619.	8,854.
BANK OF NEW YORK MELLON CORP	13,263.		
ORACLE CORPORATION	14,388.	9,249.	9,935.
PRUDENTIAL FINANCIAL INC	15,823.	14,291.	11,843.
TRAVELERS COMPANIES, INC.	9,294.	7,891.	11,219.
WELLS FARGO & CO.	15,509.		
AETNA	17,184.		
CTXS CITRIX SYSTEM INC	7,747.	6,687.	10,611.
DARDEN RESTAURANTS INC	11,948.	12,482.	12,169.
DEVON ENERGY CORP	11,257.	13,461.	12,495.
EATON CORP	10,373.	13,458.	12,088.
FIRSTENERGY CORP	13,162.		
GENERAL DYNAMICS CORP	12,491.		
GOLDMAN SACHS GROUP INC	14,159.	7,859.	10,299.
HALLIBURTON CO	12,689.	11,986.	12,036.
JUNIPER NETWORKS INC	14,600.	9,186.	9,335.
NORFOLK SOUTHERN CORP	14,040.	12,221.	12,161.
PHILLIP MORRIS INTERNATIONAL I	9,397.	9,397.	10,602.
THERMO FISHER SCIENTIFIC, INC.	8,954.	8,474.	8,727.
XTO ENERGY CORP	12,379.	11,809.	10,702.
BEST BUY INC.		7,587.	10,654.
HESS CORP		11,363.	12,100.
MONSANTO CO NEW		9,030.	10,055.
ROBERT HALF INTL INC		10,100.	11,628.
STATE STREET CORP		8,444.	8,795.
TRANSOCEAN LTD		9,570.	9,274.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
TOTALS	603,319.	447,101.	484,924.

HENRY G. SIMS & HENRY U. SIMS MEM FD C/O 63-6114412

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FEDERATED KAUFMAN SMALL CAP FD	C	59,154.		
RMK MID CAP GROWTH FUND	C	50,350.		
PIMCO TOTAL RETURN INSTL FD	C	159,931.	182,740.	192,734.
MFS RESH INTL FD CL I	C	55,642.	40,811.	31,952.
AMERICAN FDS EUROPACIFIC GROWT	C	59,279.	39,364.	32,014.
ARTISAN FDS INC SMALL CAP VALU	C	50,516.	41,494.	44,686.
ARTISAN FDS INC MID CAP VALUE	C	50,469.	44,763.	44,172.
TEVA PHARMACEUTICAL INDS SPONS	C		6,663.	8,427.
GOLDMAN SACHS HIGH YIELD-INS	C		10,981.	12,614.
TEMPLETON GLOBAL BOND FUND ADV	C		21,396.	23,599.
BUFFALO SMALL CAP FUND	C		32,160.	44,339.
GOLDMAN SACHS S/M CAP GTH-IS	C		35,521.	45,384.
BRANDES INSTL INTL EQUITY FD	C		26,790.	30,444.
ISHARES MSCI EMERGING MKT IN	C		15,420.	20,335.
TOTALS		485,341.	498,103.	530,700.

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

DESCRIPTION		AMOUNT
ROUNDING ADJUSTMENT		1.
FEDERAL EXCISE TAX REFUND		1,066.
	TOTAL	1,067.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
AL

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

NAME: REGIONS BANK
TRUST DEPARTMENT
ADDRESS: 1901 6TH AVENUE N.
BIRMINGHAM, AL 35203

TELEPHONE NUMBER: (205)326-5382

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

OFFICER NAME:
REGIONS BANK
ADDRESS:
1901 6TH AVENUE NORTH
BIRMINGHAM, AL 35203
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 12,233.

TOTAL COMPENSATION: 12,233.

FORM 990PF, PART XV - LINES 2a - 2d

RECIPIENT NAME:
CARLA GALE; REGIONS BANK
ADDRESS:
1901 6TH AVENUE NORTH
BIRMINGHAM, AL 35203
RECIPIENT'S PHONE NUMBER: 205 326-5382
FORM, INFORMATION AND MATERIALS:
APPLICATIONS IN LETTER FORM WITH LATEST
COPY OF IRS DETERMINATION LETTER
SUBMISSION DEADLINES:
APRIL 15TH
RESTRICTIONS OR LIMITATIONS ON AWARDS:
LIMITED TO ALABAMA CHARITABLE ORGANIZATIONS -
LEGAL INSTITUTIONS OR FOR THE BLIND. NO GRANTS
MADE TO INDIVIDUALS.

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

RECIPIENT NAME:
BIRMINGHAM YWCA
ADDRESS:
309 N. 23RD ST.
BIRMINGHAM, AL 35203
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TO SUPPORT CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
BIRMINGHAM YMCA
ADDRESS:
2101 4TH AVE. N.
BIRMINGHAM, AL 35203
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TO SUPPORT CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,715.

RECIPIENT NAME:
UNIVERSITY OF ALABAMA
SCHOOL OF LAW FOUNDATION
ADDRESS:
203 ROSE ADMINISTRATION
TUSCALOOSA, AL 35487-0100
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TO SUPPORT CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 8,500.

RECIPIENT NAME:
CUMBERLAND SCHOOL OF LAW
ADDRESS:
800 LAKESHORE DRIVE
BIRMINGHAM, AL 35229
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TO SUPPORT CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 8,500.

RECIPIENT NAME:
KING'S RANCH AND HANNAH
HOMES
ADDRESS:
P.O. BOX 162
CHELSEA, AL 35054
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TO SUPPORT CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 2,715.

RECIPIENT NAME:
UAB SCHOOL OF MEDICINE
CENTER OF LOW VISION REHAB
ADDRESS:
1801 UNIVERSITY BOULEVARD
BIRMINGHAM, AL 35233
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TO SUPPORT CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 2,715.

RECIPIENT NAME:
SIGHT SAVERS OF ALABAMA
ADDRESS:
500 ROBERT JEMISON RD
BIRMINGHAM, AL 35209
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TO SUPPORT CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 2,715.

RECIPIENT NAME:
GREATER BIRMINGHAM CHAPTER
AL COUNCIL OF THE BLIND
ADDRESS:
P.O. BOX 12832
BIRMINGHAM, AL 35282
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TO SUPPORT CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 2,400.

RECIPIENT NAME:
LAKESHORE FOUNDATION
ADDRESS:
4000 RIDGEWAY DR
BIRMINGHAM, AL 35209
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TO SUPPORT EXEMPT PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 2,715.

RECIPIENT NAME:
ALABAMA INSTITUTE FOR THE
DEAF AND BLIND
ADDRESS:
P.O. BOX 698
Talladega, AL 35160
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TO SUPPORT CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 2,715.

RECIPIENT NAME:
RESTORATION ACADEMY
ADDRESS:
4600 CARNEGIE AVENUE
BIRMINGHAM, AL 35064
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TO SUPPORT CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 2,715.

TOTAL GRANTS PAID: 43,405.

HENRY G. SIMS & HENRY U. SIMS MEM FD C/O 63-6114412

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				
50. AETNA U S HEALTHCARE	01/14/2008	01/09/2009	1,469.00	2,906.00	-1,437.00
55. BANK OF NEW YORK	01/09/2009	11/19/2009	1,453.00	1,411.00	42.00
15. BEST BUY INC	01/09/2009	07/16/2009	529.00	421.00	108.00
55. BEST BUY INC	01/09/2009	12/16/2009	2,266.00	1,545.00	721.00
140. CITRIX SYSTEM INC	08/08/2008	07/16/2009	4,789.00	4,253.00	536.00
140. AMERICAN FDS	04/18/2008	01/09/2009	3,870.00	6,699.00	-2,829.00
55. FIRSTENERGY CORP COM	10/02/2008	01/09/2009	2,680.00	3,399.00	-719.00
10. GENERAL DYNAMICS CORP	02/15/2008	01/09/2009	580.00	833.00	-253.00
308. ISHARES TR RUSSELL	01/28/2009	05/08/2009	15,012.00	14,183.00	829.00
55. JUNIPER NETWORKS	02/15/2008	01/09/2009	959.00	1,453.00	-494.00
215. MFS RESH INTL FD CL I	02/29/2008	01/09/2009	2,344.00	3,937.00	-1,593.00
50. NORFOLK SOUTHN CORP					
COM W/RIGHTS ATTACHED EXP 9/26/2010	05/08/2008	01/09/2009	2,337.00	3,092.00	-755.00
135. PIMCO FDS TOTAL RET	11/21/2008	01/09/2009	1,397.00	1,377.00	20.00
115. TEVA PHARMACEUTICAL	03/12/2009	04/06/2009	5,193.00	5,109.00	84.00
55. TEVA PHARMACEUTICAL	03/12/2009	07/16/2009	2,724.00	2,443.00	281.00
40. THERMO ELECTRON CORP	10/02/2008	07/16/2009	1,610.00	2,012.00	-402.00
165. WELLS FARGO & CO NEW	04/06/2009	12/10/2009	4,221.00	2,510.00	1,711.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			53,433.00	57,583.00	-4,150.00
Totals			53,433.00	57,583.00	-4,150.00

HENRY G. SIMS & HENRY U. SIMS MEM FD C/O 63-6114412

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				
15. AT&T INC	05/17/2007	01/09/2009	402.00	618.00	-216.00
20. AT&T INC	05/17/2007	07/16/2009	473.00	824.00	-351.00
100. ABBOTT LABS W/RIGHTS					
ATTACHED EXP 11/10/2009	06/13/2007	01/09/2009	5,097.00	5,343.00	-246.00
260. AETNA U S HEALTHCARE	04/16/2008	07/02/2009	6,314.00	14,277.00	-7,963.00
40. AIR PRODS & CHEMICALS					
INC COM W/ RTS TO PURCHASE PFD SHS EXP	07/17/2006	07/16/2009	2,702.00	2,473.00	229.00
35. ALLERGAN INC	11/08/2005	01/09/2009	1,403.00	1,350.00	53.00
35. ALLERGAN INC	04/12/2005	04/17/2009	1,730.00	1,227.00	503.00
805. ARTISAN FDS INC SMALL					
CAP VALUE FUND INV	04/18/2008	07/16/2009	9,322.00	11,640.00	-2,318.00
384.038 ARTISAN FDS INC					
SMALL CAP VALUE FUND INV	04/18/2008	12/16/2009	5,426.00	5,553.00	-127.00
105. ARTISAN FDS INC MID					
CAP VALUE FD INV SHS	04/18/2008	07/16/2009	1,550.00	1,946.00	-396.00
300.143 ARTISAN FDS INC					
MID CAP VALUE FD INV SHS	04/18/2008	12/16/2009	5,400.00	5,562.00	-162.00
35. BANK OF NEW YORK	02/14/2007	07/16/2009	1,030.00	1,597.00	-567.00
265. BANK OF NEW YORK	08/29/2007	11/19/2009	7,002.00	11,666.00	-4,664.00
55. CVS CORP	05/17/2007	01/09/2009	1,418.00	2,090.00	-672.00
60. CVS CORP	05/17/2007	07/16/2009	1,912.00	2,280.00	-368.00
55. CHEVRONTEXACO CORP COM	01/08/2008	01/09/2009	3,992.00	4,926.00	-934.00
35. CISCO SYSTEMS COM STK	01/08/2008	01/09/2009	585.00	933.00	-348.00
80. CISCO SYSTEMS COM STK	04/12/2005	07/16/2009	1,596.00	1,461.00	135.00
110. DELL INC	11/08/2005	07/16/2009	1,397.00	3,884.00	-2,487.00
15. DEVON ENERGY	01/14/2008	12/16/2009	1,007.00	1,351.00	-344.00
55. WALT DISNEY CO COM	01/30/2006	07/16/2009	1,350.00	1,382.00	-32.00
29. WALT DISNEY CO COM	01/30/2006	12/16/2009	941.00	729.00	212.00
130. E M C CORP MASS COM	01/08/2008	01/09/2009	1,518.00	2,081.00	-563.00
125. E M C CORP MASS COM	04/12/2005	07/16/2009	1,700.00	1,554.00	146.00
18. EATON CORP	06/13/2008	12/16/2009	1,186.00	1,729.00	-543.00
280. AMERICAN EUROPACIFIC	02/29/2008	07/16/2009	9,030.00	13,217.00	-4,187.00
Totals					

HENRY G. SIMS & HENRY U. SIMS MEM FD C/O 63-6114412

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
15. EXELON CORP	06/13/2007	01/09/2009	817.00	1,074.00	-257.00
60. EXXON MOBIL CORP	01/08/2008	01/09/2009	4,658.00	5,316.00	-658.00
600. FEDERATED KAUFMAN	07/06/2007	01/09/2009	8,754.00	16,506.00	-7,752.00
1695.738 FEDERATED KAUFMAN					
SMALL CAP FUND A	01/08/2008	02/26/2009	20,603.00	42,648.00	-22,045.00
158. FIRSTENERGY CORP COM	10/02/2008	11/19/2009	6,627.00	9,763.00	-3,136.00
25. GENENTECH INC COM NEW	12/01/2006	01/09/2009	2,156.00	2,070.00	86.00
149. GENENTECH INC COM NEW	01/08/2008	03/12/2009	14,004.00	11,962.00	2,042.00
140. GENERAL DYNAMICS CORP	02/15/2008	05/07/2009	7,528.00	11,658.00	-4,130.00
398. GENERAL ELEC CO COM	01/08/2008	01/28/2009	5,413.00	13,957.00	-8,544.00
15. GOLDMAN SACHS GROUP	04/03/2008	04/17/2009	1,838.00	2,650.00	-812.00
20. GOLDMAN SACHS GROUP	04/03/2008	05/15/2009	2,709.00	3,534.00	-825.00
15. GOLDMAN SACHS GROUP	04/03/2008	07/16/2009	2,349.00	2,650.00	-301.00
105. HALLIBURTON CO	05/08/2008	11/19/2009	3,204.00	4,953.00	-1,749.00
14. HALLIBURTON CO	05/08/2008	12/16/2009	415.00	660.00	-245.00
150. INTEL CORP COM	10/11/2006	07/16/2009	2,733.00	3,148.00	-415.00
40. JP MORGAN CHASE & CO	08/29/2007	04/17/2009	1,344.00	1,760.00	-416.00
25. JP MORGAN CHASE & CO	08/29/2007	05/15/2009	873.00	958.00	-85.00
35. JP MORGAN CHASE & CO	04/12/2005	07/16/2009	1,261.00	1,208.00	53.00
70. JOHNSON & JOHNSON COM	04/12/2005	01/09/2009	4,116.00	4,780.00	-664.00
150. JUNIPER NETWORKS	02/15/2008	07/16/2009	3,727.00	3,962.00	-235.00
100. LOWES CO	08/29/2007	01/09/2009	2,119.00	2,923.00	-804.00
436. LOWES CO	01/08/2008	01/28/2009	8,703.00	11,558.00	-2,855.00
595. MFS RESH INTL FD CL I	02/29/2008	07/16/2009	7,176.00	10,894.00	-3,718.00
90. MICROSOFT CORP COM	04/16/2008	07/16/2009	2,180.00	2,381.00	-201.00
30. NORFOLK SOUTHN CORP					
COM W/RIGHTS ATTACHED EXP 9/26/2010	05/08/2008	07/16/2009	1,222.00	1,855.00	-633.00
125. ORACLE CORPORATION	10/11/2007	01/09/2009	2,169.00	2,855.00	-686.00
100. ORACLE CORPORATION	10/11/2007	07/16/2009	2,143.00	2,284.00	-141.00
55. PEPSICO INC COM	04/12/2005	01/09/2009	2,885.00	2,923.00	-38.00
15. PEPSICO INC COM	04/16/2008	07/16/2009	856.00	974.00	-118.00
70. PROCTER & GAMBLE CO	11/08/2005	01/09/2009	4,207.00	3,863.00	344.00
20. PRUDENTIAL FINANCIAL	04/16/2007	05/15/2009	760.00	1,850.00	-1,090.00
40. PRUDENTIAL FINANCIAL	04/16/2007	07/16/2009	1,571.00	3,699.00	-2,128.00
55. QUALCOMM INC	08/29/2007	01/09/2009	1,912.00	2,074.00	-162.00
Totals					

HENRY G. SIMS & HENRY U. SIMS MEM FD C/O 63-6114412

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
65. QUALCOMM INC	09/19/2006	07/16/2009	3,028.00	2,273.00	755.00
650. RMK MID CAP GROWTH	10/19/2007	01/09/2009	6,650.00	12,259.00	-5,609.00
2410.597 RMK MID CAP	10/19/2007	05/04/2009	28,710.00	38,091.00	-9,381.00
20. SCHLUMBERGER LTD COM	09/23/2005	07/16/2009	1,093.00	830.00	263.00
30. SCHLUMBERGER LTD COM	09/23/2005	12/16/2009	1,904.00	1,246.00	658.00
15. STRYKER CORP	04/12/2005	01/09/2009	611.00	682.00	-71.00
170. SYSCO CORP COM	04/12/2005	01/09/2009	4,060.00	6,105.00	-2,045.00
291. SYSCO CORP COM	04/16/2008	05/21/2009	6,713.00	9,405.00	-2,692.00
20. 3M CO COM	04/12/2005	01/09/2009	1,154.00	1,674.00	-520.00
15. 3M CO COM	04/12/2005	07/16/2009	940.00	1,256.00	-316.00
25. TIFFANY & CO	05/08/2008	07/16/2009	678.00	1,065.00	-387.00
102. TIFFANY & CO	05/08/2008	12/16/2009	4,343.00	4,345.00	-2.00
40. TRAVELERS COMPANIES,	04/12/2005	01/09/2009	1,677.00	1,403.00	274.00
20. UNITED TECHNOLOGIES	11/08/2005	01/09/2009	1,053.00	1,030.00	23.00
90. VERIZON COMMUNICATIONS	04/12/2005	01/09/2009	2,916.00	3,006.00	-90.00
25. VERIZON COMMUNICATIONS	04/16/2008	07/16/2009	733.00	893.00	-160.00
95. WALMART STORES INC	11/08/2005	01/09/2009	4,936.00	4,536.00	400.00
95. WALGREEN CO COM	03/05/2007	01/09/2009	2,486.00	4,267.00	-1,781.00
35. WALGREEN CO COM	04/12/2005	07/16/2009	1,025.00	1,526.00	-501.00
55. WELLS FARGO & CO NEW	01/24/2007	01/09/2009	1,390.00	2,004.00	-614.00
120. WELLS FARGO & CO NEW	01/24/2007	05/15/2009	2,985.00	4,372.00	-1,387.00
50. WELLS FARGO & CO NEW	01/24/2007	07/16/2009	1,251.00	1,822.00	-571.00
207. WELLS FARGO & CO NEW	01/08/2008	12/10/2009	5,296.00	7,312.00	-2,016.00
40. XTO ENERGY CORP	04/16/2008	12/16/2009	1,915.00	2,452.00	-537.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			296,062.00	410,897.00	-114,835.00
Totals			296,062.00	410,897.00	-114,835.00

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FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS		
LONG-TERM 15% CAPITAL GAIN DIVIDENDS	619.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		619.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		619.00