Form 990-PF — Return of Private Foundation

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

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

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

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

Name of foundation
THOMAS BENTON BARNETT CHARITABLE FDN.
(48-0001-01-5)

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P.O.BOX 3067

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

A Employer identification number
63-6159417

B Telephone number
251-431-7822

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)* ▶ $ 1,202,874.

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))

	Line		(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			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	42,658.	42,658.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-10,944.			
	b	Gross sales price for all assets on line 6a 185,632.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	632.	0.		STATEMENT 2
	12	**Total.** Add lines 1 through 11	32,346.	42,658.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	1,611.	806.		805.
	c	Other professional fees STMT 4	8,113.	8,113.		0.
	17	Interest				
	18	Taxes STMT 5	342.	342.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	15,986.	15,986.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	26,052.	25,247.		805.
	25	Contributions, gifts, grants paid	67,900.			67,900.
	26	**Total expenses and disbursements.** Add lines 24 and 25	93,952.	25,247.		68,705.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	-61,606.			
	b	**Net investment income** (if negative, enter -0-)		17,411.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	38,693.	60,686.	60,686.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 7	150,599.	168,581.	168,227.
	b Investments - corporate stock			
	c Investments - corporate bonds STMT 8	495,519.	395,956.	388,364.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	616,131.	614,113.	501,240.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 10)	110,000.	110,000.	84,357.
	16 **Total assets** (to be completed by all filers)	1,410,942.	1,349,336.	1,202,874.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,311,597.	1,311,597.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	99,345.	37,739.	
	30 **Total net assets or fund balances**	1,410,942.	1,349,336.	
	31 **Total liabilities and net assets/fund balances**	1,410,942.	1,349,336.	

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	1,410,942.
2	Enter amount from Part I, line 27a	2	-61,606.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,349,336.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,349,336.

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				
b	SEE ATTACHED STATEMENT			
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	185,632.		196,576.	-10,944.

	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				-10,944.

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** -10,944.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter -0- in Part I, line 8 **3** N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	68,216.	1,448,179.	.047105
2007	58,848.	1,390,512.	.042321
2006	43,587.	1,384,671.	.031478
2005	84,042.	1,375,956.	.061079
2004	43,303.	1,084,200.	.039940

2	Total of line 1, column (d)	2	.221923
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	.044385
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,455,652.
5	Multiply line 4 by line 3	5	64,609.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	174.
7	Add lines 5 and 6	7	64,783.
8	Enter qualifying distributions from Part XII, line 4	8	68,705.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			1	174.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	174.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	174.
6 Credits/Payments				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	880.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	880.
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	706.
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶		200. Refunded ▶	11	506.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *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
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0. e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AL			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ BANCTRUST COMPANY, INC Telephone no ▶ (251)431-7822

Located at ▶ TRUST DEPARTMENT, P.O. BOX 3067, MOBILE, AL ZIP+4 ▶ 36652

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	1b		
	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? If "Yes," list the years ▶ ____, ____, ____, ____	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANCTRUST COMPANY, INC. P.O. BOX 3067 MOBILE, AL 36652	TRUSTEE 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	1,425,249.
b	Average of monthly cash balances	1b	52,570.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,477,819.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) ... 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,477,819.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	22,167.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,455,652.
6	**Minimum investment return.** Enter 5% of line 5	6	72,783.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	72,783.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	174.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	174.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	72,609.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	72,609.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	72,609.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	68,705.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	68,705.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	174.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	68,531.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				72,609.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			2,685.	
b Total for prior years ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 68,705.				
a Applied to 2008, but not more than line 2a			2,685.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				66,020.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				6,589.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

JOHN HENSLEY, BANCTRUST COMPANY, INC., 1-866-328-7887
P.O. BOX 3067, MOBILE, AL 36652

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

NO FORMS; LETTERS TO OUTLINE REQUESTS

c Any submission deadlines

NONE

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

NONE

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				
MERCY MEDICAL 101 VILLA DRIVE DAPHNE, AL 36526	NONE	PUBLIC	PEDIATRIC HOME CARE PROGRAM	5,000.
ARCHANGEL COMMUNICATIONS 399 SOUTH SECTION ST FAIRHOPE, AL 36532	NONE	PUBLIC	ARCHANGEL RADIO NETWORK	6,000.
FOCUS FEDERATION OF CATHOLIC UNIVERSITY STUDENTS - 11990 GRANT ST, SUITE 520	NONE	PUBLIC	GENERAL FUND	2,500.
L'ARCHE 151 S ANN ST MOBILE, AL 36604	NONE	PUBLIC	CHARITABLE DONATION	6,000.
MARY'S SHELTER P.O. BOX 18 ELBERTA, AL 36530	NONE	PUBLIC	COMPREHENSIVE RESIDENTIAL CARE FOR PREGNANT TEENS	26,000.
MCGILL-TOOLEN HIGH SCHOOL 1501 OLD SHELL ROAD MOBILE, AL 36604	NONE	PUBLIC	SCHOLARSHIPS	22,400.
Total			▶ 3a	67,900.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14		
4 Dividends and interest from securities			14	42,658.	
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	-10,944.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a INCOME TAX REFUND					632.
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		31,714.	632.

13 Total. Add line 12, columns (b), (d), and (e) 13 32,346.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
11A	REFUND OF FEDERAL TAX PAID

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee | Date 9/27/10 | Title SVP + Trust Officer

Paid Preparer's Use Only

Preparer's signature	SANDRA BLOUNT	Date 09/23/10	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	WILKINS MILLER HIERONYMUS, LLC 2800 DAUPHIN STREET MOBILE, AL 36606	EIN	
		Phone no (251)476-5500	

Form **990-PF** (2009)

923622
02-02-10

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	THRU BANKTRUST INVESTMENT ACCOUNT (SEE ATTACHED S	P	VARIOUS	VARIOUS
b	THRU BANKTRUST INVESTMENT ACCOUNT (SEE ATTACHED S	P	VARIOUS	VARIOUS
c	THRU GOLDMAN SACHS (SEE ATTACHED SCHEDULE)	P	VARIOUS	VARIOUS
d	THRU GOLDMAN SACHS (SEE ATTACHED SCHEDULE)	P	VARIOUS	VARIOUS
e	THRU CALLAN INVESTMENT ACCOUNT (SEE ATTACHED SCHE	P	VARIOUS	VARIOUS
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	132,993.		132,612.	381.
b	165.		172.	-7.
c	19,305.		19,486.	-181.
d	31,970.		42,250.	-10,280.
e	1,199.		2,056.	-857.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				381.
b				-7.
c				-181.
d				-10,280.
e				-857.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	-10,944.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

923591
04-24-09

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INTEREST THRU BANCTRUST 48-0001-01-5	31,308.	0.	31,308.
THRU BANCTRUST 48-0001-01-5	210.	0.	210.
THRU RESOURCES TRUST CO-ACCOUNT IBAR127538	6,500.	0.	6,500.
THRU RESOURCES TRUST CO-ACCOUNT IBAR127539	4,640.	0.	4,640.
TOTAL TO FM 990-PF, PART I, LN 4	42,658.	0.	42,658.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
INCOME TAX REFUND	632.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	632.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WILKINS MILLER HIERONYMUS	1,611.	806.		805.
TO FORM 990-PF, PG 1, LN 16B	1,611.	806.		805.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FINANCIAL RESOURCES - MANAGEMENT FEES	8,113.	8,113.		0.
TO FORM 990-PF, PG 1, LN 16C	8,113.	8,113.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	342.	342.		0.
TO FORM 990-PF, PG 1, LN 18	342.	342.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	5,752.	5,752.		0.
LIFE INSURANCE PREMIUM	10,000.	10,000.		0.
AMORTIZATION	234.	234.		0.
TO FORM 990-PF, PG 1, LN 23	15,986.	15,986.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT AGENCIES	X		168,581.	168,227.
TOTAL U.S. GOVERNMENT OBLIGATIONS			168,581.	168,227.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			168,581.	168,227.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	395,956.	388,364.
TOTAL TO FORM 990-PF, PART II, LINE 10C	395,956.	388,364.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - GOLDMAN SACHS	COST	294,863.	246,688.
MUTUAL FUNDS - CALLAN	COST	319,250.	254,552.
TOTAL TO FORM 990-PF, PART II, LINE 13		614,113.	501,240.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
LIFE INSURANCE POLICY	110,000.	110,000.	84,357.
TO FORM 990-PF, PART II, LINE 15	110,000.	110,000.	84,357.

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
493	AMORTIZATION - OTHER INTEREST (CONTINUED)				
	JP MORGAN CHASE & CO 5 25% DUE 05/01/2015 - 46625HAX8 - MINOR = 200 (CONTINUED)				
		-233 78	-106.56	106 56	
	TOTAL CODE 493 - AMORTIZATION - OTHER INTEREST	-455.79	-221 72	221 72	
45	SHORT-TERM GAIN/LOSS - CURRENT SALES				
	GOV'T NATL MTG ASSN II DTD 06/01/09 4.5% DUE 06/20/2039 - 36202E6D6 - MINOR = 061				
12/21/09	PRIN PMT FOR NOVEMBER 2009 TR TRAN#=00912102002114 TR CD=190 REG=5649 PORT=PRIN	-7 41		164 72	0912000008
	TOTAL CODE 45 - SHORT-TERM GAIN/LOSS - CURRENT SALES	-7 41	0 00	164.72	
509	LONG-TERM 15% GAIN/LOSS - CURRENT SALES				
	COLONIAL BANK SUB NOTES 8% DUE 3/15/2009 - 195554CK4 - MINOR = 06				
03/16/09	MAT 25000 TR TRAN#=000000000008655 TR CD=503 REG=51 PORT=PRIN	250 00		25000 00	0903000004
		250 00	0 00	25000 00	
	FEDERAL NATL MTG ASSN 8 50% DUE 06/25/2021 - 31358GJ99 - MINOR = 054				
08/25/09	PRIN PAYMENT FOR 08/25/2009 TR TRAN#=00908250000394 TR CD=190 REG=5649 PORT=PRIN			5.62 **CHANGED** 03/02/10 @CR	0908000009
09/25/09	PRIN PMT FOR 09/01/09 TR TRAN#=00909112002365 TR CD=190 REG=5649 PORT=PRIN	-0 39		13 81 **CHANGED** 03/02/10 @CR	0909000008
10/26/09	PRIN PMT FOR 10/01/09 TR TRAN#=00910122001564 TR CD=190 REG=5649 PORT=PRIN	-0 41		14 76 **CHANGED** 03/02/10 @CR	0910000008
11/25/09	PRIN PMT FOR 11/01/09 TR TRAN#=00911112001664 TR CD=190 REG=5649 PORT=PRIN	-0 18		6 33 **CHANGED** 03/02/10 @CR	0911000008
12/28/09	PRIN PMT FOR 12/01/09 TR TRAN#=00912112001623 TR CD=190 REG=5649 PORT=PRIN	-0 25		8 74 **CHANGED** 03/02/10 @CR	0912000010
01/26/09	PRINCIPAL ON 925 9 PAR VALUE TR TRAN#=000000000008576 TR CD=500 REG=51 PORT=PRIN	-0 24		8 33 **CHANGED** 03/02/10 @CR	0901000008
02/25/09	PRINCIPAL ON 917.57 PAR VALUE TR TRAN#=000000000008624 TR CD=500 REG=51 PORT=PRIN	-0 32		11 26 **CHANGED** 03/02/10 @CR	0902000008
03/25/09	PRINCIPAL ON 906 32 PAR VALUE TR TRAN#=000000000008678 TR CD=500 REG=51 PORT=PRIN	-0 17		6 02 **CHANGED** 03/02/10 @CR	0903000009
04/27/09	PRINCIPAL ON 900 3 PAR VALUE TR TRAN#=000000000008727 TR CD=500 REG=51 PORT=PRIN	-0 51		17 83 **CHANGED** 03/02/10 @CR	0904000008
05/26/09	PRINCIPAL ON 882 46 PAR VALUE TR TRAN#=000000000008786 TR CD=500 REG=51 PORT=PRIN	-0 39		13 89 **CHANGED** 03/02/10 @CR	0905000009
06/25/09	PRINCIPAL ON 868 57 PAR VALUE TR TRAN#=000000000008847 TR CD=500 REG=51 PORT=PRIN	-0 64		22 60 **CHANGED** 03/02/10 @CR	0906000009
07/27/09	PRINCIPAL ON 845 98 PAR VALUE TR TRAN#=000000000008896 TR CD=500 REG=51 PORT=PRIN	-0 17		5 95 **CHANGED** 03/02/10 @CR	0907000008
		-3 67	0 00	135 14	
	FNRM PEMIC/REAL ESTATE MTG 5 5% DUE 10/25/2034 - 31394DMZ0 - MINOR = 04				
04/27/09	PRINCIPAL ON 10218 13 PAR VALUE TR TRAN#=000000000008730 TR CD=500 REG=51 PORT=PRIN	0 01		2737 52 **CHANGED** 03/02/10 @CR	0904000009
05/26/09	PRINCIPAL ON 7480 61 PAR VALUE TR TRAN#=000000000008789 TR CD=500 REG=51 PORT=PRIN	0 01		2583 27 **CHANGED** 03/02/10 @CR	0905000010
06/25/09	PRINCIPAL ON 4897 34 PAR VALUE TR TRAN#=000000000008850 TR CD=500 REG=51 PORT=PRIN	0 01		3762 63 **CHANGED** 03/02/10 @CR	0906000010
07/27/09	PRINCIPAL ON 1134 71 PAR VALUE TR TRAN#=000000000008899 TR CD=500 REG=51 PORT=PRIN			1134 71 **CHANGED** 03/02/10 @CR	0907000009
		0 03	0 00	10218 13	
	FEDERAL NATL MTG ASSN 5 50% DUE 02/01/2033 - 31400CEY6 - MINOR = 060				
08/25/09	PRIN PMT FOR JULY 2009 TR TRAN#=00908122002256 TR CD=190 REG=5649 PORT=PRIN	-16 56		293 63 **CHANGED** 03/05/10 @CP	0908000008

509 LONG-TERM 15% GAIN/LOSS - CURRENT SALES (CONTINUED)

FEDERAL NATL MTG ASSN 5.50% DUE 02/01/2033 - 31400CEY6 - MINOR = 060 (CONTINUED)

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
09/25/09	PRIN PMT FOR AUGUST 2009	-8.45		149 83	0909000009
	TR TRAN#=00909112002456 TR CD=190 REG=5649 PORT=PRIN			**CHANGED** 03/05/10 @CR	
10/26/09	PRIN PMT FOR SEPTEMBER 2009	-7.29		129 30	0910000009
	TR TRAN#=00910132002513 TR CD=190 REG=5649 PORT=PRIN			**CHANGED** 03/05/10 @CR	
11/25/09	PRIN PMT FOR OCTOBER 2009	-8 47		150.23	0911000009
	TR TRAN#=00911122001981 TR CD=190 REG=5649 PORT=PRIN				
12/28/09	PRIN PMT FOR NOVEMBER 2009	-7 55		133 92	0912000009
	TR TRAN#=00912102001920 TR CD=190 REG=5649 PORT=PRIN				
01/26/09	PRINCIPAL ON 9473 04 PAR VALUE	-5 17		91.58	0901000009
	TR TRAN#=000000000008580 TR CD=500 REG=51 PORT=PRIN			**CHANGED** 03/05/10 @CR	
02/25/09	PRINCIPAL ON 9381 46 PAR VALUE	-10 02		177 61	0902000009
	TR TRAN#=000000000008628 TR CD=500 REG=51 PORT=PRIN			**CHANGED** 03/05/10 @CR	
03/25/09	PRINCIPAL ON 9203 85 PAR VALUE	-21 29		377 47	0903000010
	TR TRAN#=000000000008682 TR CD=500 REG=51 PORT=PRIN			**CHANGED** 03/05/10 @CR	
04/27/09	PRINCIPAL ON 8826 38 PAR VALUE	-22.72		402.73	0904000010
	TR TRAN#=000000000008733 TR CD=500 REG=51 PORT=PRIN			**CHANGED** 03/05/10 @CR	
05/26/09	PRINCIPAL ON 8423 65 PAR VALUE	-15 42		273 40	0905000011
	TR TRAN#=000000000008792 TR CD=500 REG=51 PORT=PRIN			**CHANGED** 03/05/10 @CR	
06/25/09	PRINCIPAL ON 8150 25 PAR VALUE	-21 06		373 41	0906000011
	TR TRAN#=000000000008853 TR CD=500 REG=51 PORT=PRIN			**CHANGED** 03/05/10 @CR	
07/27/09	PRINCIPAL ON 7776 84 PAR VALUE	-12 36		219 18	0907000010
	TR TRAN#=000000000008902 TR CD=500 REG=51 PORT=PRIN			**CHANGED** 03/05/10 @CR	
		-156.36	0 00	2772 29	

GOV'T NATL MTG ASSN 6 0% DUE 10/15/2032 - 36201AZ68 - MINOR = 061

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
08/17/09	PRIN PMT FOR JULY 2009	-0 61		10 39	0908000001
	TR TRAN#=00908122002361 TR CD=190 REG=5649 PORT=PRIN			**CHANGED** 03/05/10 @CR	
09/15/09	PRIN PMT FOR AUGUST 2009	-0 61		10 45	0909000001
	TR TRAN#=00909112002573 TR CD=190 REG=5649 PORT=PRIN			**CHANGED** 03/05/10 @CR	
10/15/09	PRIN PMT FOR SEPTEMBER 2009	-0 62		10 50	0910000001
	TR TRAN#=00910132002640 TR CD=190 REG=5649 PORT=PRIN			**CHANGED** 03/05/10 @CR	
11/16/09	PRIN PMT FOR OCTOBER 2009	-0 62		10 56	0911000001
	TR TRAN#=00911122002113 TR CD=190 REG=5649 PORT=PRIN				
12/15/09	PRIN PMT FOR NOVEMBER 2009	-0 63		10 62	0912000001
	TR TRAN#=00912102002057 TR CD=190 REG=5649 PORT=PRIN				
01/15/09	PRINCIPAL ON 6731 38 PAR VALUE	-0 59		10 00	0901000001
	TR TRAN#=000000000008543 TR CD=500 REG=51 PORT=PRIN			**CHANGED** 03/05/10 @CR	
02/17/09	PRINCIPAL ON 6721 38 PAR VALUE	-0 60		10 06	0902000001
	TR TRAN#=000000000008593 TR CD=500 REG=51 PORT=PRIN			**CHANGED** 03/05/10 @CR	
03/16/09	PRINCIPAL ON 6711 32 PAR VALUE	-0 60		10 11	0903000001
	TR TRAN#=000000000008642 TR CD=500 REG=51 PORT=PRIN			**CHANGED** 03/05/10 @CR	
04/15/09	PRINCIPAL ON 6701 2 PAR VALUE	-0 60		10 17	0904000001
	TR TRAN#=000000000008695 TR CD=500 REG=51 PORT=PRIN			**CHANGED** 03/05/10 @CR	
05/15/09	PRINCIPAL ON 6691 04 PAR VALUE	-0 60		10 22	0905000001
	TR TRAN#=000000000008752 TR CD=500 REG=51 PORT=PRIN			**CHANGED** 03/05/10 @CR	
06/15/09	PRINCIPAL ON 6680 81 PAR VALUE	-0 61		10 28	0906000001
	TR TRAN#=000000000008810 TR CD=500 REG=51 PORT=PRIN			**CHANGED** 03/05/10 @CR	
07/15/09	PRINCIPAL ON 6670 53 PAR VALUE	-0 61		10 33	0907000001
	TR TRAN#=000000000008863 TR CD=500 REG=51 PORT=PRIN			**CHANGED** 03/05/10 @CR	
		-7 30	0 00	123 69	

GOV'T NATL MTG ASSN II 5 0% DUE12/20/2033 - 36202D2U4 - MINOR = 061

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
08/20/09	PRIN PMT FOR JULY 2009	-4 53		680 60	0908000006
	TR TRAN#=00908122002408 TR CD=190 REG=5649 PORT=PRIN			**CHANGED** 03/05/10 @CR	
09/21/09	PRIN PMT FOR AUGUST 2009	-7 23		1086 84	0909000006
	TR TRAN#=00909112002620 TR CD=190 REG=5649 PORT=PRIN			**CHANGED** 03/05/10 @CR	
10/20/09	PRIN PMT FOR SEPTEMBER 2009	-4 71		707 90	0910000006
	TR TRAN#=00910132002687 TR CD=190 REG=5649 PORT=PRIN			**CHANGED** 03/05/10 @CR	

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
509	LONG-TERM 15% GAIN/LOSS - CURRENT SALES (CONTINUED) GOV'T NATL MTG ASSN II 5 0% DUE12/20/2033 - 36202D2U4 - MINOR = 061 (CONTINUED)				
11/20/09	PRIN PMT FOR OCTOBER 2009 TR TRAN#=00911122002160 TR CD=190 REG=5649 PORT=PRIN	-5 18		778.14	0911000006
12/21/09	PRIN PMT FOR NOVEMBER 2009 TR TRAN#=00912102002104 TR CD=190 REG=5649 PORT=PRIN	-2 80		420.37	0912000006
01/20/09	PRINCIPAL ON 51617.83 PAR VALUE TR TRAN#=000000000008560 TR CD=500 REG=51 PORT=PRIN	-3 61		538 10 **CHANGED** 03/05/10 @CR	0901000004
02/20/09	PRINCIPAL ON 51079 73 PAR VALUE TR TRAN#=000000000008609 TR CD=500 REG=51 PORT=PRIN	-3 76		560 59 **CHANGED** 03/05/10 @CR	0902000004
03/20/09	PRINCIPAL ON 50519 14 PAR VALUE TR TRAN#=000000000008661 TR CD=500 REG=51 PORT=PRIN	-3 06		457 38 **CHANGED** 03/05/10 @CR	0903000005
04/20/09	PRINCIPAL ON 50061 75 PAR VALUE TR TRAN#=000000000008712 TR CD=500 REG=51 PORT=PRIN	-3 84		574 39 **CHANGED** 03/05/10 @CR	0904000004
05/20/09	PRINCIPAL ON 49487 36 PAR VALUE TR TRAN#=000000000008771 TR CD=500 REG=51 PORT=PRIN	-3 88		580 27 **CHANGED** 03/05/10 @CR	0905000005
06/22/09	PRINCIPAL ON 48907 09 PAR VALUE TR TRAN#=000000000008825 TR CD=500 REG=51 PORT=PRIN	-6 35		951 70 **CHANGED** 03/05/10 @CR	0906000004
07/20/09	PRINCIPAL ON 47955 39 PAR VALUE TR TRAN#=000000000008879 TR CD=500 REG=51 PORT=PRIN	-3 32		498 79 **CHANGED** 03/05/10 @CR	0907000004
		-52 27	0 00	7835 07	
	GOV'T NATL MTG ASSN II 6 0% DUE 6/20/2031 - 36202DNK3 - MINOR = 061				
08/20/09	PRIN PMT FOR JULY 2009 TR TRAN#=00908122002398 TR CD=190 REG=5649 PORT=PRIN	0 27		38 55 **CHANGED** 03/05/10 @CR	0908000004
09/21/09	PRIN PMT FOR AUGUST 2009 TR TRAN#=00909112002610 TR CD=190 REG=5649 PORT=PRIN	0 17		23 69 **CHANGED** 03/05/10 @CR	0909000004
10/20/09	PRIN PMT FOR SEPTEMBER 2009 TR TRAN#=00910132002677 TR CD=190 REG=5649 PORT=PRIN	0 33		45 67 **CHANGED** 03/05/10 @CR	0910000004
11/20/09	PRIN PMT FOR OCTOBER 2009 TR TRAN#=00911122002150 TR CD=190 REG=5649 PORT=PRIN	0 30		41 89	0911000004
12/21/09	PRIN PMT FOR NOVEMBER 2009 TR TRAN#=00912102002094 TR CD=190 REG=5649 PORT=PRIN	0 33		46 67	0912000004
01/20/09	PRINCIPAL ON 2154 29 PAR VALUE TR TRAN#=000000000008563 TR CD=500 REG=51 PORT=PRIN	0 19		26 10 **CHANGED** 03/05/10 @CR	0901000005
02/20/09	PRINCIPAL ON 2128 19 PAR VALUE TR TRAN#=000000000008612 TR CD=500 REG=51 PORT=PRIN	0 27		38 53 **CHANGED** 03/05/10 @CR	0902000005
03/20/09	PRINCIPAL ON 2089 66 PAR VALUE TR TRAN#=000000000008664 TR CD=500 REG=51 PORT=PRIN	0 33		45 85 **CHANGED** 03/05/10 @CR	0903000006
04/20/09	PRINCIPAL ON 2043 81 PAR VALUE TR TRAN#=000000000008715 TR CD=500 REG=51 PORT=PRIN	0.36		51 16 **CHANGED** 03/05/10 @CR	0904000005
05/20/09	PRINCIPAL ON 1992 65 PAR VALUE TR TRAN#=000000000008774 TR CD=500 REG=51 PORT=PRIN	0 34		48 35 **CHANGED** 03/05/10 @CR	0905000006
06/22/09	PRINCIPAL ON 1944 3 PAR VALUE TR TRAN#=000000000008828 TR CD=500 REG=51 PORT=PRIN	0 40		55 87 **CHANGED** 03/05/10 @CR	0906000005
07/20/09	PRINCIPAL ON 1888 42 PAR VALUE TR TRAN#=000000000008882 TR CD=500 REG=51 PORT=PRIN	0 25		35 10 **CHANGED** 03/05/10 @CR	0907000005
		3 54	0 00	497 43	
	GOV'T NATL MTG ASSN II 5 0% DUE 02/20/2033 - 36202DWE7 - MINOR = 061				
08/20/09	PRIN PMT FOR JULY 2009 TR TRAN#=00908122002403 TP CD=190 REG=5649 PORT=PRIN	-23 91		722 38 **CHANGED** 03/05/10 @CR	0908000005
09/21/09	PRIN PMT FOR AUGUST 2009 TP TRAN#=00909112002615 TR CD=190 REG=5649 PORT=PRIN	-22 81		689 22 **CHANGED** 03/05/10 @CR	0909000005
10/20/09	PRIN PMT FOR SEPTEMBER 2009 TR TRAN#=00910132002682 TP CD=190 REG=5649 PORT=PRIN	-25 72		777 06 **CHANGED** 03/05/10 @CR	0910000005
11/20/09	PRIN PMT FOR OCTOBER 2009 TR TRAN#=00911122002155 TR CD=190 REG=5649 PORT=PRIN	-28 94		874 29	0911000005
12/21/09	PRIN PMT FOR NOVEMBER 2009 TR TRAN#=00912102002099 TR CD=190 REG=5649 PORT=PRIN	-37 87		1143 93	0912000005

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
509	LONG-TERM 15% GAIN/LOSS - CURRENT SALES (CONTINUED)				
	GOV'T NATL MTG ASSN II 5.0% DUE 02/20/2033 - 36202DWE7 - MINOR = 061 (CONTINUED)				
01/20/09	PRINCIPAL ON 44875.98 PAR VALUE	-16.75		500.56	0901000006
	TR TRAN#=000000000008566 TR CD=500 REG=51 PORT=PRIN			**CHANGED** 03/05/10 @CR	
02/20/09	PRINCIPAL ON 44375 42 PAR VALUE	-14.61		437.37	0902000006
	TR TRAN#=000000000008615 TR CD=500 REG=51 PORT=PRIN			**CHANGED** 03/05/10 @CR	
03/20/09	PRINCIPAL ON 43938.05 PAR VALUE	-19 18		575 10	0903000007
	TR TRAN#=000000000008667 TR CD=500 REG=51 PORT=PRIN			**CHANGED** 03/05/10 @CR	
04/20/09	PRINCIPAL ON 43362.95 PAR VALUE	-17.09		513 04	0904000006
	TR TRAN#=000000000008718 TR CD=500 REG=51 PORT=PRIN			**CHANGED** 03/05/10 @CR	
05/20/09	PRINCIPAL ON 42849 91 PAR VALUE	-27 30		820 84	0905000007
	TR TRAN#=000000000008777 TR CD=500 REG=51 PORT=PRIN			**CHANGED** 03/05/10 @CR	
06/22/09	PRINCIPAL ON 42029.07 PAR VALUE	-23 77		715 89	0906000006
	TR TRAN#=000000000008831 TR CD=500 REG=51 PORT=PRIN			**CHANGED** 03/05/10 @CR	
07/20/09	PRINCIPAL ON 41313.19 PAR VALUE	-23.75		716 44	0907000006
	TR TRAN#=000000000008885 TR CD=500 REG=51 PORT=PRIN			**CHANGED** 03/05/10 @CR	
		-281 70	0 00	8486 12	
	GOV'T NATL MTG ASSN II 4 50% DUE 01/20/2035 - 36202EBC2 - MINOR = 061				
08/20/09	PRIN PMT FOR JULY 2009	0 15		40 77	0908000007
	TR TRAN#=00908122002413 TR CD=190 REG=5649 PORT=PRIN			**CHANGED** 03/04/10 @CR	
09/21/09	PRIN PMT FOR AUGUST 2009	0 77		205.49	0909000007
	TR TRAN#=00909112002625 TR CD=190 REG=5649 PORT=PRIN			**CHANGED** 03/04/10 @CR	
10/20/09	PRIN PMT FOR SEPTEMBER 2009	1 20		317.62	0910000007
	TR TRAN#=00910132002692 TR CD=190 REG=5649 PORT=PRIN			**CHANGED** 03/04/10 @CR	
11/20/09	PRIN PMT FOR OCTOBER 2009	0 42		111.00	0911000007
	TR TRAN#=00911122002165 TR CD=190 REG=5649 PORT=PRIN				
12/21/09	PRIN PMT FOR NOVEMBER 2009	1.72		455 41	0912000007
	TR TRAN#=00912102002109 TR CD=190 REG=5649 PORT=PRIN				
01/20/09	PRINCIPAL ON 19451 17 PAR VALUE	0 73		194 19	0901000007
	TR TRAN#=000000000008569 TR CD=500 REG=51 PORT=PRIN			**CHANGED** 03/04/10 @CR	
02/20/09	PRINCIPAL ON 19256 99 PAR VALUE	1 07		284 76	0902000007
	TR TRAN#=000000000008618 TR CD=500 REG=51 PORT=PRIN			**CHANGED** 03/04/10 @CR	
03/20/09	PRINCIPAL ON 18972 23 PAR VALUE	0 19		49 55	0903000008
	TR TRAN#=000000000008670 TR CD=500 REG=51 PORT=PRIN			**CHANGED** 03/04/10 @CR	
04/20/09	PRINCIPAL ON 18922 68 PAR VALUE	0 67		177 73	0904000007
	TR TRAN#=000000000008721 TR CD=500 REG=51 PORT=PRIN			**CHANGED** 03/04/10 @CR	
05/20/09	PRINCIPAL ON 18744 95 PAR VALUE	0 14		37 04	0905000008
	TR TRAN#=000000000008780 TR CD=500 REG=51 PORT=PRIN			**CHANGED** 03/04/10 @CR	
06/22/09	PRINCIPAL ON 18707 9 PAR VALUE	1 59		422 10	0906000007
	TR TRAN#=000000000008834 TR CD=500 REG=51 PORT=PRIN			**CHANGED** 03/04/10 @CR	
07/20/09	PRINCIPAL ON 18285 8 PAR VALUE	0 62		164 72	0907000007
	TR TRAN#=000000000008888 TR CD=500 REG=51 PORT=PRIN			**CHANGED** 03/04/10 @CR	
		9 27	0 00	2460 38	
	GOV'T NATL MTG ASSN 6 0% DUE 04/15/2013 - 36209J6P1 - MINOR = 061				
08/17/09	PRIN PMT FOR JULY 2009	-0 05		37.80	0908000002
	TR TRAN#=00908122002423 TR CD=190 REG=5649 PORT=PRIN			**CHANGED** 03/05/10 @CR	
09/15/09	PRIN PMT FOR AUGUST 2009	-0 05		38 01	0909000002
	TR TRAN#=00909112002635 TR CD=190 REG=5649 PORT=PRIN			**CHANGED** 03/05/10 @CR	
10/15/09	PRIN PMT FOR SEPTEMBER 2009	-0 05		38 21	0910000002
	TR TRAN#=00910132002702 TR CD=190 REG=5649 PORT=PRIN			**CHANGED** 03/05/10 @CR	
11/16/09	PRIN PMT FOR OCTOBER 2009	-0 05		38 42	0911000002
	TR TRAN#=00911122002175 TR CD=190 REG=5649 PORT=PRIN				
12/15/09	PRIN PMT FOR NOVEMBER 2009	-0 05		38 63	0912000002
	TR TRAN#=00912102002124 TR CD=190 REG=5649 PORT=PRIN				
01/15/09	PRINCIPAL ON 1988 09 PAR VALUE	-0 05		34 92	0901000002
	TR TRAN#=000000000008546 TR CD=500 REG=51 PORT=PRIN			**CHANGED** 03/05/10 @CR	
02/17/09	PRINCIPAL ON 1953 17 PAR VALUE	-0 05		35 11	0902000002
	TR TRAN#=000000000008596 TR CD=500 REG=51 PORT=PRIN			**CHANGED** 03/05/10 @CR	

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
509	LONG-TERM 15% GAIN/LOSS - CURRENT SALES (CONTINUED)				
	GOV'T NATL MTG ASSN 6 0% DUE 04/15/2013 - 36209J6P1 - MINOR = 061 (CONTINUED)				
03/16/09	PRINCIPAL ON 1918.06 PAR VALUE TR TRAN#=000000000008645 TR CD=500 REG=51 PORT=PRIN	-0.05		35.30 **CHANGED** 03/05/10 @CR	0903000002
04/15/09	PRINCIPAL ON 1882.75 PAR VALUE TR TRAN#=000000000008698 TR CD=500 REG=51 PORT=PRIN	-0.05		35.49 **CHANGED** 03/05/10 @CR	0904000002
05/15/09	PRINCIPAL ON 1847 26 PAR VALUE TR TRAN#=000000000008755 TR CD=500 REG=51 PORT=PRIN	-0.05		35 69 **CHANGED** 03/05/10 @CR	0905000002
06/15/09	PRINCIPAL ON 1811.57 PAR VALUE TR TRAN#=000000000008813 TR CD=500 REG=51 PORT=PRIN	-0 05		37 40 **CHANGED** 03/05/10 @CR	0906000002
07/15/09	PRINCIPAL ON 1774.18 PAR VALUE TR TRAN#=000000000008866 TR CD=500 REG=51 PORT=PRIN	-0.05		37 60 **CHANGED** 03/05/10 @CR	0907000002
		-0 60	0 00	442 58	
	GOV'T NATL MTG ASSN 6 50% DUE 03/15/2031 - 36213BXK3 - MINOR = 061				
08/17/09	PRIN PMT FOR JULY 2009 TR TRAN#=00908122002443 TR CD=190 REG=5649 PORT=PRIN	-0 02		1 25 **CHANGED** 03/05/10 @CR	0908000003
09/15/09	PRIN PMT FOR AUGUST 2009 TR TRAN#=00909112002655 TR CD=190 REG=5649 PORT=PRIN	-0 02		1.25 **CHANGED** 03/05/10 @CR	0909000003
10/15/09	PRIN PMT FOR SEPTEMBER 2009 TR TRAN#=00910132002722 TR CD=190 REG=5649 PORT=PRIN	-0 02		1 26 **CHANGED** 03/05/10 @CR	0910000003
11/16/09	PRIN PMT FOR OCTOBER 2009 TR TRAN#=00911122002195 TR CD=190 REG=5649 PORT=PRIN	-0 07		4 95	0911000003
12/15/09	PRIN PMT FOR NOVEMBER 2009 TR TRAN#=00912102002144 TR CD=190 REG=5649 PORT=PRIN	-0 02		1 30	0912000003
01/15/09	PRINCIPAL ON 435.18 PAR VALUE TR TRAN#=000000000008549 TR CD=500 REG=51 PORT=PRIN	-0 02		1.18 **CHANGED** 03/05/10 @CR	0901000003
02/17/09	PRINCIPAL ON 434 01 PAR VALUE TR TRAN#=000000000008599 TR CD=500 REG=51 PORT=PRIN	-0 02		1 18 **CHANGED** 03/05/10 @CR	0902000003
03/16/09	PRINCIPAL ON 432 82 PAR VALUE TR TRAN#=000000000008648 TR CD=500 REG=51 PORT=PRIN	-0 02		1 19 **CHANGED** 03/05/10 @CR	0903000003
04/15/09	PRINCIPAL ON 431 63 PAR VALUE TR TRAN#=000000000008701 TR CD=500 REG=51 PORT=PRIN	-0.02		1 20 **CHANGED** 03/05/10 @CR	0904000003
05/15/09	PRINCIPAL ON 430.44 PAR VALUE TR TRAN#=000000000008758 TR CD=500 REG=51 PORT=PRIN	-0 02		1 20 **CHANGED** 03/05/10 @CR	0905000003
06/15/09	PRINCIPAL ON 429 23 PAR VALUE TR TRAN#=000000000008816 TR CD=500 REG=51 PORT=PRIN	-0 06		4 89 **CHANGED** 03/05/10 @CR	0906000003
07/15/09	PRINCIPAL ON 424 34 PAR VALUE TR TRAN#=000000000008869 TR CD=500 REG=51 PORT=PRIN	-0 02		1 24 **CHANGED** 03/05/10 @CR	0907000003
		-0 33	0 00	22 09	
	GOLDMAN SACHS GROUP 6 65% DUE 5/15/2009 - 38141GAA2 - MINOR = 06				
05/15/09	MAT 25000 TR TRAN#=000000000008767 TR CD=503 REG=51 PORT=PRIN	620 00		25000 00	0905000004
		620 00	0 00	25000 00	
	TOYOTA MTR CREDIT CORP 6 1% DUE 06/21/2021 - 89240AAY6 - MINOR = 06				
06/22/09	CALL 50000 @ 100 TR TRAN#=000000000008840 TR CD=500 REG=51 PORT=PRIN			50000 00	0906000008
		0 00	0 00	50000 00	
	TOTAL CODE 509 - LONG-TERM 15% GAIN/LOSS - CURRENT SALES	380 61	0 00	132992 92	
68	INTEREST INVESTMENT EXPENSE - NON-ALLOCABLE				
	FEDERAL NATL MTG ASSN 5 50% DUE 02/01/2033 - 31400CEY6 - MINOR = 060				
12/31/09	MBS EXPENSE ACCRUED FOR PERIOD TR TRAN#= TR CD= REG=0 PORT=TAXINC	-28 26	-28 26	***ADDED*** 03/12/10 $ML	0912000029
		-28 26	-28 26	0 00	
	GOV'T NATL MTG ASSN 6 0% DUE 10/15/2032 - 36201AZ68 - MINOR = 061				
12/31/09	MBS EXPENSE ACCRUED FOR PERIOD TR TRAN#= TR CD= REG=0 PORT=TAXINC	-36 16	-36 16	***ADDED*** 03/12/10 $ML	0912000031

Michael Barnett, CFP
NFP Securities, Inc.

Pricing Updated: 07/23/10

Thomas Barnett Memorial Charitable Foundation
960006184 | GSAM, Profile 4, Moderate Growth

Accounting Method. First In, First Out Realized Gain/Loss From: January 1, 2009 To: December 31, 2009

Short Term Gain/Loss	Shares	Cost Basis	Purchase Date	Proceeds	Gain/ (Loss)
Goldman Sachs Core Fixed Income A	1,900.750	$16,195 86	07/15/2008 - 07/01/2009	$16,726 60	$530.74
GS High Yield A	233 721	$1,716 22	01/15/2008 - 10/13/2008	$1,265.80	($450 42)
GS Local Emerging Markets Debt A	159 507	$1,574 33	07/15/2008	$1,312 74	($261 59)
Total		**$19,486.41**		**$19,305.14**	**($181.27)**

Long Term Gain/Loss	Shares	Cost Basis	Purchase Date	Proceeds	Gain/ (Loss)
GS Commodity Strategy A	148 969	$1,462.87	04/17/2007	$860 21	($602 66)
GS Emerging Markets Debt A	134 524	$1,464.61	01/21/2004 - 06/30/2005	$1,413.38	($51.23)
GS Emerging Mkts Equity A	434 928	$4,533.05	04/16/2002 - 01/17/2007	$4,347 62	($185 43)
GS Global Income A	170 465	$2,161 68	07/18/2006 - 10/17/2006	$2,098 93	($62 75)
GS High Yield A	611 011	$4,610 41	10/16/2007 - 06/30/2008	$3,553.75	($1,056 66)
GS International Real Estate Sec A	102.402	$1,084.44	10/17/2006	$549 64	($534 80)
GS Real Estate A	36 246	$619.02	12/09/2004 - 01/19/2005	$244.30	($374 72)
GS Struct Large Cap Gr A	1,182 972	$14,238 08	04/19/2005 - 07/19/2005	$10,402 20	($3,835 88)
GS Struct Large Cap Val A	69 166	$829 30	01/19/2005	$509 17	($320 13)
GS Structured Int'l Equity A	762 247	$7,280 76	01/21/2004 - 07/13/2004	$5,675 24	($1,605 52)
GS Structured Int'l Small Cp A	54 580	$551 81	10/16/2007	$260.06	($291 75)
GS Structured Small Cap Equity A	256.410	$3,414 01	01/17/2007 - 10/16/2007	$2,055.09	($1,358.92)
Total		**$42,250.04**		**$31,969.59**	**($10,280.45)**

Michael Barnett, CFP
NFP Securities, Inc.

Pricing Updated: 07/23/10

Thomas Barnett Memorial Charitable Foundation
960006187 | Callan, Profile 4, Moderate Growth

Accounting Method: First In, First Out Realized Gain/Loss From: January 1, 2009 To: December 31, 2009

Short Term Gain/Loss	Shares	Cost Basis	Purchase Date	Proceeds	Gain/(Loss)
There is no activity for the selected dates.					
Total		**N/A**		**$0.00**	**N/A**

Long Term Gain/Loss	Shares	Cost Basis	Purchase Date	Proceeds	Gain/(Loss)
AssetMark Large Cap Growth Fund	114.905	$1,031 85	03/04/2004	$663 00	($368 85)
AssetMark Small/Mid Cap Growth Fund	49.493	$469.19	03/04/2004	$255 88	($213.31)
AssetMark Small/Mid Cap Value Fund	43.311	$555.25	03/04/2004	$280.22	($275 03)
Total		**$2,056.29**		**$1,199.10**	**($857.19)**
TOTAL		**$2,056.29**		**$1,199.10**	**($857.19)**

Short Term - Indicates a security which has a holding period of less than 12 months.
Long Term - Indicates a security which has a holding period greater than 12 months.
Unclassified - Indicates a cost basis and/or purchase date is unavailable for this security and therefore a term can not be determined. Securities may appear as Unclassified because the account custodian was not provided with cost basis or purchase date information at the time of account setup or when securities were received.

Form 8868
(Rev April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ▶ [X]
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Type or print	Name of Exempt Organization	Employer identification number
	THOMAS BENTON BARNETT CHARITABLE FDN. (23 00 0823 31 2)	63-6159417
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P.O box, see instructions P.O.BOX 3067	
	City, town or post office, state, and ZIP code For a foreign address, see instructions. MOBILE, AL 36652	

Check type of return to be filed (file a separate application for each return)

[ ] Form 990 [ ] Form 990-T (corporation) [ ] Form 4720
[ ] Form 990 BL [ ] Form 990-T (sec 401(a) or 408(a) trust) [ ] Form 5227
[ ] Form 990-EZ [ ] Form 990 T (trust other than above) [ ] Form 6069
[X] Form 990-PF [ ] Form 1041-A [ ] Form 8870

- The books are in the care of ▶ BANCTRUST COMPANY, INC TRUST DEPARTMENT, P.O. BOX 3067, MOBILE, AL - 36652

Telephone No ▶ (251)431-7822 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3 month (6-months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2010 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 2009 or

▶ [ ] tax year beginning ______, and ending ______

2 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990 BL, 990 PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 162.
b	If this application is for Form 990 PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 880.
c	**Balance Due.** Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev. 4-2009)

923831
05-26-09

14560511 759609 9118-500 2009.03051 THOMAS BENTON BARNETT CHART 9118-501

8118-610 SR

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3 month extension on a previously filed Form 8868

- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed)

Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization THOMAS BENTON BARNETT CHARITABLE FDN. (23 00 0823 31 2)	Employer identification number 63-6159417
	Number, street, and room or suite no If a P O. box, see instructions. PO BOX 70047	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions MOBILE, AL 36670-1047	

Check type of return to be filed (File a separate application for each return):

[ ] Form 990 [ ] Form 990-EZ [ ] Form 990-T (sec 401(a) or 408(a) trust) [ ] Form 1041-A [ ] Form 5227 [ ] Form 8870
[ ] Form 990-BL [X] Form 990-PF [ ] Form 990-T (trust other than above) [ ] Form 4720 [ ] Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ BANCTRUST COMPANY, INC TRUST DEPARTMENT, P.O. BOX 3067, MOBILE, AL - 36652

Telephone No ▶ (251)431-7822 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2010

5 For calendar year 2009 , or other tax year beginning ________ , and ending ________

6 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 162.
b	If this application is for Form 990 PF, 990 T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 880.
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Sandra Blount Title ▶ CPA Date ▶ 8/9/10

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05-26-09