Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

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

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

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

Name of foundation
CRAMPTON TRUST #1255000731
REGIONS BANK, TRUSTEE

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P. O. DRAWER 1628

City or town, state, and ZIP code
MOBILE, AL 36633-1628

A Employer identification number
63-6181261

B Telephone number
(251) 690-1411

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)* ▶$ 17,554,332.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ▶ [X] if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	492,916.	492,916.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<58,780.>			
b	Gross sales price for all assets on line 6a 6,422,833.				
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	19,873.	0.		STATEMENT 2
12	**Total** Add lines 1 through 11	454,009.	492,916.		
13	Compensation of officers, directors, trustees, etc	130,758.	130,758.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 3	4,450.	0.		4,450.
c	Other professional fees				
17	Interest				
18	Taxes STMT 4	2,013.	2,013.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 5	3,525.	0.		3,525.
24	**Total operating and administrative expenses.** Add lines 13 through 23	140,746.	132,771.		7,975.
25	Contributions, gifts, grants paid	948,186.			948,186.
26	**Total expenses and disbursements.** Add lines 24 and 25	1,088,932.	132,771.		956,161.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<634,923.>			
b	**Net investment income** (if negative, enter -0-)		360,145.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

Revenue (lines 1–12); Operating and Administrative Expenses (lines 13–26)

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

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	636,616.	16,977.	16,977.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 6	3,983,109.	3,545,446.	3,607,284.
	b Investments - corporate stock STMT 7	8,262,457.	7,672,738.	9,779,360.
	c Investments - corporate bonds STMT 8	1,731,733.	2,759,314.	2,860,573.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	1,076,000.	1,065,000.	1,290,138.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	15,689,915.	15,059,475.	17,554,332.
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 ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	15,689,915.	15,059,475.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	15,689,915.	15,059,475.	
	31 **Total liabilities and net assets/fund balances**	15,689,915.	15,059,475.	

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	15,689,915.
2	Enter amount from Part I, line 27a	2	<634,923.>
3	Other increases not included in line 2 (itemize) ▶ BOOK/TAX TIMING DIFFERENCE	3	4,483.
4	Add lines 1, 2, and 3	4	15,059,475.
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	15,059,475.

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	REGIONS BANK SCHEDULE ATTACHED	P	VARIOUS	/ /09
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	6,422,833.		6,481,613.	<58,780.>
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				<58,780.>
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 <58,780.>

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	967,929.	18,947,085.	.051086
2007	950,604.	20,914,856.	.045451
2006	948,885.	19,717,338.	.048124
2005	936,732.	19,334,376.	.048449
2004	901,062.	19,246,081.	.046818

2 Total of line 1, column (d)	2	.239928
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	.047986
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	16,006,779.
5 Multiply line 4 by line 3	5	768,101.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,601.
7 Add lines 5 and 6	7	771,702.
8 Enter qualifying distributions from Part XII, line 4	8	956,161.

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			1	3,601.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	3,601.
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	3,601.
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	11,038.		
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	11,038.
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	7,437.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 3,601. **Refunded** ▶			11	3,836.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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 ▶ REGIONS BANK TRUST DEPARTMENT Telephone no. ▶ (251) 690-1411

Located at ▶ 11 NORTH WATER STREET, 28TH FLOOR, MOBILE, AL ZIP+4 ▶ 36602

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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
REGIONS BANK P.O. DRAWER 1628 MOBILE, AL 36633-1628	TRUSTEE 2.10	130,758.	0.	0.
MABEL B. WARD MOBILE, AL	DISTR. COMM. 0.15	0.	0.	0.
GILBERT F. DUKES, JR. MOBILE, AL	DISTR. COMM. 0.38	0.	0.	0.
JOHN C. JOHNSON MOBILE, AL	DISTR. COMM. 0.15	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.

Form **990-PF** (2009)

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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	15,539,587.
b	Average of monthly cash balances	1b	710,950.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	16,250,537.
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	16,250,537.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	243,758.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,006,779.
6	**Minimum investment return.** Enter 5% of line 5	6	800,339.

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	800,339.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	3,601.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,601.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	796,738.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	796,738.
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	796,738.

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	956,161.
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	956,161.
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	3,601.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	952,560.

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				796,738.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			925,280.	
b Total for prior years: 2007 , ,		14,980.		
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: ▶ $ 956,161.				
a Applied to 2008, but not more than line 2a			925,280.	
b Applied to undistributed income of prior years (Election required - see instructions)		14,980.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				15,901.
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				780,837.
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	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 10

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

c Any submission deadlines:

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

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 11				
Total			▶ 3a	948,186.
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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					
4 Dividends and interest from securities			14	492,916.	
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	<58,780.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a FEDERAL EXCISE TAX					
b REFUND 2007					19,873.
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		434,136.	19,873.

13 Total. Add line 12, columns (b), (d), and (e) 13 454,009.

(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 2008 FEDERAL EXCISE TAX

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Regions Bank by Roger E. Cole | 5/11/10 | Vice President
Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature: Stewart Dukes | Date: 5/7/10 | Check if self-employed ☐ | Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code: SMITH DUKES & BUCKALEW LLP, 3800 AIRPORT BLVD, MOBILE, AL 36608-1667 | EIN ▶ | Phone no. (251)343-1200

Form **990-PF** (2009)

923622 02-02-10

TRUST YEAR ENDING 12/31/2009

TAX PREPARER 6000
TRUST ADMINISTRATOR 901
INVESTMENT OFFICER 91

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

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
1000.0000 AT&T INC - 00206R102 - MINOR = 50						
SOLD		12/10/2009	27669 25			
ACQ	1000 0000	06/08/1992	27669 25	9021.23	18648.02	LT15
500 0000 ABBOTT LABORATORIES - 002824100 - MINOR = 31001						
SOLD		12/10/2009	26804 28			
ACQ	500 0000	02/19/2008	26804.28	27843 45	-1039 17	LT15
4000 0000 AETNA U S HEALTHCARE INC COM - 00817Y108 - MINOR = 50						
SOLD		07/02/2009	98322 64			
ACQ	2000 0000	01/14/2008	49161 32	116253 60	-67092 28	LT15
	1000 0000	02/19/2008	24580 66	51608 20	-27027 54	LT15
	1000 0000	05/08/2008	24580.66	43746 40	-19165 74	LT15
58000 0000 ALABAMA POWER CO SERIES. 07-D DTD 12/12/ - 010392EY0 - MINOR = 45						
SOLD		07/07/2009	61964 30			
ACQ	58000.0000	09/08/2008	61964 30	58590 49	3373 81	ST
500 0000 APACHE CORP - 037411105 - MINOR = 31001						
SOLD		12/10/2009	46973.79			
ACQ	500 0000	05/07/2003	46973.79	14462 12	32511 67	LT15
5000 0000 BANK OF NEW YORK MELLON CORP - 064058100 - MINOR = 50						
SOLD		12/10/2009	137668 42			
ACQ	5000 0000	02/19/2008	137668 42	225300 00	-87631.58	LT15
1000 0000 BRISTOL-MYERS SQUIBB CO COM - 110122108						
SOLD		12/10/2009	25099 31			
ACQ	1000 0000	06/08/1992	25099 31	15555.61	9543 70	LT15
8000 0000 CATERPILLAR INC DTD 12/05/08 7 9% 12/15/ - 149123BQ3 - MINOR = 45						
SOLD		12/14/2009	9852.32			
ACQ	5000 0000	10/06/2009	6157 70	6186 22	-28 52	ST
	3000 0000	11/09/2009	3694 62	3668.09	26 53	ST
1000.0000 COCA COLA CO COM - 191216100 - MINOR = 31001						
SOLD		12/10/2009	58048.48			
ACQ	1000 0000	06/08/1992	58048.48	21875.00	36173 48	LT15
500 0000 CONOCOPHILLIPS COM - 20825C104 - MINOR = 50						
SOLD		12/10/2009	25309 31			
ACQ	500 0000	06/08/1992	25309.31	5050.59	20258 72	LT15
1000 0000 COSTCO WHSL CORP NEW - 22160K105 - MINOR = 50						
SOLD		12/10/2009	59158 47			
ACQ	1000 0000	04/12/2006	59158.47	54463 60	4694 87	LT15
56000 0000 CREDIT SUISSE FB USA 4 875% 08/15/2010 - 22541LBH5 - MINOR = 45						
SOLD		02/27/2009	56038 64			
ACQ	56000 0000	09/08/2008	56038 64	56460.52	-421 88	ST
63000 0000 CREDIT SUISSE FB USA 4 875% 08/15/2010 - 22541LBH5 - MINOR = 45						
SOLD		07/07/2009	65135 07			
ACQ	56000 0000	09/08/2008	57897 84	56350 85	1546 99	ST
	7000 0000	06/08/2009	7237 23	7204 41	32 82	ST
11000 0000 CREDIT SUISSE NEW YORK DTD 5/4/09 5 5% 0 - 22546QAA5 - MINOR = 45						
SOLD		12/14/2009	11515.90			
ACQ	4000.0000	10/06/2009	4187 60	4311 16	-123 56	ST
	7000 0000	11/09/2009	7328.30	7616 57	-288 27	ST
58000 0000 DEERE JOHN CAPITAL CORP SERIES. MTN DTD 12/17/07 4 95% 12/17/2012 - 24422EQM4 - MINOR = 45						
SOLD		05/27/2009	59872 82			
ACQ	58000 0000	09/08/2008	59872 82	58184 62	1688 20	ST
62000 0000 WALT DISNEY CO DTD 12/22/08 4 5% 12/15/2 - 254687AW6 - MINOR = 45						
SOLD		08/12/2009	65193.00			
ACQ	16000 0000	12/18/2008	16824 00	16145.75	678 25	ST
	23000 0000	12/18/2008	24184 50	23233 27	951 23	ST
	23000.0000	12/18/2008	24184 50	22775.98	1408 52	ST
500 0000 DOMINION RES INC VA NEW COM - 25746U109 - MINOR = 50						
SOLD		12/10/2009	19229 49			
ACQ	500 0000	03/16/2007	19229 49	21452.50	-2223 01	LT15
58000 0000 DOMINION RES INC VA NEW SERIES· C 5.15% - 25746UAW9 - MINOR = 45						
SOLD		07/01/2009	59200 60			
ACQ	58000 0000	09/08/2008	59200 60	56695 58	2505 02	ST
1000 0000 DU PONT E I DE NEMOURS & CO - 263534109 - MINOR = 50						
SOLD		06/09/2009	26309 32			
ACQ	1000 0000	06/08/1992	26309 32	24994 62	1314 70	LT15
1000 0000 DU PONT E I DE NEMOURS & CO - 263534109 - MINOR = 50						
SOLD		12/10/2009	31899 17			
ACQ	1000 0000	06/08/1992	31899 17	24994 61	6904 56	LT15
1000 0000 EXXON MOBIL CORP - 30231G102						
SOLD		03/23/2009	66926 61			
ACQ	1000 0000	06/08/1992	66926 61	15640 62	51285 99	LT15
1000 0000 EXXON MOBIL CORP - 30231G102						
SOLD		05/08/2009	70418 18			
ACQ	1000 0000	06/08/1992	70418 18	15640 63	54777 55	LT15
500 0000 EXXON MOBIL CORP - 30231G102						
SOLD		06/09/2009	36719 05			
ACQ	500 0000	06/08/1992	36719 05	7820 31	28898 74	LT15
500.0000 EXXON MOBIL CORP - 30231G102						
SOLD		09/09/2009	35444 08			
ACQ	500 0000	06/08/1992	35444 08	7820 31	27623 77	LT15
500 0000 EXXON MOBIL CORP - 30231G102						
SOLD		12/10/2009	36630 04			
ACQ	500 0000	06/08/1992	36630 04	7820 31	28809 73	LT15
463 2900 FD HM LN MTG CORP PARTN CTFS POOL# A52621 30 YEAR FIXED 6% 10/01/2036 - 3128KE4E0 - MINOR = 35						
SOLD		11/16/2009	463.29			
ACQ	463 2900	10/07/2009	463.29	492 03	-28 74	ST

TRUST YEAR ENDING 12/31/2009

TAX PREPARER· 6000
TRUST ADMINISTRATOR: 901
INVESTMENT OFFICER 91

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

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
491 6800 FD HM LN MTG CORP PARTN CTFS POOL# A52621 30 YEAR FIXED 6% 10/01/2036 - 3128KE4E0 - MINOR = 35						
SOLD		12/15/2009	491.68			
ACQ	491.6800	10/07/2009	491 68	522 18	-30 50	ST
249 5900 FEDERAL HOME LN MTG CORP POOL #A67374 DTD 10/01/07 6% 08/01/2037 - 3128KYFP9 - MINOR = 35						
SOLD		01/15/2009	249 59			
ACQ	249 5900	09/08/2008	249 59	256 53	-6 94	ST
5004 0600 FEDERAL HOME LN MTG CORP POOL #A67374 DTD 10/01/07 6% 08/01/2037 - 3128KYFP9 - MINOR = 35						
SOLD		02/17/2009	5004 06			
ACQ	5004 0600	09/08/2008	5004 06	5143.24	-139 18	ST
4249 6600 FEDERAL HOME LN MTG CORP POOL #A67374 DTD 10/01/07 6% 08/01/2037 - 3128KYFP9 - MINOR = 35						
SOLD		03/16/2009	4249.66			
ACQ	4249 6600	09/08/2008	4249 66	4367 85	-118.19	ST
8325 6200 FEDERAL HOME LN MTG CORP POOL #A67374 DTD 10/01/07 6% 08/01/2037 - 3128KYFP9 - MINOR = 35						
SOLD		04/15/2009	8325 62			
ACQ	8325 6200	09/08/2008	8325 62	8557 18	-231 56	ST
4404 6400 FEDERAL HOME LN MTG CORP POOL #A67374 DTD 10/01/07 6% 08/01/2037 - 3128KYFP9 - MINOR = 35						
SOLD		05/15/2009	4404 64			
ACQ	4404.6400	09/08/2008	4404 64	4527 14	-122 50	ST
5502 9400 FEDERAL HOME LN MTG CORP POOL #A67374 DTD 10/01/07 6% 08/01/2037 - 3128KYFP9 - MINOR = 35						
SOLD		06/15/2009	5502 94			
ACQ	5502 9400	09/08/2008	5502 94	5655 99	-153 05	ST
8555 7700 FEDERAL HOME LN MTG CORP POOL #A67374 DTD 10/01/07 6% 08/01/2037 - 3128KYFP9 - MINOR = 35						
SOLD		07/15/2009	8555 77			
ACQ	8555 7700	09/08/2008	8555 77	8793.73	-237 96	ST
3111.6600 FEDERAL HOME LN MTG CORP POOL #A67374 DTD 10/01/07 6% 08/01/2037 - 3128KYFP9 - MINOR = 35						
SOLD		08/17/2009	3111 66			
ACQ	3111 6600	09/08/2008	3111 66	3198 20	-86 54	ST
1841 1700 FEDERAL HOME LN MTG CORP POOL #A67374 DTD 10/01/07 6% 08/01/2037 - 3128KYFP9 - MINOR = 35						
SOLD		09/15/2009	1841 17			
ACQ	1841 1700	09/08/2008	1841 17	1892 38	-51 21	LT15
3851 5600 FEDERAL HOME LN MTG CORP POOL #A67374 DTD 10/01/07 6% 08/01/2037 - 3128KYFP9 - MINOR = 35						
SOLD		10/15/2009	3851 56			
ACQ	3851 5600	09/08/2008	3851 56	3958 68	-107 12	LT15
1326 0900 FEDERAL HOME LN MTG CORP POOL #A67374 DTD 10/01/07 6% 08/01/2037 - 3128KYFP9 - MINOR = 35						
SOLD		11/16/2009	1326.09			
ACQ	1326 0900	09/08/2008	1326.09	1362 97	-36 88	LT15
216 6500 FEDERAL HOME LN MTG CORP POOL #A67374 DTD 10/01/07 6% 08/01/2037 - 3128KYFP9 - MINOR = 35						
SOLD		12/15/2009	216 65			
ACQ	216 6500	09/08/2008	216 65	222 68	-6.03	LT15
1326 5500 FEDERAL HOME LOAN MTG CORP POOL #G04356 DTD 05/01/08 6% 05/01/2038 - 3128M6E53 - MINOR = 35						
SOLD		12/15/2009	1326 55			
ACQ	1326 5500	11/09/2009	1326 55	1420.24	-93 69	ST
1577 9900 FEDERAL HOME LOAN MTG CORP POOL#G13273 5 - 3128MB2E6 - MINOR = 35						
SOLD		11/16/2009	1577 99			
ACQ	1577 9900	10/07/2009	1577 99	1663.55	-85 56	ST
1859 3100 FEDERAL HOME LOAN MTG CORP POOL#G13273 5 - 3128MB2E6 - MINOR = 35						
SOLD		12/15/2009	1859 31			
ACQ	1859 3100	10/07/2009	1859 31	1960 12	-100 81	ST
2542.7200 FEDERAL HOME LOAN MTG CORP POOL #G13174 DTD 05/01/08 5% 06/01/2023 - 3128MBXB8 - MINOR = 35						
SOLD		07/15/2009	2542 72			
ACQ	2542 7200	06/08/2009	2542.72	2613 44	-70 72	ST
1857 3700 FEDERAL HOME LOAN MTG CORP POOL #G13174 DTD 05/01/08 5% 06/01/2023 - 3128MBXB8 - MINOR = 35						
SOLD		08/17/2009	1857 37			
ACQ	1857 3700	06/08/2009	1857 37	1909.03	-51.66	ST
1648.5600 FEDERAL HOME LOAN MTG CORP POOL #G13174 DTD 05/01/08 5% 06/01/2023 - 3128MBXB8 - MINOR = 35						
SOLD		09/15/2009	1648 56			
ACQ	1648 5600	06/08/2009	1648 56	1694 41	-45 85	ST
1129 6100 FEDERAL HOME LOAN MTG CORP POOL #G13174 DTD 05/01/08 5% 06/01/2023 - 3128MBXB8 - MINOR = 35						
SOLD		10/15/2009	1129 61			
ACQ	1129 6100	06/08/2009	1129 61	1161 03	-31 42	ST
1636 6100 FEDERAL HOME LOAN MTG CORP POOL #G13174 DTD 05/01/08 5% 06/01/2023 - 3128MBXB8 - MINOR = 35						
SOLD		11/16/2009	1636 61			
ACQ	1636 6100	06/08/2009	1636 61	1682.13	-45 52	ST
1659 6400 FEDERAL HOME LOAN MTG CORP POOL #G13174 DTD 05/01/08 5% 06/01/2023 - 3128MBXB8 - MINOR = 35						
SOLD		12/15/2009	1659 64			
ACQ	1659 6400	06/08/2009	1659 64	1705 80	-46.16	ST
7317 2200 FEDERAL HOME LOAN MTG CORP POOL #G13240 DTD 07/01/08 5% 08/01/2023 - 3128MBZD2 - MINOR = 35						
SOLD		01/15/2009	7317 22			
ACQ	7317 2200	09/08/2008	7317 22	7389.25	-72 03	ST
13069.5100 FEDERAL HOME LOAN MTG CORP POOL #G13240 DTD 07/01/08 5% 08/01/2023 - 3128MBZD2 - MINOR = 35						
SOLD		02/17/2009	13069 51			
ACQ	13069 5100	09/08/2008	13069 51	13198 16	-128 65	ST
21262 6600 FEDERAL HOME LOAN MTG CORP POOL #G13240 DTD 07/01/08 5% 08/01/2023 - 3128MBZD2 - MINOR = 35						
SOLD		03/16/2009	21262 66			
ACQ	21262 6600	09/08/2008	21262 66	21471 96	-209 30	ST
19974 3700 FEDERAL HOME LOAN MTG CORP POOL #G13240 DTD 07/01/08 5% 08/01/2023 - 3128MBZD2 - MINOR = 35						
SOLD		04/15/2009	19974 37			
ACQ	19974 3700	09/08/2008	19974 37	20170 99	-196 62	ST
23008 5400 FEDERAL HOME LOAN MTG CORP POOL #G13240 DTD 07/01/08 5% 08/01/2023 - 3128MBZD2 - MINOR = 35						
SOLD		05/15/2009	23008 54			
ACQ	23008 5400	09/08/2008	23008 54	23235 03	-226 49	ST
20417 8400 FEDERAL HOME LOAN MTG CORP POOL #G13240 DTD 07/01/08 5% 08/01/2023 - 3128MBZD2 - MINOR = 35						
SOLD		06/15/2009	20417 84			
ACQ	20417 8400	09/08/2008	20417 84	20618 83	-200 99	ST

TRUST YEAR ENDING 12/31/2009

TAX PREPARER 6000
TRUST ADMINISTRATOR 901
INVESTMENT OFFICER 91

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

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
24618.8100 FEDERAL HOME LOAN MTG CORP POOL #G13240 DTD 07/01/08 5% 08/01/2023 - 3128MBZD2 - MINOR = 35						
SOLD		07/15/2009	24618.81			
ACQ	24618 8100	09/08/2008	24618.81	24861 15	-242 34	ST
13617.2100 FEDERAL HOME LOAN MTG CORP POOL #G13240 DTD 07/01/08 5% 08/01/2023 - 3128MBZD2 - MINOR = 35						
SOLD		08/17/2009	13617 21			
ACQ	13617 2100	09/08/2008	13617 21	13751 25	-134 04	ST
13474 6000 FEDERAL HOME LOAN MTG CORP POOL #G13240 DTD 07/01/08 5% 08/01/2023 - 3128MBZD2 - MINOR = 35						
SOLD		09/15/2009	13474 60			
ACQ	13474 6000	09/08/2008	13474 60	13607.24	-132 64	LT15
14348.6600 FEDERAL HOME LOAN MTG CORP POOL #G13240 DTD 07/01/08 5% 08/01/2023 - 3128MBZD2 - MINOR = 35						
SOLD		10/15/2009	14348.66			
ACQ	14348.6600	09/08/2008	14348 66	14489.90	-141 24	LT15
14297.0500 FEDERAL HOME LOAN MTG CORP POOL #G13240 DTD 07/01/08 5% 08/01/2023 - 3128MBZD2 - MINOR = 35						
SOLD		11/16/2009	14297 05			
ACQ	14297 0500	09/08/2008	14297 05	14437 79	-140 74	LT15
16510.1100 FEDERAL HOME LOAN MTG CORP POOL #G13240 DTD 07/01/08 5% 08/01/2023 - 3128MBZD2 - MINOR = 35						
SOLD		12/15/2009	16510.11			
ACQ	16510 1100	09/08/2008	16510 11	16672 63	-162 52	LT15
572 8000 FEDERAL HOME LOAN MTG CORP POOL #G18073 DTD 09/01/05 5% 09/02/2020 - 3128MMCK7 - MINOR = 35						
SOLD		12/15/2009	572.80			
ACQ	572 8000	11/09/2009	572.80	609 76	-36 96	ST
530 0000 FEDERAL NATIONAL MORTGAGE ASSN POOL #254693 DTD 03/01/03 5 5% 04/01/2033 - 31371K3A7 - MINOR = 35						
SOLD		11/25/2009	530 00			
ACQ	530 0000	10/07/2009	530 00	558 32	-28.32	ST
28058 7800 FEDERAL NATIONAL MORTGAGE ASSN POOL #254693 DTD 03/01/03 5.5% 04/01/2033 - 31371K3A7 - MINOR = 35						
SOLD		12/14/2009	29790.53			
ACQ	28058 7800	10/07/2009	29790.53	29558.17	232 36	ST
630 7200 FEDERAL NATIONAL MORTGAGE ASSN POOL #254693 DTD 03/01/03 5 5% 04/01/2033 - 31371K3A7 - MINOR = 35						
SOLD		12/28/2009	630 72			
ACQ	630 7200	10/07/2009	630 72	664 42	-33 70	ST
257 5200 FEDERAL NATIONAL MORTGAGE ASSN POOL #254 - 31371KWE7 - MINOR = 35						
SOLD		11/25/2009	257.52			
ACQ	257 5200	10/07/2009	257.52	274.14	-16 62	ST
250 9000 FEDERAL NATIONAL MORTGAGE ASSN POOL #254 - 31371KWE7 - MINOR = 35						
SOLD		12/28/2009	250 90			
ACQ	250 9000	10/07/2009	250.90	267 09	-16 19	ST
31414 7300 FEDERAL NATL MTGE ASSN POOL #725424 DTD 04/01/04 5.5% 04/01/2034 - 31402C4H2 - MINOR = 35						
SOLD		12/14/2009	33353.61			
ACQ	31414 7300	11/09/2009	33353 61	33289.79	63 82	ST
530 5700 FEDERAL NATL MTGE ASSN POOL #725424 DTD 04/01/04 5 5% 04/01/2034 - 31402C4H2 - MINOR = 35						
SOLD		12/28/2009	530.57			
ACQ	530 5700	11/09/2009	530 57	562.24	-31 67	ST
2267 0700 FEDERAL NATIONAL MORTGAGE ASSN POOL #725 - 31402DDB3 - MINOR = 35						
SOLD		01/26/2009	2267 07			
ACQ	2267 0700	09/08/2008	2267 07	2306.74	-39.67	ST
4040 9700 FEDERAL NATIONAL MORTGAGE ASSN POOL #725 - 31402DDB3 - MINOR = 35						
SOLD		02/25/2009	4040 97			
ACQ	4040 9700	09/08/2008	4040 97	4111 69	-70 72	ST
5638 7500 FEDERAL NATIONAL MORTGAGE ASSN POOL #725 - 31402DDB3 - MINOR = 35						
SOLD		03/25/2009	5638.75			
ACQ	5638 7500	09/08/2008	5638 75	5737 43	-98 68	ST
6257.7900 FEDERAL NATIONAL MORTGAGE ASSN POOL #725 - 31402DDB3 - MINOR = 35						
SOLD		04/27/2009	6257 79			
ACQ	6257 7900	09/08/2008	6257 79	6367 30	-109.51	ST
5805 4300 FEDERAL NATIONAL MORTGAGE ASSN POOL #725 - 31402DDB3 - MINOR = 35						
SOLD		05/26/2009	5805 43			
ACQ	5805.4300	09/08/2008	5805 43	5907 03	-101 60	ST
7538 1800 FEDERAL NATIONAL MORTGAGE ASSN POOL #725 - 31402DDB3 - MINOR = 35						
SOLD		06/25/2009	7538 18			
ACQ	7538 1800	09/08/2008	7538 18	7670 10	-131 92	ST
6701 6100 FEDERAL NATIONAL MORTGAGE ASSN POOL #725 - 31402DDB3 - MINOR = 35						
SOLD		07/27/2009	6701 61			
ACQ	6701 6100	09/08/2008	6701 61	6818 89	-117 28	ST
4495 9200 FEDERAL NATIONAL MORTGAGE ASSN POOL #725 - 31402DDB3 - MINOR = 35						
SOLD		08/25/2009	4495 92			
ACQ	4495.9200	09/08/2008	4495 92	4574 60	-78.68	ST
4189 8500 FEDERAL NATIONAL MORTGAGE ASSN POOL #725 - 31402DDB3 - MINOR = 35						
SOLD		09/25/2009	4189 85			
ACQ	4189 8500	09/08/2008	4189 85	4263 17	-73 32	LT15
3251.5900 FEDERAL NATIONAL MORTGAGE ASSN POOL #725 - 31402DDB3 - MINOR = 35						
SOLD		10/26/2009	3251 59			
ACQ	3251 5900	09/08/2008	3251 59	3308 49	-56.90	LT15
3976 7400 FEDERAL NATIONAL MORTGAGE ASSN POOL #725 - 31402DDB3 - MINOR = 35						
SOLD		11/25/2009	3976 74			
ACQ	3976 7400	09/08/2008	3976 74	4046 33	-69 59	LT15
272962 8700 FEDERAL NATIONAL MORTGAGE ASSN POOL #725 - 31402DDB3 - MINOR = 35						
SOLD		12/14/2009	289809 79			
ACQ	272962 8700	09/08/2008	289809 79	277739 72	12070 07	LT15
3733 7400 FEDERAL NATIONAL MORTGAGE ASSN POOL #725 - 31402DDB3 - MINOR = 35						
SOLD		12/28/2009	3733 74			
ACQ	3733 7400	09/08/2008	3733 74	3799 08	-65 34	LT15
1454 8400 FEDERAL NATIONAL MORTGAGE ASSN POOL #735516 DTD 04/01/05 5% 02/01/2020 - 31402RDV8 - MINOR = 35						
SOLD		12/28/2009	1454 84			
ACQ	1454.8400	11/09/2009	1454 84	1548 04	-93 20	ST

TRUST YEAR ENDING 12/31/2009

TAX PREPARER· 6000
TRUST ADMINISTRATOR: 901
INVESTMENT OFFICER· 91

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

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
10272 0000 FEDERAL NATIONAL MORTGAGE ASSN POOL #745822 DTD 08/01/06 6% 09/01/2036 - 31403DSK6 - MINOR = 35						
SOLD		01/26/2009	10272 00			
ACQ	10272 0000	09/08/2008	10272 00	10565 71	-293 71	ST
21573 8900 FEDERAL NATIONAL MORTGAGE ASSN POOL #745822 DTD 08/01/06 6% 09/01/2036 - 31403DSK6 - MINOR = 35						
SOLD		02/25/2009	21573 89			
ACQ	21573 8900	09/08/2008	21573 89	22190 77	-616.88	ST
24756 8900 FEDERAL NATIONAL MORTGAGE ASSN POOL #745822 DTD 08/01/06 6% 09/01/2036 - 31403DSK6 - MINOR = 35						
SOLD		03/25/2009	24756 89			
ACQ	24756 8900	09/08/2008	24756 89	25464.78	-707 89	ST
25785 5700 FEDERAL NATIONAL MORTGAGE ASSN POOL #745822 DTD 08/01/06 6% 09/01/2036 - 31403DSK6 - MINOR = 35						
SOLD		04/27/2009	25785 57			
ACQ	25785 5700	09/08/2008	25785 57	26522 88	-737 31	ST
21685 3100 FEDERAL NATIONAL MORTGAGE ASSN POOL #745822 DTD 08/01/06 6% 09/01/2036 - 31403DSK6 - MINOR = 35						
SOLD		05/26/2009	21685 31			
ACQ	21685 3100	09/08/2008	21685 31	22305 37	-620 06	ST
23315 9300 FEDERAL NATIONAL MORTGAGE ASSN POOL #745822 DTD 08/01/06 6% 09/01/2036 - 31403DSK6 - MINOR = 35						
SOLD		06/25/2009	23315 93			
ACQ	23315 9300	09/08/2008	23315 93	23982 62	-666.69	ST
25491 8000 FEDERAL NATIONAL MORTGAGE ASSN POOL #745822 DTD 08/01/06 6% 09/01/2036 - 31403DSK6 - MINOR = 35						
SOLD		07/27/2009	25491 80			
ACQ	25491 8000	09/08/2008	25491 80	26220 71	-728 91	ST
18619 2800 FEDERAL NATIONAL MORTGAGE ASSN POOL #745822 DTD 08/01/06 6% 09/01/2036 - 31403DSK6 - MINOR = 35						
SOLD		08/25/2009	18619 28			
ACQ	18619 2800	09/08/2008	18619 28	19151 68	-532 40	ST
17367 9100 FEDERAL NATIONAL MORTGAGE ASSN POOL #745822 DTD 08/01/06 6% 09/01/2036 - 31403DSK6 - MINOR = 35						
SOLD		09/25/2009	17367 91			
ACQ	17367 9100	09/08/2008	17367 91	17864 52	-496 61	LT15
16922 5600 FEDERAL NATIONAL MORTGAGE ASSN POOL #745822 DTD 08/01/06 6% 09/01/2036 - 31403DSK6 - MINOR = 35						
SOLD		10/26/2009	16922 56			
ACQ	16922 5600	09/08/2008	16922 56	17406 44	-483 88	LT15
16403 9000 FEDERAL NATIONAL MORTGAGE ASSN POOL #745822 DTD 08/01/06 6% 09/01/2036 - 31403DSK6 - MINOR = 35						
SOLD		11/25/2009	16403 90			
ACQ	16403 9000	09/08/2008	16403 90	16872 95	-469 05	LT15
12919 5300 FEDERAL NATIONAL MORTGAGE ASSN POOL #745822 DTD 08/01/06 6% 09/01/2036 - 31403DSK6 - MINOR = 35						
SOLD		12/28/2009	12919 53			
ACQ	12919 5300	09/08/2008	12919.53	13288 95	-369 42	LT15
2274.1500 FEDERAL NATL MTG ASSN POOL #878201 DTD 09/01/06 6% 09/01/2036 - 31409TU22 - MINOR = 35						
SOLD		12/28/2009	2274 15			
ACQ	2274 1500	11/09/2009	2274 15	2435 47	-161 32	ST
1621 2600 FEDERAL NATIONAL MORTGAGE ASSN POOL #928 - 31412LQ94 - MINOR = 35						
SOLD		11/25/2009	1621 26			
ACQ	1621.2600	10/08/2009	1621 26	1723 10	-101 84	ST
834 5700 FEDERAL NATIONAL MORTGAGE ASSN POOL #928 - 31412LQ94 - MINOR = 35						
SOLD		12/28/2009	834 57			
ACQ	834.5700	10/08/2009	834.57	886 99	-52 42	ST
1243 5500 FEDERAL NATIONAL MORTGAGE ASSN POOL #988107 DTD 08/01/08 5% 08/01/2023 - 31415SU83 - MINOR = 35						
SOLD		01/26/2009	1243.55			
ACQ	1243.5500	09/09/2008	1243 55	1255.99	-12 44	ST
2242 4200 FEDERAL NATIONAL MORTGAGE ASSN POOL #988107 DTD 08/01/08 5% 08/01/2023 - 31415SU83 - MINOR = 35						
SOLD		02/25/2009	2242 42			
ACQ	2242 4200	09/09/2008	2242 42	2264 84	-22.42	ST
6085 5300 FEDERAL NATIONAL MORTGAGE ASSN POOL #988107 DTD 08/01/08 5% 08/01/2023 - 31415SU83 - MINOR = 35						
SOLD		03/25/2009	6085.53			
ACQ	6085 5300	09/09/2008	6085 53	6146 39	-60 86	ST
5106 3100 FEDERAL NATIONAL MORTGAGE ASSN POOL #988107 DTD 08/01/08 5% 08/01/2023 - 31415SU83 - MINOR = 35						
SOLD		04/27/2009	5106 31			
ACQ	5106 3100	09/09/2008	5106 31	5157 37	-51 06	ST
4761 1000 FEDERAL NATIONAL MORTGAGE ASSN POOL #988107 DTD 08/01/08 5% 08/01/2023 - 31415SU83 - MINOR = 35						
SOLD		05/26/2009	4761 10			
ACQ	4761 1000	09/09/2008	4761 10	4808 71	-47 61	ST
5894 7300 FEDERAL NATIONAL MORTGAGE ASSN POOL #988107 DTD 08/01/08 5% 08/01/2023 - 31415SU83 - MINOR = 35						
SOLD		06/25/2009	5894.73			
ACQ	5894 7300	09/09/2008	5894.73	5953 68	-58 95	ST
5407 6300 FEDERAL NATIONAL MORTGAGE ASSN POOL #988107 DTD 08/01/08 5% 08/01/2023 - 31415SU83 - MINOR = 35						
SOLD		07/27/2009	5407 63			
ACQ	5407 6300	09/09/2008	5407 63	5461 71	-54 08	ST
3832 0800 FEDERAL NATIONAL MORTGAGE ASSN POOL #988107 DTD 08/01/08 5% 08/01/2023 - 31415SU83 - MINOR = 35						
SOLD		08/25/2009	3832 08			
ACQ	3832 0800	09/09/2008	3832 08	3870 40	-38 32	ST
3485 7400 FEDERAL NATIONAL MORTGAGE ASSN POOL #988107 DTD 08/01/08 5% 08/01/2023 - 31415SU83 - MINOR = 35						
SOLD		09/25/2009	3485 74			
ACQ	3485 7400	09/09/2008	3485 74	3520 60	-34 86	LT15
4069 4200 FEDERAL NATIONAL MORTGAGE ASSN POOL #988107 DTD 08/01/08 5% 08/01/2023 - 31415SU83 - MINOR = 35						
SOLD		10/26/2009	4069 42			
ACQ	4069 4200	09/09/2008	4069 42	4110 11	-40 69	LT15
4412 0800 FEDERAL NATIONAL MORTGAGE ASSN POOL #988107 DTD 08/01/08 5% 08/01/2023 - 31415SU83 - MINOR = 35						
SOLD		11/25/2009	4412 08			
ACQ	4412 0800	09/09/2008	4412 08	4456.20	-44 12	LT15
4310 2600 FEDERAL NATIONAL MORTGAGE ASSN POOL #988107 DTD 08/01/08 5% 08/01/2023 - 31415SU83 - MINOR = 35						
SOLD		12/28/2009	4310.26			
ACQ	4310 2600	09/09/2008	4310 26	4353 36	-43 10	LT15
9689 9220 FIDELITY ADVISOR DIVERSIFIED INTL FUND # - 315920686 - MINOR = 64						
SOLD		12/04/2009	146996 12			
ACQ	9689 9220	05/09/2008	146996 12	207267 43	-60271 31	LT15

TRUST YEAR ENDING 12/31/2009

TAX PREPARER· 6000
TRUST ADMINISTRATOR· 901
INVESTMENT OFFICER· 91

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

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
13685 4870 FIDELITY ADVISOR DIVERSIFIED INTL FUND # - 315920686 - MINOR = 64						
SOLD		12/10/2009	203366.33			
ACQ	13685.4870	05/09/2008	203366 33	292732 57	-89366.24	LT15
2000 0000 GENENTECH INC COM NEW - 368710406 - MINOR = 50						
SOLD		03/23/2009	188421.29			
ACQ	1000 0000	03/16/2007	94210.65	81190.00	13020.65	LT15
	1000 0000	02/19/2008	94210 65	73078 70	21131 95	LT15
2000 0000 GENERAL DYNAMICS CORP - 369550108 - MINOR = 50						
SOLD		05/08/2009	110995.10			
ACQ	2000 0000	05/08/2008	110995.10	182863 60	-71868 50	ST
9000 0000 GENERAL ELEC CO COM - 369604103						
SOLD		02/06/2009	99899 40			
ACQ	9000.0000	06/08/1992	99899.40	57656 25	42243 15	LT15
1000 0000 GENERAL MILLS INC - 370334104 - MINOR = 50						
SOLD		09/09/2009	60409.43			
ACQ	1000 0000	12/08/2004	60409 43	46194 00	14215.43	LT15
8000.0000 HESS CORPORATION DTD 2/3/09 8 125% 02/15 - 42809HAB3 - MINOR = 45						
SOLD		12/14/2009	9689 36			
ACQ	4000 0000	10/06/2009	4844.68	4814 14	30 54	ST
	4000 0000	11/10/2009	4844 68	4841 28	3.40	ST
58000 0000 HEWLETT-PACKARD CO DTD 03/03/08 4.5% 03/ - 428236AQ6 - MINOR = 45						
SOLD		09/11/2009	61692 86			
ACQ	58000 0000	09/08/2008	61692 86	57776 12	3916 74	LT15
23000 0000 INGERSOLL-RAND GL HLD CO DTD 08/15/08 6 - 45687AAA0 - MINOR = 45						
SOLD		01/28/2009	21710 85			
ACQ	23000 0000	09/08/2008	21710 85	23335 75	-1624 90	ST
35000.0000 INGERSOLL-RAND GL HLD CO DTD 08/15/08 6 - 45687AAA0 - MINOR = 45						
SOLD		01/28/2009	33190 15			
ACQ	35000 0000	09/08/2008	33190 15	35510 92	-2320.77	ST
1000 0000 JOHNSON & JOHNSON COM - 478160104 - MINOR = 31001						
SOLD		06/09/2009	56178 55			
ACQ	1000 0000	06/08/1992	56178.55	11226 56	44951.99	LT15
500 0000 JOHNSON & JOHNSON COM - 478160104 - MINOR = 31001						
SOLD		09/09/2009	30384.21			
ACQ	500 0000	06/08/1992	30384 21	5613 28	24770 93	LT15
500.0000 JOHNSON & JOHNSON COM - 478160104 - MINOR = 31001						
SOLD		12/10/2009	32194 16			
ACQ	500.0000	06/08/1992	32194.16	5613 28	26580 88	LT15
1000 0000 KRAFT FOODS INC - 50075N104 - MINOR = 50						
SOLD		05/08/2009	25429.34			
ACQ	1000 0000	06/08/1992	25429 34	8626.77	16802 57	LT15
2000 0000 LOWES COMPANIES INC - 548661107 - MINOR = 3101						
SOLD		02/06/2009	38392 98			
ACQ	2000 0000	02/19/2008	38392 98	46297.80	-7904 82	ST
113000 0000 MERRILL LYNCH & CO SENIOR NOTE - 590188JP4 - MINOR = 45						
SOLD		01/21/2009	112977 40			
ACQ	113000.0000	09/08/2008	112977 40	113440.70	-463 30	ST
14000 0000 MERRILL LYNCH & CO INC SERIES· MTN DTD 04/25/08 6.875% 04/25/2018 - 59018YN64 - MINOR = 45						
SOLD		12/14/2009	15412 18			
ACQ	5000 0000	07/23/2009	5504 35	4981 80	522 55	ST
	5000 0000	10/06/2009	5504.35	5322.91	181 44	ST
	4000 0000	11/09/2009	4403 48	4336.49	66.99	ST
1000 0000 NEWMONT MINING CORP NEW - 651639106 - MINOR = 50						
SOLD		05/08/2009	43390 88			
ACQ	1000.0000	12/08/2004	43390 88	44150 00	-759 12	LT15
500 0000 NORTHROP GRUMMAN CORP COM - 666807102 - MINOR = 50						
SOLD		12/10/2009	27229 29			
ACQ	500 0000	05/07/2003	27229 29	22295 00	4934 29	LT15
5076 1420 OPPENHEIMER MAIN ST SMALL CAP FD CL Y - 68381F409 - MINOR = 62						
SOLD		06/09/2009	76700.50			
ACQ	5076 1420	05/09/2008	76700 50	100000 00	-23299 50	LT15
500 0000 PEPSICO INC COM - 713448108						
SOLD		12/10/2009	31064.19			
ACQ	500.0000	03/16/2007	31064 19	31360 00	-295 81	LT15
1970 0000 PFIZER INC COM - 717081103						
SOLD		12/10/2009	36325 86			
ACQ	1970 0000	10/16/2009	36325 86	34514 40	1811 46	ST
1000 0000 PFIZER INC COM - 717081103						
SOLD		12/28/2009	18519 62			
ACQ	1000.0000	06/08/1992	18519 62	3693 18	14826 44	LT15
1000 0000 PROCTER & GAMBLE CO COM - 742718109						
SOLD		12/10/2009	62488 38			
ACQ	1000 0000	06/08/1992	62488 38	12551 68	49936.70	LT15
62000 0000 PROCTER & GAMBLE CO MAKE WHOLE 4 6% 01/1 - 742718DL0 - MINOR = 45						
SOLD		09/11/2009	66774 00			
ACQ	47000 0000	12/16/2008	50619.00	46989 66	3629 34	ST
	15000 0000	12/16/2008	16155 00	15291 01	863 99	ST
500 0000 RAYTHEON CO COM - 755111507 - MINOR = 50						
SOLD		12/10/2009	25984 33			
ACQ	100 0000	07/13/1994	5196 87	3148 75	2048.12	LT15
	400 0000	04/12/2006	20787 46	17436 00	3351 46	LT15
29600 5860 RMK MID CAP GROWTH FUND - 75913Q456 - MINOR = 62						
SOLD		03/23/2009	300741 95			
ACQ	16314 2840	05/07/2003	165753 12	200000 00	-34246 88	LT15
	13286 3020	05/09/2008	134988 83	225999 99	-91011 16	ST

FROM 01/01/2009 STATEMENT OF CAPITAL GAINS AND LOSSES
TO 12/31/2009 THE CRAMPTON TRUST RUN 02/09/2010
05 54:24 PM

TRUST YEAR ENDING 12/31/2009

TAX PREPARER 6000
TRUST ADMINISTRATOR: 901
INVESTMENT OFFICER· 91

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

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
1000.0000 REGIONS FINANCIAL CORP - 7591EP100 - MINOR = 50						
SOLD		03/23/2009	4419.97			
ACQ	1000.0000	06/08/1992	4419.97	11919.58	-7499.61	LT15
3000 0000 REGIONS FINANCIAL CORP - 7591EP100 - MINOR = 50						
SOLD		05/08/2009	18644.51			
ACQ	1026 0000	06/08/1992	6376 42	12229 48	-5853 06	LT15
	1974.0000	06/08/1992	12268 09	22470 62	-10202 53	LT15
6000 0000 REGIONS FINANCIAL CORP - 7591EP100 - MINOR = 50						
SOLD		06/09/2009	24119 37			
ACQ	6000 0000	06/08/1992	24119.37	68299.75	-44180 38	LT15
1000 0000 SMITH INTL INC - 832110100 - MINOR = 50						
SOLD		12/10/2009	26299 32			
ACQ	1000 0000	12/08/2004	26299 32	28345.00	-2045 68	LT15
4500 0000 SYSCO CORP COM - 871829107 - MINOR = 50						
SOLD		06/09/2009	106467 23			
ACQ	3000 0000	02/19/2008	70978 15	89176.50	-18198 35	LT15
	1500 0000	05/08/2008	35489.08	45732 30	-10243 22	LT15
65000.0000 TARGET CORP CALLABLE 5 375% 05/01/2017 - 87612EAP1 - MINOR = 45						
SOLD		07/23/2009	66718 60			
ACQ	65000 0000	06/12/2009	66718 60	64593.85	2124.75	ST
CHANGED 12/21/09 ACD PREP NOTE EXISTS						
500.0000 3M CO COM - 88579Y101 - MINOR = SBW						
SOLD		12/10/2009	39958 92			
ACQ	500 0000	02/19/2008	39958 92	39870 00	88 92	LT15
500 0000 UNION PACIFIC CORP - 907818108 - MINOR = 50						
SOLD		12/10/2009	31919 17			
ACQ	500 0000	07/13/1994	31919 17	9493 45	22425 72	LT15
60000 0000 UNITED STATES TREASURY NOTE 5.00% DTD 2/15/01 DUE 2/15/2011 - 9128276T4 - MINOR = 30						
SOLD		01/21/2009	65407 03			
ACQ	60000 0000	09/08/2008	65407 03	63086 79	2320.24	ST
27000 0000 UNITED STATES TREASURY NOTE 5 00% DTD 2/15/01 DUE 2/15/2011 - 9128276T4 - MINOR = 30						
SOLD		12/14/2009	28428 03			
ACQ	6000 0000	09/08/2008	6317.34	6134 30	183 04	LT15
	10000 0000	06/08/2009	10528 90	10393.79	135 11	ST
	11000 0000	10/06/2009	11581 79	11571.55	10 24	ST
219000.0000 UNITED STATES TREASURY N/B 4.25% 11/15/2 - 912828BR0 - MINOR = 30						
SOLD		01/21/2009	249369 14			
ACQ	168000 0000	12/01/2004	191296 87	167107 50	24189 37	LT15
	51000 0000	09/08/2008	58072.27	53565 79	4506.48	ST
97000 0000 UNITED STATES TREASURY N/B 4 25% 11/15/2 - 912828BR0 - MINOR = 30						
SOLD		11/09/2009	105987.65			
ACQ	82000 0000	12/01/2004	89597 81	81564 38	8033 43	LT15
	8000 0000	06/08/2009	8741 25	8477 19	264 06	ST
	7000 0000	10/06/2009	7648.59	7647.77	0 82	ST
222000 0000 UNITED STATES TREASURY 3 5% 02/15/2010 - 912828DL1 - MINOR = 30						
SOLD		06/08/2009	226483.36			
ACQ	222000 0000	05/27/2009	226483.36	226734.94	-251 58	ST
65000 0000 UNITED STATES TREASURY 3 5% 02/15/2010 - 912828DL1 - MINOR = 30						
SOLD		06/10/2009	66335 55			
ACQ	37000 0000	09/08/2008	37760 24	37326 06	434.18	ST
	28000 0000	05/27/2009	28575 31	28592 47	-17 16	ST
377000 0000 UNITED STATES TREASURY 3 5% 02/15/2010 - 912828DL1 - MINOR = 30						
SOLD		12/11/2009	379194.26			
ACQ	253000 0000	09/08/2008	254472 54	254641 19	-168 65	LT15
	124000 0000	10/06/2009	124721 72	125482 19	-760 47	ST
123000 0000 UNITED STATES TREASURY 4 875% 05/15/20 - 912828FE5 - MINOR = 30						
SOLD		05/07/2009	123105 71			
ACQ	108000.0000	11/06/2008	108092.82	110003 16	-1910.34	ST
	15000 0000	11/25/2008	15012 89	15297 66	-284 77	ST
124000 0000 UNITED STATES TREASURY DTD 10/31/07 3 62 - 912828HF0 - MINOR = 30						
SOLD		10/05/2009	124295 47			
ACQ	124000 0000	05/07/2009	124295 47	125913 28	-1617 81	ST
69000 0000 UNITED STATES TREASURY N/B DTD 05/15/08 - 912828HZ6 - MINOR = 30						
SOLD		10/27/2009	71471 60			
ACQ	58000 0000	01/29/2009	60077 58	62736 66	-2659.08	ST
	11000 0000	10/06/2009	11394 02	11589 52	-195.50	ST
207000 0000 UNITED STATES TREASURY N/B DTD 05/15/08 - 912828HZ6 - MINOR = 30						
SOLD		11/09/2009	215150 63			
ACQ	110000 0000	09/08/2008	114331 25	111157 60	3173 65	LT15
	23000 0000	06/08/2009	23905 63	23116 48	789 15	ST
	67000 0000	06/10/2009	69638 13	66916 25	2721 88	ST
	7000.0000	10/06/2009	7275 63	7373 78	-98 15	ST
2000 WELLS FARGO & CO NEW COM - 949746101						
SOLD		01/08/2009	5 92			
ACQ	2000	03/16/2007	5 92	55 30	-49 38	LT15
6398 0000 WELLS FARGO & CO NEW COM - 949746101						
SOLD		12/10/2009	166958 56			
ACQ	398 0000	03/16/2007	10385 98	110043 70	-99657 72	LT15
	3000 0000	03/16/2007	78286 29	102507 00	-24220 71	LT15
	3000 0000	05/08/2008	78286 29	88081 80	-9795 51	LT15
2000 0000 WESTERN UNION CO - 959802109 - MINOR = 50						
SOLD		05/08/2009	35118 09			
ACQ	2000 0000	12/08/2004	35118 09	38553 52	-3435 43	LT15

TRUST YEAR ENDING 12/31/2009

TAX PREPARER 6000
TRUST ADMINISTRATOR: 901
INVESTMENT OFFICER 91

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

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
500 0000 WYETH COM - 983024100 - MINOR = 455						
SOLD		05/08/2009	21975.43			
ACQ	500 0000	06/08/1992	21975 43	8796 87	13178.56	LT15
2000 0000 WYETH COM - 983024100 - MINOR = 455						
SOLD		10/16/2009	100514 40			
ACQ	2000 0000	06/08/1992	100514 40	35187.50	65326 90	LT15
		TOTALS	6422832 81	6481613 31		

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
SUBTOTAL FROM ABOVE	-160633.28	0.00	101852 78	0 00	0 00	0.00*
COMMON TRUST FUND	0 00	0 00	0 00			0.00
CAPITAL GAIN DIVIDENDS	0 00	0.00	0 00			0.00
	-160633 28	0.00	101852 78	0.00	0 00	0 00
STATE						
SUBTOTAL FROM ABOVE	-160633 28	0 00	101852 78	0 00	0 00	0 00*
COMMON TRUST FUND	0 00	0 00	0 00			0.00
CAPITAL GAIN DIVIDENDS	0 00	0 00	0 00			0 00
	-160633 28	0 00	101852.78	0.00	0 00	0.00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0.00	0 00
ALABAMA	N/A	N/A

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS -- COMMON STOCK	219,394.	0.	219,394.
DIVIDENDS -- FOREIGN COMMON STOCK	18,367.	0.	18,367.
INTEREST - CORPORATE	222,173.	0.	222,173.
INTEREST - US GOVERNMENT	32,982.	0.	32,982.
TOTAL TO FM 990-PF, PART I, LN 4	492,916.	0.	492,916.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FEDERAL EXCISE TAX REFUND 2007	19,873.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	19,873.	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
SMITH, DUKES & BUCKALEW -- TAX RETURN PREPARATION	4,300.	0.		4,300.
REGIONS BANK - TAX PRO	150.	0.		150.
TO FORM 990-PF, PG 1, LN 16B	4,450.	0.		4,450.

FORM 990-PF | TAXES | STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN WITHHOLDING TAXES	2,013.	2,013.		0.
TO FORM 990-PF, PG 1, LN 18	2,013.	2,013.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
D & O INSURANCE	3,425.	0.		3,425.
MISCELLANEOUS EXPENSE	100.	0.		100.
TO FORM 990-PF, PG 1, LN 23	3,525.	0.		3,525.

FORM 990-PF | U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS | STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
187,000 FHLMC 5.75% 01/15/12	X		198,209.	203,596.
134,000 US T-NOTE 5% 02/15/11	X		139,034.	140,433.
170,726 FHLMC 6% 08/01/37	X		175,474.	181,343.
.02 FNMA 5.5% 07/01/34	X		0.	0.
53,000 TENNESSEE VA AUTH 6.79% 05/23/12	X		67,991.	70,580.
590,030 FNMA 6% 09/01/36	X		709,761.	732,943.
21491 FHLMC 6% 10/01/36	X		22,825.	22,848.
54,940 FHLMC 6% 05/01/38	X		58,820.	58,356.
55,007 FHLMC 5% 10/01/23	X		57,990.	57,563.
53,319 FHLMC 5% 06/01/23	X		65,080.	66,262.
572,043 FHLMC 5% 08/01/23	X		577,674.	598,626.
27,783 FHLMC 5% 09/02/20	X		29,576.	29,210.
11,689 FNMA 5% 12/01/17	X		12,443.	12,318.
54,408 FNMA 5% 02/01/20	X		68,534.	67,777.

72,062 FNMA 6% 09/01/36	X	77,174.	76,549.
92,308 FNMA 6% 07/01/37	X	98,107.	97,919.
109,755 FNMA 5% 08/01/23	X	110,853.	114,822.
325,800 US T-INFLATION BD 1.375% 07/15/18	X	331,385.	326,461.
475,000 US T-NOTE .75% 11/30/11	X	474,351.	471,903.
271,000 FNMA 2.75% 04/11/11	X	270,165.	277,775.
TOTAL U.S. GOVERNMENT OBLIGATIONS		3,545,446.	3,607,284.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			
TOTAL TO FORM 990-PF, PART II, LINE 10A		3,545,446.	3,607,284.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
3M CO - - 2,500 SHS	190,846.	206,675.
ABBOTT LABS -- 3,500	166,550.	188,965.
AIR PRODS & CHEMC INC - 2,000	190,491.	162,120.
ALLERGAN INC - - 3,000 SHS	174,715.	189,030.
ALTRIA GROUP -- 3,000	17,451.	58,890.
AMERICAN EXPRESS -- 5,000	38,440.	202,600.
APACHE CORP. - 1,000	28,924.	103,170.
AT&T INC -- 7,000	63,149.	196,210.
BARRICK GOLD CORP -- 2,000	45,810.	78,760.
BLACK WARRIOR COAL CO -- 250	86,345.	23,550.
BRISTOL MYERS SQUIBB -- 3,000	46,667.	75,750.
CHEVRONTEXACO INC -- 2,000	119,119.	153,980.
CISCO SYS INC. - 7,500	134,172.	179,550.
CITRIX SYSTEM INC - 5,000	148,915.	208,050.
COCA COLA CO -- 2,000	43,750.	114,000.
CONOCO/PHILLIPS -- 1,500	15,152.	76,605.
COSTCO WHSL -- 1,000	54,464.	59,170.
DARDEN RESTURANTS - 4,000	147,114.	140,280.
DELL INC - 10,000 SHS	189,048.	143,600.
DEVON ENERGY CORP -- 3,000	220,595.	220,500.
DISNEY, WALT CO - - 5,000 SHS	164,702.	161,250.
DOMINION RES INC -- 2,500	33,647.	97,300.
DU PONT EI DE NEMOURS -- 2,000	49,989.	67,340.
DUKE ENERGY CORP. - 3,000	42,702.	51,630.
EATON CORP - 2,000	166,033.	127,240.
EMC CORP. MASS. - - 11,000	147,419.	192,170.
EXELON CORP - 2,000	167,107.	97,740.
EXXON MOBIL CORP -- 3,500	54,742.	238,665.
FREEPORT-MCMORAN - - 1000 SHS	61,590.	80,290.
HALLIBURTON CO - 5,000	219,386.	150,450.
INTEL CORP -- 9,000	49,805.	183,600.
JOHNSON & JOHNSON -- 3,000	33,680.	193,230.

JP MORGAN CHASE & CO -- 4,000	87,676.	166,680.
JUNIPER NETWORKS INC - 7,000	185,977.	186,690.
MICROSOFT CORP. - 7,000	193,218.	213,360.
NEMONT MINING CORP. - 2,000	56,560.	94,620.
NORFOLK SOUTHERN - 3,500	217,191.	183,470.
NORTHROP GRUMMAN -- 1,500	51,431.	83,775.
NUCOR CORP --2,000	107,130.	93,300.
ORACLE CORP - 9,000	180,074.	220,770.
PEPSICO INC. - 3,000	144,664.	182,400.
PFIZER -- 3,000	11,080.	54,570.
PHILLIP MORRIS IMTL INC - 3,000	63,358.	144,570.
PROCTER & GAMBLE -- 3,000	37,655.	181,890.
QUALCOMM INC - - 4,000 SHS	170,320.	185,040.
RAYTHEON -- 1,500	47,231.	77,280.
SCHLUMBERGER LTD -- 3,000	41,933.	195,270.
SOUTHERN CO -- 5,000	140,609.	166,600.
STRYKER CORP - - 2,500 SHS	156,012.	125,925.
THERMO FISHER INC - 3,500	151,704.	166,915.
TIFFANY & COMPANY - 3,000	127,787.	129,000.
TRANSOCEAN INC ADR- NEW 2,000	122,930.	165,600.
TRAVELERS CO - 4,000	191,307.	199,440.
UNION PACIFIC -- 1,500	28,480.	95,850.
UNITED TECH CORP - - 2,000 SHS	128,998.	138,820.
VERIZON COMMUNICATIONS -- 5,000	123,208.	165,650.
WAL MART STORES - 3,000	172,315.	160,350.
WALGREEN CO - 3,000	106,650.	110,160.
XTO ENERGY CORP - 3,000	156,027.	139,590.
ZIMMER HOLDINGS - 1,000	7,881.	59,110.
BEST BUY INC - 2,000	59,725.	78,920.
ROBERT HALF INTL INC - 5,000	121,026.	133,650.
CVS/CAREMARK CORP - 3,000	94,200.	96,630.
HESS CORP - 3,000	170,230.	181,500.
BANK OF AMERICA CORP - 6,000	93,829.	90,360.
GOLDMAN SACHS INC - 1,000	138,118.	168,840.
PRUDENTIAL FINL INC - 2,000	97,120.	99,520.
STATE STREET CORP - 4,000	165,800.	174,160.
TEVA PHARMACEUTICAL - 2,500	116,467.	140,450.
MONSANTO CO - 1,300	94,298.	106,275.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,672,738.	9,779,360.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
75,000 TARGET CORP 5.375% 05/01/17	74,337.	80,486.
145,000 HSBC FINANCE 4.625% 09/15/10	145,431.	148,599.
143,000 MORGAN STANLEY 5.05% 01/21/11	142,898.	148,318.
61,000 PEPSICO INC 7.9% 11/01/18	68,577.	74,862.
65,000 BP CAPITAL PLC 5.25% 11/07/13	65,878.	70,800.

57,000 CATERPILLAR INC 7.9% 12/15/18	57,133.	69,536.
67,000 AT&T INC 5.6% 05/15/18	66,292.	70,213.
58,000 DUKE ENERGY 6.25% 01/15/12	60,418.	62,705.
67,000 KELLOG CO 5.125% 12/03/12	68,573.	72,712.
67,000 MCDONALDS CORP 5.35% 02/29/18	67,925.	71,839.
67,000 ORACEL CORP 5.75% 04/15/18	68,347.	72,440.
67,000 VERIZON COMMUN 5.55% 02/15/16	67,725.	72,226.
76,000 WACHOVIA CORO 5.75% 06/15/17	68,441.	79,037.
73,000 COMCAST CORP 5.7% 07/01/19	74,226.	76,580.
58,000 HESS CORP 8.125% 02/15/19	69,156.	69,946.
78,000 PETROBRAS INTL 5.75% 01/20/20	78,046.	79,349.
62,000 TALSMAN ENERGY 7.75% 06/01/19	72,722.	72,813.
342,000 CITIGROUP INC 2.25% 12/10/12	348,573.	344,685.
130,000 CREDIT SUISSE 5.5% 05/01/14	136,730.	141,076.
166,000 GE CAP CORP 2.2% 06/08/12	166,920.	168,327.
68,000 GOLDMAN SACHS 6% 05/01/14	70,029.	74,376.
166,000 GOLDMAN SACHS 1.625% 07/15/11	166,129.	167,484.
66,000 MERRILL LYNCH CO 6.875% 04/25/18	65,760.	71,111.
74,000 ABBOTT LABS 5.125% 04/01/19	74,449.	77,402.
199,000 JOHN DEERE CAP 2.875% 06/19/12	200,686.	205,066.
136,000 GE CO 5% 02/01/13	139,198.	143,883.
68,000 TIME WARNER 6.75% 07/01/18	74,715.	74,702.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,759,314.	2,860,573.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MFS RESH INTL FD - 4366.812	COST	50,000.	62,533.
ARTISAN SMALL CAP VALUE FD - 8678	COST	100,000.	124,355.
ARTISAN MID CAP VALUE FD - 10,249	COST	130,000.	184,282.
BUFFALO SMALL CAP FD - 5,580	COST	100,000.	125,446.
AMER EUROPACIFIC GRTH FD - 7,987	COST	265,000.	305,977.
MUNDER CORE GROWTH FD - 8,016	COST	135,000.	181,808.
THORNBURG INTL VALUE FD - 12,051	COST	285,000.	305,737.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,065,000.	1,290,138.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 10
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

REGIONS BANK, ATTN: ROGER COLE
P.O. DRAWER 1628
MOBILE, AL 36633-1628

TELEPHONE NUMBER

(251) 431-8309

FORM AND CONTENT OF APPLICATIONS

NO PRESCRIBED FORM

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

ONLY SECTION 501(C)(3) ORGANIZATIONS THAT ARE NOT PRIVATE FOUNDATIONS AND WHICH ARE LOCATED IN THAT PART OF SOUTHWEST ALABAMA, INCLUDING THE COUNTIES OF BALDWIN, CLARKE, ESCAMBIA, MOBILE, MONROE, AND WASHINGTON.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALABAMA FREE CLINIC 257 HAND AVENUE BAY MINETTE, AL 36507	FUNDING FOR THE ROBERTSDALE FACILITY	PUBLIC	10,000.
ALABAMA SCHOOL OF MATHEMATICS AND SCIENCE FOUNDATION 1255 DAUPHIN STREET MOBILE, AL 36604	REPAIRS TO CAMPUS BUILDINGS	PUBLIC	10,000.
AMERICAN RED CROSS 353 DAUPHIN STREET MOBILE, AL 36602	FURNISHING HEADQUARTERS & DISASTER RESPONSE FACILITY	PUBLIC	5,000.
BIG BROTHERS BIG SISTERS 101 N. WATER STREET MOBILE, AL 36602	MENTORING PROGRAM	PUBLIC	7,000.
BOYS AND GIRLS CLUBS OF SOUTH ALABAMA 1102 GOVERNMENT STREET MOBILE, AL 36604	CONSTRUCYION COSTS PHASE II, SONNY CALLAHAN BOYS & GIRLS CLUB	PUBLIC	10,000.
CLARKE COUNTY DEVELOPMENT FOUNDATION P.O. BOX 305 THOMASVILLE, AL 36784	HOME INSTRUCTIONS FOR PARENTS OF PRESCHOOL YOUNGSTER	PUBLIC	10,000.
COMMUNITY SERVICE FOR VISION REHIBITATION 3280 DAUPHIN STREET MOBILE, AL 36606	ADAPTIVE EQUIPMENT ACCOUNT	PUBLIC	20,000.
COURT APPOINTED SPECIAL ADVOCATES FOR CHILDREN 205 GOVERNMENT STREET MOBILE, AL 36644	OPERATIONAL SUPPORT	PUBLIC	5,000.

DEARBORN YMCA 321 N. WARREN STREET MOBILE, AL 36603	OPERATIONAL SUPPORT	PUBLIC	30,000.
EPILEPSY FOUNDATION OF ALABAMA 273 AZALEA ROAD MOBILE, AL 36609	FUNDING THE EMERGENCY ASSISTANCE PROGRAM	PUBLIC	5,000.
EXPLORE CENTER, INC 65 GOVERNMENT STREET MOBILE, AL 36602	PROGRAM EXPANSION INITIATIVE	PUBLIC	195,108.
GIRL SCOUTS OF SOUTHERN ALABAMA 3483 SPRING HILL AVANUE MOBILE, AL 36608	PURCHASE BUS OR OTHER EXPENSES	PUBLIC	5,000.
LIFELINES 10023 LIFELINE CT MOBILE, AL 36608	BUILDING UPDATING	PUBLIC	20,000.
LITTLE SISTERS OF THE POOR 1655 MCGILL AVENUE MOBILE, AL 36604	PURCHASE OF LAUNDRY PRESS & ELECTRIC KETTLE	PUBLIC	9,000.
MERCY MEDICAL 101 VILLA DR DAPHNE, AL 36526	PURCHASE SOFTWARE FOR EMR SYSTEM	PUBLIC	25,000.
MOBILE BALLET 4351 DOWNTOWNER LOOP N MOBILE, AL 36609	FUNDING DISCOVER DANCE SERIES	PUBLIC	5,000.
MOBILE BAY WATCH, INC 300 DAUPHIN STREET MOBILE, AL 36602	ENVIRONMENTAL IMPACT STUDIES	PUBLIC	10,000.
MOBILE MUESEUM OF ART 4850 MUSEUM DRIVE MOBILE, AL 36608	CAPITAL FUND PROGRAM DEBT REDUCTION	PUBLIC	50,000.

MOBILE SYMPHONY 257 DAUPHIN STREET MOBILE, AL 36602	ASSISTANCE WITH THE 2009 & 2010 SUNDAY MATINEE SERIES	PUBLIC	12,000.
MULHERIN CUSTODIAL HOMES 2496 HALLS MILL ROAD MOBILE, AL 36606	CONTRIBUTION TO NEW RESIDENT'S ACTIVITY ROOM	PUBLIC	15,000.
MUSCULAR DYSTROPHY ASSOCIATION 7011 FULTON COURT MONTGOMERY, AL 36117	PURCHASE OF WHEELCHAIRS	PUBLIC	10,000.
PRICHARD PREPARATORY SCHOOL 2530 SHELTON BEACH RD EIGHT MILE, AL 36613	TUITION ASSISTANCE & AID	PUBLIC	25,000.
PROVIDENCE HOSPITAL FOUNDATION 6801 AIRPORT BLVD. MOBILE, AL 36608	RECONSTRUCTION OF THE 7TH & 8TH FLOORS OF HOSPITAL	PUBLIC	20,000.
SOUTH ALABAMA BOTANICAL AND HORTICULTURAL SOCIETY 5151 MUSEUM DRIVE MOBILE, AL 36608	EDUCATIONAL PROGRAMS OF THE MOBILE BOTANICAL GARDENS	PUBLIC	10,000.
ST. PAUL'S EPISCOPAL SCHOOL 161 DOGWOOD LANE MOBILE, AL 36608	RENOVATIONS OF THE STADIUM BLEACHERS	PUBLIC	10,000.
THE COMPASSIONATE FRIENDS P.O. BOX 6507 MOBILE, AL 36660	MATERIALS, SUPPLIES & EDUCATIONAL MATERIALS	PUBLIC	2,000.
THE INFIRMARY FOUNDATION 1761 SPRINGHILL AVENUE MOBILE, AL 36607	PURCHASE OF LITE GATE 360E WITH ACCOMPANYING EQUIPMENT	PUBLIC	19,500.
THE MOBILE ARTS COUNCIL 316 DAUPHIN STREET MOBILE, AL 36602	OPERATIONAL SUPPORT	PUBLIC	7,000.

THE MUSEUM OF MOBILE 111 SOUTH ROYAL STREET MOBILE, AL 36602	EXHIBITION EXPLAINER PROGRAM FOR CARVER EXHIBIT & OTHER EXHIBITS	PUBLIC	44,000.
THE SALVATION ARMY 1009 DAUPHIN STREET MOBILE, AL 36604	NEEDIEST FAMILIES CAMPAIGN	PUBLIC	25,000.
THE SALVATION ARMY 1023 DAUPHIN STREET MOBILE, AL 36604	50% COST OF NEW BUS	PUBLIC	25,000.
UMS-WRIGHT CORP 65 NORTH MOBILE STREET MOBILE, AL 36607	PURCHASE OF 14 SEAT BUS	PUBLIC	25,000.
UNITED CEREBRAL PALSY OF MOBILE 3058 DAUPHIN SQUARE CONNECTOR MOBILE, AL 36606	REMODELING IN THE ADULT SERVICES BUILDING	PUBLIC	6,000.
UNIVERSITY OF SOUTH ALABAMA 307 UNIVERSITY BLVD. NORTH MOBILE, AL 36688	GIFT TO THE CRAMPTON CHAIR OF GERONTOLOGY ENDOWNMENT	PUBLIC	50,000.
UNIVERSITY OF SOUTH ALABAMA 307 UNIVERSITY BLVD. NORTH MOBILE, AL 36688	MEDICAL SCHOOL SCHOLARSHIP	PUBLIC	90,000.
UNIVERSITY OF SOUTH ALABAMA 307 UNIVERSITY BLVD. NORTH MOBILE, AL 36688	YEARLY DISTRIBUTION - PRIOR YEAR	PUBLIC	22,906.
UNIVERSITY OF SOUTH ALABAMA 307 UNIVERSITY BLVD. NORTH MOBILE, AL 36688	YEARLY DISTRIBUTION - CURRENT YEAR	PUBLIC	28,672.
VICTORY HEALTH PARTNERS P.O. BOX 851717 MOBILE, AL 36685	GIFT OF THE WEEK PROGRAM	PUBLIC	10,000.

VOLUNTEER MOBILE, INC 1050 GOVERNMENT STREET MOBILE, AL 36604	TWO YEARS OF VOLUNTEER GUARDIAN PROGRAM	PUBLIC	20,000.
YMCA OF SOUTH ALABAMA 6001 GRELOT ROAD MOBILE, AL 36609	MOORER YMCA SUMMER CAMP PROGRAM	PUBLIC	5,000.
YOUNG LEADER OF AMERICA 273 AZALEA ROAD MOBILE, AL 36609	IMPLEMENTATION OF TEACH ONE TO LEAD ONE LEADERSHIP PROGRAM	PUBLIC	25,000.
YOUNG LIFE OF MOBILE 7171 COTTAGE HILL ROAD MOBILE, AL 36695	OPERATIONAL EXPENSES	PUBLIC	10,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			948,186.