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Form 990-PF Department of the Treasury Internal Revenue Service	Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation	OMB No 1545-0052 2009
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Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

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

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

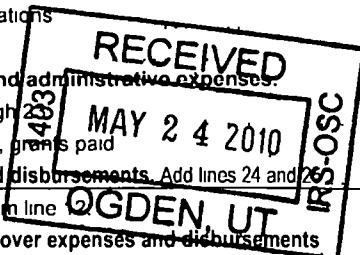
Use the IRS label. Otherwise, print or type. See Specific Instructions	Name of foundation Laura C. Higdon Charitable Found. Number and street (or P.O. box number if mail is not delivered to street address) Room/suite P O BOX 469 City or town, state, and ZIP code BREWTON AL 36427	A Employer identification number 63-6197968 B Telephone number (see page 10 of the instructions) 251-867-3231 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 ☐
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H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation
 I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 1,568,511**
 J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
 (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	49,213	49,213	49,213	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 Stmt 1	-16,293			
	b Gross sales price for all assets on line 6a 84,250				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns & allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) Stmt 2	8,030		8,030		
12 Total. Add lines 1 through 11	40,950	49,213	57,243		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	18,591	12,991		5,600
	14 Other employee salaries and wages	1,400			1,400
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) Stmt 3	4,425			
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) Stmt 4	1,767	14		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	26,183	13,005		7,000
	25 Contributions, gifts, grants paid	81,418			81,418
26 Total expenses and disbursements. Add lines 24 and 25	107,601	13,005	0	88,418	
27 Subtract line 26 from line 12	-66,651				
a Excess of revenue over expenses and disbursements		36,208			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			57,243		

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of 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 (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			54		
	2 Savings and temporary cash investments			177,604	111,883	111,883
	3 Accounts receivable ▶	1,179				
	Less allowance for doubtful accounts ▶			100	1,179	1,179
	4 Pledges receivable ▶					
	Less allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)					
	7 Other notes and loans receivable (att. schedule) ▶					
	Less allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments—U S and state government obligations (attach schedule) Stmt 5				75,000	75,124
	b Investments—corporate stock (attach schedule) See Stmt 6			50,000	50,000	42,240
	c Investments—corporate bonds (attach schedule) See Stmt 7			76,047		
	11 Investments—land, buildings, and equipment basis ▶					
Less accumulated depreciation (attach sch.) ▶						
12 Investments—mortgage loans						
13 Investments—other (attach schedule) See Statement 8			1,455,655	1,455,656	1,307,991	
14 Land, buildings, and equipment basis ▶						
Less accumulated depreciation (attach sch.) ▶						
15 Other assets (describe ▶ See Statement 9)			31,003	30,094	30,094	
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)			1,790,463	1,723,812	1,568,511	
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)			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			1,196,690		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds			593,773	1,723,812	
	30 Total net assets or fund balances (see page 17 of the instructions)			1,790,463	1,723,812	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)			1,790,463	1,723,812	

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	1,790,463
2 Enter amount from Part I, line 27a	2	-66,651
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,723,812
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,723,812

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	N/A			
b				
c				
d				
e				

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

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

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

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	83,332	1,598,378	0.052135
2007	75,616	1,909,816	0.039593
2006	72,115	1,776,474	0.040594
2005	77,197	1,579,487	0.048875
2004	84,332	1,575,422	0.053530

2 Total of line 1, column (d)	2	0.234727
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.046945
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,468,881
5 Multiply line 4 by line 3	5	68,957
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	362
7 Add lines 5 and 6	7	69,319
8 Enter qualifying distributions from Part XII, line 4	8	88,418

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	362
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	362
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	362
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	
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	
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	362
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) None		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		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? Website address ► N/A	13	X	
14	The books are in care of ► BANKTRUST TRUST AND WEALTH MGT P O BOX 469 Located at ► BREWTON, AL	Telephone no ► 251-867-3231 ZIP+4 ► 36427		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15		

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	N/A	
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 ► 20 , 20 , 20 , 20	☐ 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 page 20 of the instructions)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20	N/A	
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	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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)? (see page 22 of the instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **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** ☐ Yes ☒ 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 (see page 22 of the instructions)**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANKTRUST TRUST AND WEALTH MGT P O BOX 469 BREWTON AL 36427	TRUSTEE 2.00	12,991	0	0
RAYMOND LYNN P O BOX 469 BREWTON AL 36427	ADVISORY BOA 1.00	2,800	0	0
JIMMY CROOK P O DRAWER 920 ATMORE AL 36504	ADVISORY BOA 1.00	2,800	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions).

If none, enter "NONE."

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

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

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

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

Total number of others receiving over \$50,000 for professional services ▶**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

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

	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,308,149
b	Average of monthly cash balances	1b	144,770
c	Fair market value of all other assets (see page 24 of the instructions)	1c	38,331
d	Total (add lines 1a, b, and c)	1d	1,491,250
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	1,491,250
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	22,369
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,468,881
6	Minimum investment return. Enter 5% of line 5	6	73,444

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

1	Minimum investment return from Part X, line 6	1	73,444
2a	Tax on investment income for 2009 from Part VI, line 5	2a	362
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	362
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	73,082
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	73,082
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	73,082

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	88,418
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	88,418
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	362
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	88,056

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				73,082
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e				
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 88,418				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2009 distributable amount				73,082
e Remaining amount distributed out of corpus	15,336			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	15,336			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	15,336			
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	15,336			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

a The name, address, and telephone number of the person to whom applications should be addressed
BANKTRUST TRUST AND WEALTH MGT 251-867-3231
P O BOX 469 BREWTON AL 36427

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

c Any submission deadlines
SET ANNUALLY

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
ESCAMBIA COUNTY, AL; SANTA ROSA COUNTY, FLORIDA

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 10				81,418
Total			▶ 3a	81,418
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A	Analysis of Income-Producing Activities
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Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue			15		
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	49,213	
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	-16,293	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b	See Statement 11				8,030	
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		40,950	0
13	Total. Add line 12, columns (b), (d), and (e)				13	40,950

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

Part XVI-B	Relationship of Activities to the Accomplishment of Exempt Purposes
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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	Purchase				
GENERAL MOTORS CORP		5/17/01	4/28/09	\$ 59,250	\$ 75,543	\$	\$	\$	-16,293
FEDERAL FARM CREDIT BANK		2/11/09	5/18/09	Purchase 25,000	25,000				
Total				\$ 84,250	\$ 100,543	\$ 0	\$ 0	\$ 0	-16,293

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
GROSS ROYALTIES	\$ 6,057	\$	\$ 6,057
DEPLETION (15%)	-909		-909
REFUNDS	2,882		2,882
Total	\$ 8,030	\$ 0	\$ 8,030

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 4,425	\$	\$	\$
Total	\$ 4,425	\$ 0	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INTERNAL REVENUE SERVICE	\$ 1,187		\$	
REAL ESTATE TAX	14	14		
INTERNAL REVENUE SERVICE	402			
INTERNAL REVENUE SERVICE	164			
Total	\$ 1,767	\$ 14	\$ 0	\$ 0

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Statement 5 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
FEDERAL HOME LOAN MTG CORP	\$	\$ 50,000		\$ 50,065
FEDERAL NATIONAL MTG ASSN		25,000		25,059
Total	\$ 0	\$ 75,000		\$ 75,124

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MORGAN STANLEY CAPITAL TRUST	\$ 50,000	\$ 50,000		\$ 42,240
Total	\$ 50,000	\$ 50,000		\$ 42,240

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
GENERAL MOTORS CORP	\$ 76,047	\$		\$
Total	\$ 76,047	\$ 0		\$ 0

Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
BOND FUND OF AMERICA	\$ 63,127	\$		\$
BOND FUND OF AMERICA		63,127		52,880
CAPITAL INCOME BUILDER	400,744	244,971		248,435
CAPITAL INCOME BUILDER		155,773		161,623
INCOME FUND OF AMERICA	167,601	105,967		92,879
INCOME FUND OF AMERICA		61,635		51,591
AMERICAN NEW PERSPECTIVE	161,362	161,362		173,745
WASHINGTON MUTUAL	247,019	247,019		199,061

Federal Statements**Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments (continued)**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
FEDERATED STOCK TRUST FD #19	\$ 25,000	\$ 25,000		\$ 15,853
EUROPACIFIC GROWTH FUND	75,000	75,000		60,199
GROWTH FUND OF AMERICA	100,000	100,000		84,553
FEDERATED MDT BALANCED FUND #285	190,802	190,802		141,316
FEDERATED TOTAL RETURN BOND FUND #32	25,000	25,000		25,856
Total	<u>\$ 1,455,655</u>	<u>\$ 1,455,656</u>		<u>\$ 1,307,991</u>

Statement 9 - Form 990-PF, Part II, Line 15 - Other Assets

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
ROYALTY INTEREST	\$ 44,380	\$ 44,380	\$ 44,380
ACCUMULATED DEPLETION(15%)	-13,377	-14,286	-14,286
Total	<u>\$ 31,003</u>	<u>\$ 30,094</u>	<u>\$ 30,094</u>

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

Description

SET ANNUALLY

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

Description

ESCAMBIA COUNTY, AL; SANTA ROSA COUNTY, FLORIDA

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Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name	Address	Relationship	Status	Purpose	Amount
ALAINA ARNOLD	ATMORE AL 36502	1256 NICOLE AVE		SCHOLARSHIP	750
DANIEL ASH	ATMORE AL 36502	1463 GRUBBS STREET		SCHOLARSHIP	1,000
WADE ALAN ASH	ATMORE AL 36502	1463 GRUBBS STREET		SCHOLARSHIP	1,000
ANDREA ASHBY	ATMORE AL 36502	1420 ROSS ROAD LOT 17		SCHOLARSHIP	300
KRISTA AUTREY	ATMORE AL 36502	3080 HICKORY HOLLOW LANE		SCHOLARSHIP	1,500
BRENNA BALL	JAY FL 32565	6845 BRADLEY ROAD		SCHOLARSHIP	1,000
JODI BENBOW	ANDALUSIA AL 36420	3150 BLOSSOM TRAIL		SCHOLARSHIP	300
SARAH BERG	MILTON FL 32570	4855 JENNIFER LANE		SCHOLARSHIP	1,000
PACE FL 32571		2210 N SUNSET DRIVE		SCHOLARSHIP	500
TAMEKIA BOGAN	ATMORE AL 36502	525 OLD HIGHWAY 31		SCHOLARSHIP	300
ASHLEY BONDS	FLOMATON AL 36401	1400 MEDICAL PARK DRIVE		SCHOLARSHIP	1,500
LORI BONDS	ATMORE AL 36502	1455 MARTIN LANE		SCHOLARSHIP	750
JOSEPH BROWN	ATMORE AL 36502	6150 TRAVIS BYNUM ROAD		SCHOLARSHIP	1,500
SAMANTHA BURKHEAD	JAY FL 32565	P O BOX 563		SCHOLARSHIP	1,000
ANDREA CARTER	FLOMATON AL 36441	119 MANTLE STREET		SCHOLARSHIP	500
JENNIFER COALE CHANCERY	BREWTON AL 36426	105 CLARK STREET		SCHOLARSHIP	300
PRINCESS COLEY	ATMORE AL 36502	700 ALCO DRIVE		SCHOLARSHIP	1,500
LEIGH COOPER	BREWTON AL 36426	109 ROBIN DRIVE		SCHOLARSHIP	1,000
AMELIA COUTURE	BREWTON AL 36426			SCHOLARSHIP	10

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Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
CHELSEA DANIEL	206 6TH AVENUE			SCHOLARSHIP	2,000
ATMORE AL 36502					
EMMALYN DANIEL	3010 CORAL STRIP PARKWAY			SCHOLARSHIP	500
GULF BREEZE FL 32563					
JAMIE DREW	1354 OLD BRATT ROAD			SCHOLARSHIP	2,000
ATMORE AL 36502					
HALIE ELLIS	298 SILVER LANE			SCHOLARSHIP	1,500
BREWTON AL 36426					
JESSICA ELLIS	3667 IRIS ROAD			SCHOLARSHIP	2,000
MILTON FL 32570					
LEAH ELLISON	161 MIZE ROAD			SCHOLARSHIP	300
FLOMATON AL 36441					
ALYSA FORD	2063 MURDER CREEK ROAD			SCHOLARSHIP	300
BREWTON AL 36426					
RACHEL FRASER	112 FAIRWAY DRIVE			SCHOLARSHIP	750
BREWTON AL 36426					
JAMES ADAM FUQUA	1012 DAILY STREET			SCHOLARSHIP	750
EAST BREWTON AL 36426					
TYLER GODWIN	135 APPLE STREET			SCHOLARSHIP	300
BREWTON AL 36426					
SKYLAR BLAKE GRISSETT	316 POLK ROAD			SCHOLARSHIP	300
BREWTON AL 36426					
KAITLYN HAMBRICK	39841 HIGHWAY 31			SCHOLARSHIP	750
BREWTON AL 36426					
CASSIDY HENRY	7414 JOYCE LANE			SCHOLARSHIP	1,000
NAVARRE FL 32566					
ALEXANDER IAN HETZEL	20 GODWIN DRIVE			SCHOLARSHIP	1,000
ATMORE AL 36502					
AMANDA HETZEL	P O BOX 133			SCHOLARSHIP	2,000
ATMORE AL 36502					
DANIEL HODGE	2021 MURDER CREEK ROAD			SCHOLARSHIP	1,000
BREWTON AL 36426					
JACOB HODGE	2021 MURDER CREEK ROAD			SCHOLARSHIP	1,000
BREWTON AL 36426					
KIMBERLY HUDON	1555 PENTON ROAD			SCHOLARSHIP	750
JAY FL 32570					
					10

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Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
KATELIN HULLEY	623 WEST GLENN AVE #11			SCHOLARSHIP	750
AUBURN AL 36832					
RACHEL JERNIGAN	82 COX ROAD			SCHOLARSHIP	1,000
BREWTON AL 36426					
CHASTIDY JOHNSON	929 HENDRICKS EMMONS ROAD			SCHOLARSHIP	1,000
BREWTON AL 36426					
JESSICA JOHNSON	623 W GLENN AVE APT 11			SCHOLARSHIP	1,500
AUBURN AL 36832					
JUSTIN JOHNSON	77 TOM SHIVERS ROAD			SCHOLARSHIP	1,000
FLOMATON AL 36441					
ANDREA KING	211 PALUSTRIS STREET			SCHOLARSHIP	300
BREWTON AL 36426					
AARON LAMBERT	4074 DAMASCUS ROAD			SCHOLARSHIP	1,250
BREWTON AL 36426					
JESSICA LAMBERT	4074 DAMASCUS ROAD			SCHOLARSHIP	1,250
BREWTON AL 36426					
SETH LASSISTER	198 SORRENTO ROAD			SCHOLARSHIP	750
ATMORE AL 36502					
DONNA LAYTON	4716 OLD HIGHWAY 31			SCHOLARSHIP	500
BREWTON AL 36426					
ALISHA LINAM	2661 PIEBURN CIRCLE			SCHOLARSHIP	2,000
ATMORE AL 36502					
LAUREN LONG	116 COLLEGE DRIVE			SCHOLARSHIP	1,000
BREWTON AL 36426					
JULIA DESTINY LYMON	P O BOX 905			SCHOLARSHIP	500
ATMORE AL 36502					
MEGAN MADDEN	7923 APPLETON ROAD			SCHOLARSHIP	1,000
BREWTON AL 36426					
WILLIAM W MCCORMICK	80 BAYBRIDGE DRIVE			SCHOLARSHIP	2,000
GULF BREEZE FL 32561					
JONATHON MCELWEE	103 LANE AVE			SCHOLARSHIP	750
BREWTON AL 36426					
JORDAN MCGILL	2460 WOODS ROAD			SCHOLARSHIP	500
ATMORE AL 36502					
ROBERT WESLEY MCLELLAN	13690 HIGHWAY 41			SCHOLARSHIP	1,500
BREWTON AL 36426					
10					

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Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
RAVEN MCWILLIAMS	ATMORE AL 36502	206 MCGLASKAR STREET		SCHOLARSHIP	500
ERIN K MALLET	BREWTON AL 36426	1309 ESCAMBIA AVE		SCHOLARSHIP	500
JONATHON MIZE	FLOMATON AL 36441	348 PONDEROSA LANE		SCHOLARSHIP	1,000
JENNA NASH	JAY FL 32565	P O BOX 855		SCHOLARSHIP	1,000
JUSTIN NELSON	JAY FL 32565	3110 PINE LEVEL CHURCH RO		SCHOLARSHIP	500
JENNINGS OWENS	BREWTON AL 36426	315 JUNIPER CREEK DRIVE		SCHOLARSHIP	2,000
DOROTHY NICOLE PARKER	EAST BREWTON AL 36426	207 ASHTON STREET		SCHOLARSHIP	750
TERRI LYNNE PEACOCK	BREWTON AL 36426	1316 BELLEVILLE AVE		SCHOLARSHIP	1,000
JAMES MIKEL RIGGS	BREWTON AL 36426	109 JAMES STREET		SCHOLARSHIP	500
MIRANDA SCHULZ	MILTON FL 32583	4669 CRAIG STREET		SCHOLARSHIP	1,000
ASHLEY SKIPWORTH	LUTZ FL 33559	2913 NETWORK PLACE APT302		SCHOLARSHIP	1,000
TAMEKA STANLEY	BREWTON AL 36426	708 LAVELACE AVE		SCHOLARSHIP	500
ELIZABETH ANNE STOKES	BREWTON AL 36426	121 ALEXANDER DRIVE		SCHOLARSHIP	1,000
KATE TAYLOR	BREWTON AL 36426	406 N. FOREST		SCHOLARSHIP	2,000
JAMES JONATHON WATTS	BREWTON AL 36426	2203 DOGWOOD LANE		SCHOLARSHIP	750
JAMES WEBSTER	ATMORE AL 36502	P O BOX 724		SCHOLARSHIP	1,500
JEWELL LEIGHANN WIGGINS	BREWTON AL 36427	P O BOX 39		SCHOLARSHIP	500
CAI HONG YIN	BREWTON AL 36426	203 ROSEMARY AVE		SCHOLARSHIP	1,000
					10

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Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
CHARLA JOHNSON	ATMORE AL 36502	412 PEACHTREE STREET				SCHOLARSHIP	150
FLORIDA BAPTIST CHILDREN	LAKELAND FL 33802	P O BOX 8190				RELIGION	4,727
METHODIST CHILDREN HOME	SELMA AL 36702-0859	P O 859				RELIGION	4,727
MT CARMEL UNITED METHODIST	JAY FL 32565	15020 HIGHWAY 98				RELIGION	2,364
Total							81,418

Federal Statements**Statement 11 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue**

<u>Description</u>	<u>Business Code</u>	<u>Unrelated Amount</u>	<u>Exclusion Code</u>	<u>Exclusion Amount</u>	<u>Related Income</u>
GROSS ROYALTIES		\$	15	\$ 6,057	\$
SEVERANCE TAX					
OTHER EXPENSE					
DEPLETION (15%)			15	-909	
REFUNDS			15	2,882	
Total		\$ 0		\$ 8,030	\$ 0