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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service (77)

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

Name of foundation

HUGH SWINTON POTTS IRREVOCABLE TRUST

CADENCE BANK N.A. - TRUSTEE

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

P. O. BOX 631

Room/suite

City or town, state, and ZIP code

COLUMBUS, MS 39703-0631

A Employer identification number

64-6166670

B Telephone number

(662) 329-6560

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:

☐ 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)

\$ 1,191,657. (Part I, column (d) must be on cash basis.)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)**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).)

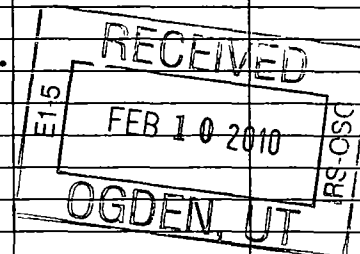
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	782.	782.		STATEMENT 1
	4	Dividends and interest from securities	30,584.	30,584.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-151,269.			
	b	Gross sales price for all assets on line 6a	645,198.			
	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					
12	Total. Add lines 1 through 11	-119,903.	31,366.			
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees	2,845.	0.		1,423.
	c	Other professional fees				
	17	Interest				
	18	Taxes	-5,713.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses	8,337.	0.		0.
	24	Total operating and administrative expenses. Add lines 13 through 23	5,469.	0.		1,423.
	25	Contributions, gifts, grants paid	133,464.			133,464.
26	Total expenses and disbursements. Add lines 24 and 25	138,933.	0.		134,887.	
27	Subtract line 26 from line 12:					
a	Excess of revenue over expenses and disbursements	-258,836.				
b	Net investment income (if negative, enter -0-)		31,366.			
c	Adjusted net income (if negative, enter -0-)			N/A		



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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	727.	1.	1.
	2 Savings and temporary cash investments	123,069.	12,994.	12,994.
	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			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	1,280,404.	1,132,369.	1,178,662.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	1,404,200.	1,145,364.	1,191,657.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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.	
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	1,404,200.	1,404,200.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	-258,836.	
	30 Total net assets or fund balances	1,404,200.	1,145,364.	
Net Assets or Fund Balances	31 Total liabilities and net assets/fund balances	1,404,200.	1,145,364.	

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	1,404,200.
2 Enter amount from Part I, line 27a	2	-258,836.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,145,364.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,145,364.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED SCHEDULE - D	P	VARIOUS	VARIOUS
b SEE ATTACHED SCHEDULE - D	P	VARIOUS	VARIOUS
c TYCO INTERNATIONAL SECURITIES	P	VARIOUS	VARIOUS
d CAPITAL GAINS DIVIDENDS			
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 87,765.		96,380.	-8,615.
b 555,782.		700,087.	-144,305.
c 57.			57.
d 1,594.			1,594.
e			

(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			-8,615.
b			-144,305.
c			57.
d			1,594.
e			

2 Capital gain net income or (net capital loss)	2	-151,269.
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	698.	1,267,777.	.000551
2007	67,032.	1,463,210.	.045812
2006	67,102.	1,435,932.	.046731
2005	59,700.	1,356,877.	.043998
2004	23,792.	1,336,626.	.017800

2 Total of line 1, column (d)	2	.154892
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	.030978
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,129,225.
5 Multiply line 4 by line 3	5	34,981.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	314.
7 Add lines 5 and 6	7	35,295.
8 Enter qualifying distributions from Part XII, line 4	8	134,887.

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.

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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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	314.
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	314.
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	314.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	680.	
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	680.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	366.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 0. Refunded <input checked="" type="checkbox"/>	11	366.	

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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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.		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 instructions) <input type="checkbox"/> MS		
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)? 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 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 CADENCE BANK, N.A. Telephone no. (662) 329-6560 Located at P. O. BOX 631, 803 MAIN STREET, COLUMBUS, MS ZIP+4 39703-0631			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 <input type="checkbox"/>	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years N/A		
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. 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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

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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

☐

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?

☐ Yes

☒ No

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

☐

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
CADENCE BANK, N.A.	TRUSTEES			
P. O. BOX 631				
COLUMBUS, MS 397030631	1.00	0.	0.	0.

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

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

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,146,057.
b	Average of monthly cash balances	1b	364.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,146,421.
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	1,146,421.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	17,196.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,129,225.
6	Minimum investment return. Enter 5% of line 5	6	56,461.

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	56,461.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	314.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	314.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	56,147.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	56,147.
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	56,147.

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	134,887.
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	134,887.
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	314.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	134,573.

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.

HUGH SWINTON POTTS IRREVOCABLE TRUST
CADENCE BANK N.A. - TRUSTEE
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				56,147.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			62,732.	
b Total for prior years: 2007, _____, _____		70,134.		
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: ► \$ 134,887.				
a Applied to 2008, but not more than line 2a			62,732.	
b Applied to undistributed income of prior years (Election required - see instructions) *		70,134.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				2,021.
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				54,126.
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				

* SEE STATEMENT 7

Form 990-PF (2009)

Page 10

N/A

▶

11

494

4942(1)(5)

(e) Total

(4) Gross investment income

P

HUGH SWINTON POTTS IRREVOCABLE TRUST
CADENCE BANK N.A. - TRUSTEE

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a <i>Paid during the year</i></p> <p>OLE MISS LOYALTY FOUNDATION P. O. BOX 249 UNIVERSITY, MS 38677</p>	NONE	PUBLIC CHARITY	TO PROVIDE SCHOLARSHIPS FOR ATHLETES OF THE UNIV OF	133,464.
Total			▶ 3a	133,464.
<p>b <i>Approved for future payment</i></p> <p>NONE</p>				
Total			▶ 3b	0.

Enter gross amounts unless otherwise indicated.

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

923821
07-07-09

64-6166670 Page 13

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

- | | | | |
|--|--------------|------------|-----------|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | Yes | No |
| | | | |
| | 1a(1) | | X |
| | 1a(2) | | X |
| | | | |
| | 1b(1) | | X |
| | 1b(2) | | X |
| | 1b(3) | | X |
| | 1b(4) | | X |
| | 1b(5) | | X |
| | 1b(6) | | X |
| | 1c | | X |

[illegible]

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

b If "Yes," complete the following schedule.

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

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

Sign Here	Confidence Bank trustee <i>Heinrich</i> TO 2/4/10 Signature of officer or trustee Date		Trust officer Title	
	Preparer's signature <i>[Signature]</i> Date 02/01/10		Check if self-employed <input type="checkbox"/>	Preparer's identifying number
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code T. E. LOTT & COMPANY, CPA'S PO BOX 471 COLUMBUS, MS 39703-0471			EIN Phone no. 662-328-5387

Form **990-PF** (2009)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CADENCE MONEY MARKET	48.
FEDERATED GOVT ULTRASHORT FUND	734.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	782.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AIM INTERNATIONAL GROWTH FD	1,728.	0.	1,728.
BLACK ROCK EQUITY DIV FD	3,365.	0.	3,365.
DODGE & COX INTERNATIONAL CAP GAIN LT	1,503.	0.	1,503.
FEDERATED TOTAL RETURN BOND FD	11,256.	0.	11,256.
FIDELITY ADVISOR NEW INSIGHTS CAP GAIN LT	515.	341.	174.
GOLDMAN SACHS HIGH YIELD FD	5,304.	0.	5,304.
GOLDMAN SACHS MID-CAP VALUE FD	500.	0.	500.
LOOMIS SAYLES GLOBAL BOND FD	1,423.	0.	1,423.
MORGAN STANLEY MID CAP GROWTH FD	9.	0.	9.
PIMCO TOTAL RETURN FUND	6,575.	1,253.	5,322.
TOTAL TO FM 990-PF, PART I, LN 4	32,178.	1,594.	30,584.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROF FEES	2,845.	0.		1,423.
TO FORM 990-PF, PG 1, LN 16B	2,845.	0.		1,423.

FORM 990-PF	TAXES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	-6,623.	0.		0.
STATE INCOME TAX	910.	0.		0.
TO FORM 990-PF, PG 1, LN 18	-5,713.	0.		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
TRUSTEE FEE	6,779.	0.		0.
INCOME COMMISSION	1,558.	0.		0.
TO FORM 990-PF, PG 1, LN 23	8,337.	0.		0.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
AIM INTERNATIONAL GROWTH FD	COST	112,943.	108,544.	
BLACK ROCK EQUITY DIV FD	COST	158,176.	155,775.	
DODGE & COX INTERNATIONAL FD	COST	111,726.	106,938.	
FEDERATED GOVT ULTRASHORT FD	COST	35,324.	35,457.	
FEDERATED TOTAL RETURN BOND FUND	COST	193,271.	199,414.	
FIDELITY ADVISOR NEW INSIGHTS FUND	COST	146,924.	144,537.	
GOLDMAN SACHS HIGH YIELD FUND	COST	45,072.	59,185.	
GOLDMAN SACHS MID-CAP VALUE FD	COST	28,212.	36,043.	
J P MORGAN SMALL CAP GROWTH FUND	COST	59,741.	72,820.	
LOOMIS SAYLES GLOBAL BOND FUND	COST	46,384.	46,975.	
MORGAN STANLEY MID CAP GROWTH FUND	COST	30,624.	35,992.	
MORGAN STANLEY SMALL CAP VALUE FD	COST	52,164.	59,900.	
PIMCO TOTAL RETURN FUND	COST	111,808.	117,082.	
TOTAL TO FORM 990-PF, PART II, LINE 13		1,132,369.	1,178,662.	

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO APPLY
EXCESS QUALIFYING DISTRIBUTIONS
TO PRIOR YEAR'S UNDISTRIBUTED INCOME

STATEMENT 7

THE CURRENT YEAR EXCESS QUALIFYING DISTRIBUTIONS HAVE BEEN APPLIED TO
PRIOR YEAR DUE TO THE LATE DISTRIBUTION ON 1-7-09 FOR 2008. A NEW
EMPLOYEE OF THE TRUSTEE FAILED TO RECOGNIZE THE DIFFERENCE IN THE
REQUIREMENT TO DISTRIBUTE BEFORE THE YEAR END FOR THIS TRUST AND THERE
WAS NO WILLFUL DISREGARD OF DISTRIBUTION REQUIREMENTS.

Tax Worksheet

(01/01/2009 To 12/31/2009)

Tax ID 64-6166670

Account Name : H S Potts Irrevocable Trust

State of Domicile: Mississippi

* * Schedule D * *

Shares/PV	Asset Sold	Date Acquired	How Acq	Date Sold	Holding Period	Sales Proceeds	Original Cost	Realized Gain/Loss
782 490	Black Rock Equity Dividend Fund	05/07/2008	P	04/13/2009	Short	9,742.00	15,391 58	-5,649.58
215.622	Federated Government Ultrashort Fund Is	04/09/2008	P	03/10/2009	Short	2,123.88	2,126.03	-2.15
527 931	Federated Government Ultrashort Fund Is	04/09/2008	P	03/10/2009	Short	5,200.12	5,205.40	-5.28
150.761	Federated Government Ultrashort Fund Is	01/06/2009	P	09/17/2009	Short	1,492 53	1,485.00	7.53
3,355.097	Federated Government Ultrashort Fund Is	02/05/2009	P	09/17/2009	Short	33,215 46	33,047.71	167.75
1,248 335	Federated Government Ultrashort Fund Is	02/05/2009	P	11/19/2009	Short	12,371 00	12,296.10	74.90
169.324	Federated Government Ultrashort Fund Is	02/05/2009	P	12/21/2009	Short	1,678 00	1,667.84	10.16
430 831	Morgan Stanley Small Cap Value Fund	05/07/2008	P	04/13/2009	Short	6,428 00	9,766.94	-3,338.94
27.491	Morgan Stanley Small Cap Value Fund	05/07/2008	P	02/05/2009	Short	400 00	623.22	-223 22
531.717	Pimco Total Return Fund	02/06/2009	P	03/10/2009	Short	5,264.00	5,407.56	-143 56
442 949	Pimco Total Return Fund	02/06/2009	P	12/21/2009	Short	4,806.00	4,504.79	301.21
428.735	Pimco Total Return Fund	02/06/2009	P	07/16/2009	Short	4,506 00	4,360.23	145.77
48.909	Pimco Total Return Fund	02/06/2009	P	11/19/2009	Short	538.00	497 40	40.60
649.948	Aim International Growth Fund	02/07/2007	P	01/06/2009	Long	87,764.99	96,379.80	-8,614.81
573 460	Aim International Growth Fund	02/07/2007	P	02/05/2009	Long	12,609.00	19,953.40	-7,344.40
45 286	Aim International Growth Fund	03/12/2007	P	02/05/2009	Long	10,282 13	17,605 22	-7,323.09
26.567	Aim International Growth Fund	08/06/2007	P	12/21/2009	Long	811 98	1,369 00	-557 02
26.567	Aim International Growth Fund	08/06/2007	P	12/21/2009	Long	654 34	891.32	-236.98
495.343	Aim International Growth Fund	08/06/2007	P	03/10/2009	Long	8,084 00	16,618.76	-8,534.76
56.191	Aim International Growth Fund	08/06/2007	P	08/18/2009	Long	1,248 00	1,885.21	-637.21
128.326	Aim International Growth Fund	08/06/2007	P	02/05/2009	Long	2,300 89	4,305 34	-2,004 45
96.300	Aim International Growth Fund	08/06/2007	P	05/14/2009	Long	1,900 00	3,230.87	-1,330 87
66.612	Aim International Growth Fund	08/06/2007	P	04/13/2009	Long	1,227.00	2,234 83	-1,007 83
95.847	Aim International Growth Fund	08/06/2007	P	06/15/2009	Long	1,985.00	3,215.67	-1,230.67
29.652	Aim International Growth Fund	09/06/2007	P	12/21/2009	Long	730.33	996.00	-265.67
65.178	Aim International Growth Fund	11/06/2007	P	12/21/2009	Long	1,605.33	2,381.60	-776.27
1,569.144	Black Rock Equity Dividend Fund	05/07/2008	P	09/17/2009	Long	23,647 00	30,865 06	-7,218.06

Tax Worksheet

(01/01/2009 To 12/31/2009)

Tax ID 64-6166670

Account Name : H S Potts Irrevocable Trust

State or Domicile. Mississippi

168.523 Black Rock Equity Dividend Fund	05/07/2008 P 05/14/2009 Long	2,179.00	3,314.85	-1,135.85
469.111 Black Rock Equity Dividend Fund	05/07/2008 P 08/18/2009 Long	6,652.00	9,227.41	-2,575.41
61.802 Black Rock Equity Dividend Fund	05/07/2008 P 06/15/2009 Long	830.00	1,215.65	-385.65
189.847 Black Rock Equity Dividend Fund	05/07/2008 P 10/19/2009 Long	2,973.00	3,734.29	-761.29
464.933 Black Rock Equity Dividend Fund	05/07/2008 P 12/21/2009 Long	7,332.00	9,145.23	-1,813.23
275.652 Dodge & Cox International Fund	12/11/2007 P 03/10/2009 Long	4,653.00	13,653.04	-9,000.04
123.488 Dodge & Cox International Fund	12/11/2007 P 08/18/2009 Long	3,515.70	6,116.36	-2,600.66
384.702 Dodge & Cox International Fund	12/11/2007 P 02/05/2009 Long	7,544.00	19,054.29	-11,510.29
291.360 Dodge & Cox International Fund	12/11/2007 P 01/06/2009 Long	6,643.00	14,431.06	-7,788.06
425.508 Dodge & Cox International Fund	12/11/2007 P 04/13/2009 Long	9,208.00	21,075.41	-11,867.41
69.562 Dodge & Cox International Fund	12/11/2007 P 06/15/2009 Long	1,778.00	3,445.40	-1,667.40
234.076 Dodge & Cox International Fund	12/11/2007 P 05/14/2009 Long	5,571.00	11,593.78	-6,022.78
71.911 Dodge & Cox International Fund	01/09/2008 P 08/18/2009 Long	2,047.30	3,219.47	-1,172.17
38.475 Dodge & Cox International Fund	01/09/2008 P 12/21/2009 Long	1,203.12	1,722.53	-519.41
51.611 Dodge & Cox International Fund	02/11/2008 P 12/21/2009 Long	1,613.88	2,080.44	-466.56
855.894 Federated Government Ultrashort Fund Is	04/09/2008 P 09/17/2009 Long	8,473.35	8,439.12	34.23
271.976 Federated Government Ultrashort Fund Is	04/09/2008 P 07/16/2009 Long	2,698.00	2,681.68	16.32
43.117 Federated Government Ultrashort Fund Is	05/07/2008 P 09/17/2009 Long	426.86	426.00	0.86
1,335.838 Federated Government Ultrashort Fund Is	08/13/2008 P 09/17/2009 Long	13,224.80	13,158.00	66.80
1,449.512 Federated Total Return Bond Fund	11/06/2006 P 01/06/2009 Long	14,843.00	15,277.86	-434.86
8,609.673 Federated Total Return Bond Fund	11/06/2006 P 02/05/2009 Long	87,215.99	90,745.95	-3,529.96
651.653 Federated Total Return Bond Fund	01/04/2007 P 02/05/2009 Long	6,601.24	6,901.00	-299.76
168.975 Federated Total Return Bond Fund	04/11/2007 P 02/05/2009 Long	1,711.72	1,781.00	-69.28
661.626 Federated Total Return Bond Fund	05/08/2007 P 02/05/2009 Long	6,702.27	7,000.00	-297.73
172.491 Federated Total Return Bond Fund	06/05/2007 P 11/19/2009 Long	1,890.50	1,795.63	94.87

Tax Worksheet

(01/01/2009 To 12/31/2009)

Tax ID 64-6166670

Account Name : H S Potts Irrevocable Trust

State of Domicile: Mississippi

34

1,764.207	Federated Total Return Bond Fund	06/05/2007 P 09/17/2009 Long	19,124.00	18,365.40	758 60
2,073 720	Federated Total Return Bond Fund	06/05/2007 P 02/05/2009 Long	21,006.78	21,587.42	-580.64
1,710 386	Federated Total Return Bond Fund	06/05/2007 P 10/19/2009 Long	18,609.00	17,805.12	803.88
1,025.690	Federated Total Return Bond Fund	06/05/2007 P 07/16/2009 Long	10,780.00	10,677 43	102 57
287 645	Federated Total Return Bond Fund	07/10/2007 P 11/19/2009 Long	3,152.59	2,980 00	172.59
504 095	Federated Total Return Bond Fund	09/06/2007 P 11/19/2009 Long	5,524.88	5,293.00	231 88
521.168	Federated Total Return Bond Fund	10/03/2007 P 12/08/2009 Long	5,717.21	5,487 90	229 31
255 660	Federated Total Return Bond Fund	10/03/2007 P 11/19/2009 Long	2,802.03	2,692 10	109 93
4,036 717	Federated Total Return Bond Fund	11/06/2007 P 12/08/2009 Long	44,282 79	42,748 83	1,533 96
737 818	Fidelity Advisor New Insights Fund	10/02/2006 P 01/06/2009 Long	10,145.00	12,860.17	-2,715.17
823 848	Fidelity Advisor New Insights Fund	10/02/2006 P 05/14/2009 Long	11,262 00	14,359.67	-3,097.67
222 392	Fidelity Advisor New Insights Fund	10/02/2006 P 08/18/2009 Long	3,347.00	3,876.29	-529 29
879 828	Fidelity Advisor New Insights Fund	10/02/2006 P 09/17/2009 Long	14,350.00	15,335 40	-985 40
106.497	Fidelity Advisor New Insights Fund	10/02/2006 P 11/19/2009 Long	1,803.00	1,856 24	-53 24
181 904	Fidelity Advisor New Insights Fund	10/02/2006 P 10/19/2009 Long	3,076.00	3,170 59	-94.59
379 653	Fidelity Advisor New Insights Fund	10/02/2006 P 04/13/2009 Long	5,038.00	6,617.35	-1,579.35
429 563	Fidelity Advisor New Insights Fund	10/02/2006 P 03/10/2009 Long	5,013 00	7,487 28	-2,474 28
430 890	Fidelity Advisor New Insights Fund	10/02/2006 P 12/21/2009 Long	7,407 00	7,510.41	-103 41
62.737	Fidelity Advisor New Insights Fund	10/02/2006 P 06/15/2009 Long	894 00	1,093 51	-199 51
1,184.023	Goldman Sachs High Yield Fund	11/06/2006 P 02/05/2009 Long	6,299 00	9,555 06	-3,256.06
47 512	Goldman Sachs High Yield Fund	11/06/2006 P 07/16/2009 Long	287 44	383 42	-95.98
250.820	Goldman Sachs High Yield Fund	11/06/2006 P 06/15/2009 Long	1,530.00	2,024 12	-494.12
12.669	Goldman Sachs High Yield Fund	01/04/2007 P 07/16/2009 Long	76 65	103 00	-26 35
11.815	Goldman Sachs High Yield Fund	02/07/2007 P 07/16/2009 Long	71.48	97 00	-25.52
10.110	Goldman Sachs High Yield Fund	04/11/2007 P 07/16/2009 Long	61 17	83 00	-21.83
28 019	Goldman Sachs High Yield Fund	05/08/2007 P 07/16/2009 Long	169.52	232 00	-62.48

Tax Worksheet
(01/01/2009 To 12/31/2009)

Tax ID : 64-6166670

Account Name : H S Potts Irrevocable Trust

State of Domicile: Mississippi

10 536	Goldman Sachs High Yield Fund	06/05/2007 P 07/16/2009 Long	63.74	87.24	-23.50
6 614	Goldman Sachs High Yield Fund	06/05/2007 P 09/17/2009 Long	44 18	54.76	-10 58
41.118	Goldman Sachs High Yield Fund	07/10/2007 P 09/17/2009 Long	274.67	331.00	-56.33
7.772	Goldman Sachs High Yield Fund	08/06/2007 P 09/17/2009 Long	51 92	60 00	-8 08
25 769	Goldman Sachs High Yield Fund	09/06/2007 P 09/17/2009 Long	172.14	201.00	-28.86
12.579	Goldman Sachs High Yield Fund	10/03/2007 P 09/17/2009 Long	84 03	100.00	-15.97
18.987	Goldman Sachs High Yield Fund	11/06/2007 P 09/17/2009 Long	126.83	150.00	-23 17
45 525	Goldman Sachs High Yield Fund	12/11/2007 P 09/17/2009 Long	304.11	351.00	-46.89
12.940	Goldman Sachs High Yield Fund	03/11/2008 P 09/17/2009 Long	86.44	92 00	-5 56
16.374	Goldman Sachs High Yield Fund	04/09/2008 P 11/19/2009 Long	112.00	119.04	-7.04
432 534	Goldman Sachs High Yield Fund	04/09/2008 P 12/21/2009 Long	3,006.11	3,144.52	-138 41
1,429.744	Goldman Sachs High Yield Fund	04/09/2008 P 09/17/2009 Long	9,550.68	10,394 24	-843.56
129.326	Goldman Sachs High Yield Fund	04/09/2008 P 10/19/2009 Long	882.00	940.20	-58 20
3 794	Goldman Sachs High Yield Fund	06/10/2008 P 12/21/2009 Long	26 37	28.00	-1 63
23.538	Goldman Sachs High Yield Fund	07/10/2008 P 12/21/2009 Long	163.59	165.00	-1 41
38 993	Goldman Sachs High Yield Fund	08/13/2008 P 12/21/2009 Long	271 00	271 00	0.00
47.184	Goldman Sachs High Yield Fund	10/16/2008 P 12/21/2009 Long	327.93	259.51	68 42
10.725	Goldman Sachs Mid-Cap Value Fund	01/05/2006 P 01/06/2009 Long	247.00	384.92	-137 92
47 124	Goldman Sachs Mid-Cap Value Fund	01/05/2006 P 03/10/2009 Long	860 49	1,691 27	-830 78
103 128	Goldman Sachs Mid-Cap Value Fund	06/05/2006 P 03/10/2009 Long	1,883.12	3,759.00	-1,875.88
22 773	Goldman Sachs Mid-Cap Value Fund	09/06/2006 P 03/10/2009 Long	415.84	841 00	-425 16
63 885	Goldman Sachs Mid-Cap Value Fund	01/04/2007 P 03/10/2009 Long	1,166.54	2,480.00	-1,313.46
3 521	Goldman Sachs Mid-Cap Value Fund	03/12/2007 P 03/10/2009 Long	64.29	141 00	-76 71
8 701	Goldman Sachs Mid-Cap Value Fund	07/10/2007 P 03/10/2009 Long	158.88	373.00	-214 12
156 287	Goldman Sachs Mid-Cap Value Fund	08/06/2007 P 04/13/2009 Long	3,393.00	6,262.42	-2,869.42
14.546	Goldman Sachs Mid-Cap Value Fund	08/06/2007 P 09/17/2009 Long	413.40	582 86	-169 46
41 708	Goldman Sachs Mid-Cap Value Fund	08/06/2007 P 05/14/2009 Long	933.00	1,671 24	-738.24
77 264	Goldman Sachs Mid-Cap Value Fund	08/06/2007 P 03/10/2009 Long	1,410.84	3,095 97	-1,685 13

Tax Worksheet

(01/01/2009 To 12/31/2009)

Tax ID : 64-6166670

Account Name : H S Potts Irrevocable Trust

State of Domicile: Mississippi

127.739	Goldman Sachs Mid-Cap Value Fund	08/06/2007 P 08/18/2009 Long	3,288.00	5,118 51	-1,830 51
4 094	Goldman Sachs Mid-Cap Value Fund	09/06/2007 P 09/17/2009 Long	116.35	166.00	-49.65
68 313	Goldman Sachs Mid-Cap Value Fund	01/09/2008 P 12/21/2009 Long	1,989 27	2,301.45	-312.18
15 697	Goldman Sachs Mid-Cap Value Fund	01/09/2008 P 10/19/2009 Long	456.00	528.83	-72.83
3.316	Goldman Sachs Mid-Cap Value Fund	01/09/2008 P 09/17/2009 Long	94 25	111.72	-17 47
6 962	Goldman Sachs Mid-Cap Value Fund	03/11/2008 P 12/21/2009 Long	202.73	229 12	-26 39
100 495	J P Morgan Small Cap Growth Fund	01/04/2007 P 02/05/2009 Long	609 00	1,138 61	-529 61
224 768	J P Morgan Small Cap Growth Fund	01/04/2007 P 04/13/2009 Long	1,409.30	2,546.62	-1,137.32
153 835	J P Morgan Small Cap Growth Fund	02/07/2007 P 06/15/2009 Long	1,083.00	1,787.56	-704 56
772 361	J P Morgan Small Cap Growth Fund	02/07/2007 P 04/13/2009 Long	4,842 70	8,974.84	-4,132 14
186.006	J P Morgan Small Cap Growth Fund	02/07/2007 P 08/18/2009 Long	1,422 94	2,161 39	-738 45
199 846	J P Morgan Small Cap Growth Fund	02/07/2007 P 05/14/2009 Long	1,295 00	2,322 21	-1,027.21
35 325	J P Morgan Small Cap Growth Fund	03/12/2007 P 08/18/2009 Long	270 24	402 00	-131.76
82.756	J P Morgan Small Cap Growth Fund	08/06/2007 P 08/18/2009 Long	633.08	1,003.00	-369 92
115 023	J P Morgan Small Cap Growth Fund	12/11/2007 P 08/18/2009 Long	879.93	1,470.00	-590 07
516 937	J P Morgan Small Cap Growth Fund	01/09/2008 P 12/21/2009 Long	4,487.01	5,262 42	-775 41
25 204	J P Morgan Small Cap Growth Fund	01/09/2008 P 08/18/2009 Long	192 81	256 58	-63.77
131 644	J P Morgan Small Cap Growth Fund	02/11/2008 P 12/21/2009 Long	1,142 67	1,273.00	-130.33
40 590	J P Morgan Small Cap Growth Fund	03/11/2008 P 12/21/2009 Long	352.32	367 75	-15 43
99 921	Loomis Sayles Global Bond Fund	11/06/2006 P 03/10/2009 Long	1,263.00	1,553 77	-290 77
85.125	Loomis Sayles Global Bond Fund	11/06/2006 P 12/21/2009 Long	1,362.00	1,323 69	38.31
14 851	Loomis Sayles Global Bond Fund	11/06/2006 P 11/19/2009 Long	244.00	230.93	13.07
14.854	Loomis Sayles Global Bond Fund	11/06/2006 P 05/14/2009 Long	209 00	230.98	-21 98
258.912	Loomis Sayles Global Bond Fund	11/06/2006 P 02/05/2009 Long	3,428.00	4,026 08	-598 08
33 012	Loomis Sayles Global Bond Fund	11/06/2006 P 06/15/2009 Long	479.00	513.34	-34.34

Tax Worksheet

(01/01/2009 To 12/31/2009)

Tax ID : 64-6166670

Account Name : H S Potts Irrevocable Trust

State of Domicile: Mississippi

110.315 Loomis Sayles Global Bond Fund	11/06/2006 P 07/16/2009 Long	1,647.00	1,715.40	-68.40
14.439 Morgan Stanley Mid Cap Growth Fund	08/06/2007 P 01/06/2009 Long	269.00	441.11	-172.11
16.357 Morgan Stanley Mid Cap Growth Fund	08/06/2007 P 02/05/2009 Long	282.00	499.71	-217.71
59.620 Morgan Stanley Mid Cap Growth Fund	08/06/2007 P 04/13/2009 Long	1,131.00	1,821.39	-690.39
39.838 Morgan Stanley Mid Cap Growth Fund	08/06/2007 P 10/19/2009 Long	1,131.00	1,217.05	-86.05
57.403 Morgan Stanley Mid Cap Growth Fund	08/06/2007 P 12/21/2009 Long	1,605.00	1,753.66	-148.66
48.271 Morgan Stanley Mid Cap Growth Fund	08/06/2007 P 06/15/2009 Long	1,075.00	1,474.68	-399.68
112.337 Morgan Stanley Mid Cap Growth Fund	08/06/2007 P 08/18/2009 Long	2,750.00	3,431.90	-681.90
220.598 Morgan Stanley Small Cap Value Fund	05/07/2008 P 12/21/2009 Long	4,573.00	5,000.96	-427.96
7.780 Morgan Stanley Small Cap Value Fund	05/07/2008 P 06/15/2009 Long	129.00	176.37	-47.37
175.174 Morgan Stanley Small Cap Value Fund	05/07/2008 P 08/18/2009 Long	3,267.00	3,971.20	-704.20
58.238 Morgan Stanley Small Cap Value Fund	05/07/2008 P 10/19/2009 Long	1,223.00	1,320.26	-97.26
126.273 Morgan Stanley Small Cap Value Fund	05/07/2008 P 05/14/2009 Long	2,009.00	2,862.61	-853.61
		555,782.01	700,087.33	-144,305.32
		643,547.00		-152,920.13
			796,467.13	

1 denotes Asset may qualify for Five-Year Gain Rule

How Acquired. F - Free Receipt, B - Beginning Inventory, C - Call, G - Gift, L - Payment Made (Liability), P - Purchase, R - Reinvestment, S - Spinoff, U - Undetermined

Gain/Loss Summary

Short Term GL		Long Term GL	
Gains From Sales :	747.92	Gains From Sales :	4,275.60
Losses From Sales :	-9,362.73	Losses From Sales :	-148,580.92
Common Funds	0.00	Common Funds	0.00
			0.00
Short Term Gains :	747.92	Long Term Gain :	4,275.60
Short Term Losses	-9,362.73	Long Term Losses :	-148,580.92
Net Short Term G/L:	-8,614.81	Net Long Term G/L :	-144,305.32
Capital Gain Dist .	1,321.23	Capital Gain Dist .	272.73