Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation
LOUISE B. DISMUKES CHARITABLE TRUST
1055002831

A Employer identification number
31-1691254

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
C/O REGIONS BANK TRUST DEPT, PO BOX 2886

B Telephone number (see page 10 of the instructions)
(251) 690-1024

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 2,625,545.

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

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

	Line	Description	(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 ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	19.	19.		STMT 1
	4	Dividends and interest from securities	72,296.	65,574.		STMT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	14,477.			
	b	Gross sales price for all assets on line 6a 1,065,521.				
	7	Capital gain net income (from Part IV, line 2)		14,477.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	86,792.	80,070.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	21,384.	17,107.		4,277.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 3	1,025.	NONE	NONE	1,025.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 4	23.	127.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	22,432.	17,234.	NONE	5,302.
	25	Contributions, gifts, grants paid	102,762.			102,762.
	26	**Total expenses and disbursements** Add lines 24 and 25	125,194.	17,234.	NONE	108,064.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-38,402.			
	b	**Net investment income** (if negative, enter -0-)		62,836.		
	c	**Adjusted net income** (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions. JSA **Form 990-PF (2010)**

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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			
	2	Savings and temporary cash investments	57,578.	100,937.	100,937.
	3	Accounts receivable ▶			
		Less. allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less· allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) STMT 5	606,640.	624,741.	637,072.
	b	Investments - corporate stock (attach schedule) STMT 6	1,080,965.	886,605.	1,222,833.
	c	Investments - corporate bonds (attach schedule) STMT 9	551,864.	640,065.	664,703.
	11	Investments - land, buildings, and equipment basis ▶			
		Less· accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	2,297,047.	2,252,348.	2,625,545.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27	Capital stock, trust principal, or current funds	2,297,047.	2,252,348.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	2,297,047.	2,252,348.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,297,047.	2,252,348.	

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	2,297,047.
2	Enter amount from Part I, line 27a	2	-38,402.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	846.
4	Add lines 1, 2, and 3	4	2,259,491.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	7,143.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,252,348.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	14,477.
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))
2009	125,056.	2,341,846.	0.05340060790
2008	142,150.	2,575,443.	0.05519438792
2007	134,333.	2,975,313.	0.04514919943
2006	141,823.	2,848,007.	0.04979727929
2005	144,980.	2,815,980.	0.05148474066

2	**Total** of line 1, column (d)	2	0.25502621520
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	0.05100524304
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,489,409.
5	Multiply line 4 by line 3	5	126,973.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	628.
7	Add lines 5 and 6	7	127,601.
8	Enter qualifying distributions from Part XII, line 4	8	108,064.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of ruling letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	1,257.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3	Add lines 1 and 2		3	1,257.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	1,257.
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a: 48.		
b	Exempt foreign organizations-tax withheld at source	6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c: NONE		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	48.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached SEE STATEMENT 13		8	16.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	1,225.
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 2011 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 14			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ REGIONS BANK TRUST DEPT Telephone no ▶ (251)690-1024
Located at ▶ 11 N. WATER ST., 25TH FLOOR, MOBILE, AL ZIP + 4 ▶ 36602

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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 22 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 22 of the instructions.)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 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 2010.)*		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 2010?		4b		X

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

				Yes	No
5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**		X
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		21,384.	-0-	-0-

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

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

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

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

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

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

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

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

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

Part IX-B **Summary of Program-Related Investments** (see page 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 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,527,319.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	2,527,319.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,527,319.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	37,910.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,489,409.
6	**Minimum investment return.** Enter 5% of line 5	6	124,470.

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	124,470.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,257.		
b	Income tax for 2010. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,257.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	123,213.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	123,213.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	123,213.

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	108,064.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	108,064.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	108,064.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				123,213.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			59,320.	
b Total for prior years 20 08 ,20 ___, 20 ___		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005 ..... NONE				
b From 2006 ..... NONE				
c From 2007 ..... NONE				
d From 2008 ..... NONE				
e From 2009 ..... NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 108,064.				
a Applied to 2009, but not more than line 2a			59,320.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				48,744.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				74,469.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2006 ... NONE				
b Excess from 2007 ... NONE				
c Excess from 2008 ... NONE				
d Excess from 2009 ... NONE				
e Excess from 2010 ... NONE				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here ▶ [X] 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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 17				
Total . . . . . . ▶ **3a**				102,762.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	19.	
4 Dividends and interest from securities			14	72,296.	
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	14,477.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				86,792.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 86,792.

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

Line No. ▼ Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)

NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Julie S Chmka | 05/02/2011 | TRUST OFFICER

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					461.	
		665. AT&T INC PROPERTY TYPE: SECURITIES				P	12/01/2008	03/09/2010
16,984.00		18,473.00					-1,489.00	
		1000. AT&T INC DTD 05/13/08 5.6% 05/15/2 PROPERTY TYPE: SECURITIES				P	06/08/2009	09/13/2010
1,148.00		1,015.00					133.00	
		200. ABBOTT LABS W/RIGHTS ATTACHED EXP 1 PROPERTY TYPE: SECURITIES				P	12/29/2004	03/09/2010
10,962.00		9,077.00					1,885.00	
		6000. ABBOTT LABS DTD 3/3/09 5.125% 04/0 PROPERTY TYPE: SECURITIES				P	02/09/2010	03/22/2010
6,371.00		6,139.00					232.00	
		4000. ABBOTT LABS DTD 3/3/09 5.125% 04/0 PROPERTY TYPE: SECURITIES				P	06/08/2009	03/26/2010
4,189.00		4,024.00					165.00	
		3000. ABBOTT LABS DTD 3/3/09 5.125% 04/0 PROPERTY TYPE: SECURITIES				P	06/08/2009	04/15/2010
3,171.00		3,018.00					153.00	
		395. AIR PRODS & CHEMICALS INC COM W/ RT PROPERTY TYPE: SECURITIES				P	12/01/2008	03/09/2010
29,288.00		18,123.00					11,165.00	
		12000. BP CAPITAL MARKETS PLC NORMAL 5.2 PROPERTY TYPE: SECURITIES				P	02/09/2010	04/01/2010
13,205.00		12,674.00					531.00	
		2000. BP CAPITAL MARKETS PLC DTD 10/01/2 PROPERTY TYPE: SECURITIES				P	09/28/2010	09/29/2010
2,013.00		1,994.00					19.00	
		405. BEST BUY INC PROPERTY TYPE: SECURITIES				P	05/12/2009	03/09/2010
15,775.00		14,765.00					1,010.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		27000. BLACKROCK INC DTD 12/10/2009 3.5%				P	02/11/2010	04/29/2010
		PROPERTY TYPE: SECURITIES						
27,641.00		27,149.00					492.00	
		1000. CSX CORP DTD 3/27/08 6.25% 04/01/2				P	02/10/2010	09/13/2010
		PROPERTY TYPE: SECURITIES						
1,161.00		1,108.00					53.00	
		1000. CITIGROUP INC FDIC GUARANTEED DTD				P	02/09/2010	09/13/2010
		PROPERTY TYPE: SECURITIES						
1,031.00		1,015.00					16.00	
		3000. CITIGROUP INC FDIC GUARANTEED DTD				P	02/09/2010	12/07/2010
		PROPERTY TYPE: SECURITIES						
3,093.00		3,040.00					53.00	
		324. CONOCOPHILLIPS COM				P	01/13/2005	03/09/2010
		PROPERTY TYPE: SECURITIES						
16,482.00		19,270.00					-2,788.00	
		500. DARDEN RESTAURANTS INC				P	04/06/2009	04/05/2010
		PROPERTY TYPE: SECURITIES						
22,459.00		17,879.00					4,580.00	
		2000. JOHN DEERE CAPITAL CORP INSD: FDIC				P	10/06/2009	12/07/2010
		PROPERTY TYPE: SECURITIES						
2,070.00		2,040.00					30.00	
		500. DEVON ENERGY CORPORATION				P	06/09/2005	04/05/2010
		PROPERTY TYPE: SECURITIES						
33,205.00		24,029.00					9,176.00	
		820. WALT DISNEY CO COM				P	12/01/2008	08/25/2010
		PROPERTY TYPE: SECURITIES						
25,964.00		17,432.00					8,532.00	
		10000. DUKE ENERGY CORP CALLABLE 6.25% 0				P	06/08/2009	02/09/2010
		PROPERTY TYPE: SECURITIES						
10,951.00		10,516.00					435.00	
		1100. DUKE ENERGY CORPORATION				P	08/11/2004	03/09/2010
		PROPERTY TYPE: SECURITIES						
18,018.00		14,351.00					3,667.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		500. E M C CORP MASS COM PROPERTY TYPE: SECURITIES				P	04/06/2009	03/09/2010
9,260.00		6,144.00					3,116.00	
		325. EXELON CORP PROPERTY TYPE: SECURITIES				P	12/01/2008	08/25/2010
12,901.00		17,405.00					-4,504.00	
		1051.75 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/08/2009	01/15/2010
1,052.00		1,096.00					-44.00	
		895.37 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	06/08/2009	02/16/2010
895.00		933.00					-38.00	
		3365.26 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/08/2009	03/15/2010
3,365.00		3,506.00					-141.00	
		1156. FEDERAL HOME LOAN MTG CORP POOL #G PROPERTY TYPE: SECURITIES				P	06/08/2009	04/15/2010
1,156.00		1,204.00					-48.00	
		790.64 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	06/08/2009	05/17/2010
791.00		824.00					-33.00	
		732.15 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	06/08/2009	06/15/2010
732.00		763.00					-31.00	
		725.7 FEDERAL HOME LOAN MTG CORP POOL #G PROPERTY TYPE: SECURITIES				P	06/08/2009	07/15/2010
726.00		756.00					-30.00	
		803.01 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	06/08/2009	08/16/2010
803.00		837.00					-34.00	
		22757.32 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/08/2009	09/13/2010
24,540.00		23,710.00					830.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		812.21 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	06/08/2009	09/15/2010
812.00		846.00					-34.00	
		2869.7 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	06/08/2009	01/15/2010
2,870.00		2,950.00					-80.00	
		2745.48 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/08/2009	02/16/2010
2,745.00		2,822.00					-77.00	
		3361.45 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/08/2009	03/15/2010
3,361.00		3,455.00					-94.00	
		2789.19 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/08/2009	04/15/2010
2,789.00		2,867.00					-78.00	
		2776.79 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/08/2009	05/17/2010
2,777.00		2,854.00					-77.00	
		1723.6 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	06/08/2009	06/15/2010
1,724.00		1,772.00					-48.00	
		2431.03 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/08/2009	07/15/2010
2,431.00		2,499.00					-68.00	
		2870.68 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/08/2009	08/16/2010
2,871.00		2,951.00					-80.00	
		3702.09 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/08/2009	09/15/2010
3,702.00		3,805.00					-103.00	
		3728.9 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	06/08/2009	10/15/2010
3,729.00		3,833.00					-104.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		3746.69 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES				P	06/08/2009	11/15/2010
3,747.00		3,851.00					-104.00	
		4093.1 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	06/08/2009	12/15/2010
4,093.00		4,207.00					-114.00	
		727.71 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	02/09/2010	03/15/2010
728.00		776.00					-48.00	
		529.99 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	02/09/2010	04/15/2010
530.00		565.00					-35.00	
		417.23 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	02/09/2010	05/17/2010
417.00		445.00					-28.00	
		356.08 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	02/09/2010	06/15/2010
356.00		380.00					-24.00	
		380.31 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	02/09/2010	07/15/2010
380.00		406.00					-26.00	
		584.99 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	02/09/2010	08/16/2010
585.00		624.00					-39.00	
		561.01 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	02/09/2010	09/15/2010
561.00		598.00					-37.00	
		537.94 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	02/09/2010	10/15/2010
538.00		574.00					-36.00	
		555.71 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	02/09/2010	11/15/2010
556.00		593.00					-37.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		559.74 FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES				P	02/09/2010	12/15/2010
560.00		597.00					-37.00	
		2519.93 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	06/08/2009	01/25/2010
2,520.00		2,629.00					-109.00	
		3056.13 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	06/08/2009	02/25/2010
3,056.00		3,188.00					-132.00	
		1244.88 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	06/08/2009	03/25/2010
1,245.00		1,299.00					-54.00	
		3355.59 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	06/08/2009	04/26/2010
3,356.00		3,501.00					-145.00	
		14746.13 FEDERAL NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES				P	06/08/2009	05/25/2010
14,746.00		15,384.00					-638.00	
		2808.48 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	06/08/2009	06/25/2010
2,808.00		2,930.00					-122.00	
		1722.39 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	06/08/2009	07/26/2010
1,722.00		1,797.00					-75.00	
		4709.09 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	06/08/2009	08/25/2010
4,709.00		4,913.00					-204.00	
		3224.36 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	06/08/2009	09/27/2010
3,224.00		3,364.00					-140.00	
		3024.27 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	06/08/2009	10/25/2010
3,024.00		3,155.00					-131.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1455.4 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	06/08/2009	11/26/2010
1,455.00		1,518.00					-63.00	
		2473.73 FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES				P	06/08/2009	12/27/2010
2,474.00		2,581.00					-107.00	
		126.85 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	10/08/2009	01/25/2010
127.00		135.00					-8.00	
		195.38 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	10/08/2009	02/25/2010
195.00		208.00					-13.00	
		164.11 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	10/08/2009	03/25/2010
164.00		174.00					-10.00	
		190.7 FEDERAL NATIONAL MORTGAGE ASSN POO PROPERTY TYPE: SECURITIES				P	10/08/2009	04/26/2010
191.00		203.00					-12.00	
		838.28 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	10/08/2009	05/25/2010
838.00		891.00					-53.00	
		129.9 FEDERAL NATIONAL MORTGAGE ASSN POO PROPERTY TYPE: SECURITIES				P	10/08/2009	06/25/2010
130.00		138.00					-8.00	
		88.85 FEDERAL NATIONAL MORTGAGE ASSN POO PROPERTY TYPE: SECURITIES				P	10/08/2009	07/26/2010
89.00		94.00					-5.00	
		258.83 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	10/08/2009	08/25/2010
259.00		275.00					-16.00	
		258.85 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	10/08/2009	09/27/2010
259.00		275.00					-16.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		325.75 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	10/08/2009	10/25/2010
326.00		346.00					-20.00	
		397.17 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	10/08/2009	11/26/2010
397.00		422.00					-25.00	
		265.78 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	10/08/2009	12/27/2010
266.00		282.00					-16.00	
		1736.15 FEDERAL NATL MTG ASSN POOL #9507 PROPERTY TYPE: SECURITIES				P	04/07/2010	05/25/2010
1,736.00		1,843.00					-107.00	
		539.94 FEDERAL NATL MTG ASSN POOL #95079 PROPERTY TYPE: SECURITIES				P	04/07/2010	06/25/2010
540.00		573.00					-33.00	
		323.8 FEDERAL NATL MTG ASSN POOL #950796 PROPERTY TYPE: SECURITIES				P	04/07/2010	07/26/2010
324.00		344.00					-20.00	
		390.55 FEDERAL NATL MTG ASSN POOL #95079 PROPERTY TYPE: SECURITIES				P	04/07/2010	08/25/2010
391.00		415.00					-24.00	
		420.46 FEDERAL NATL MTG ASSN POOL #95079 PROPERTY TYPE: SECURITIES				P	04/07/2010	09/27/2010
420.00		446.00					-26.00	
		353.88 FEDERAL NATL MTG ASSN POOL #95079 PROPERTY TYPE: SECURITIES				P	04/07/2010	10/25/2010
354.00		376.00					-22.00	
		318.56 FEDERAL NATL MTG ASSN POOL #95079 PROPERTY TYPE: SECURITIES				P	04/07/2010	11/26/2010
319.00		338.00					-19.00	
		401.17 FEDERAL NATL MTG ASSN POOL #95079 PROPERTY TYPE: SECURITIES				P	04/07/2010	12/27/2010
401.00		426.00					-25.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		594.97 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	06/08/2009	01/25/2010
595.00		611.00					-16.00	
		504.24 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	06/08/2009	02/25/2010
504.00		518.00					-14.00	
		532.72 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	06/08/2009	03/25/2010
533.00		547.00					-14.00	
		623.73 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	06/08/2009	04/26/2010
624.00		640.00					-16.00	
		625.55 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	06/08/2009	05/25/2010
626.00		642.00					-16.00	
		616.97 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	06/08/2009	06/25/2010
617.00		633.00					-16.00	
		416.02 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	06/08/2009	07/26/2010
416.00		427.00					-11.00	
		367.18 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	06/08/2009	08/25/2010
367.00		377.00					-10.00	
		371.16 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	06/08/2009	09/27/2010
371.00		381.00					-10.00	
		742.06 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	06/08/2009	10/25/2010
742.00		762.00					-20.00	
		628.12 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	06/08/2009	11/26/2010
628.00		645.00					-17.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		864.14 FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES				P	06/08/2009	12/27/2010
864.00		887.00					-23.00	
		425. FEDEX CORP PROPERTY TYPE: SECURITIES				P	01/25/2005	01/26/2010
33,983.00		40,086.00					-6,103.00	
		.023 FRONTIER COMMUNICATIONS CORP PROPERTY TYPE: SECURITIES				P	12/01/2008	07/08/2010
		138. FRONTIER COMMUNICATIONS CORP PROPERTY TYPE: SECURITIES				P	12/01/2008	08/25/2010
1,035.00		1,123.00					-88.00	
		2000. GENERAL ELEC CAP CORP FDIC INSURED PROPERTY TYPE: SECURITIES				P	06/08/2009	12/07/2010
2,049.00		1,995.00					54.00	
		1000. GOLDMAN SACHS GROUP INC DTD 2/5/09 PROPERTY TYPE: SECURITIES				P	05/20/2010	09/13/2010
1,168.00		1,093.00					75.00	
		100. GOLDMAN SACHS GROUP INC COM PROPERTY TYPE: SECURITIES				P	03/15/2005	03/09/2010
16,970.00		11,085.00					5,885.00	
		22000. HSBC FINANCE CORP 4.625% 09/15/ PROPERTY TYPE: SECURITIES				P	12/14/2009	02/09/2010
22,469.00		22,083.00					386.00	
		4000. KELLOGG CO DTD 12/03/07 5.125% 12/ PROPERTY TYPE: SECURITIES				P	06/08/2009	02/08/2010
4,330.00		4,179.00					151.00	
		6000. KELLOGG CO DTD 12/03/07 5.125% 12/ PROPERTY TYPE: SECURITIES				P	06/08/2009	02/09/2010
6,491.00		6,268.00					223.00	
		14000. MCDONALDS CORP SERIES: MTN DTD 02 PROPERTY TYPE: SECURITIES				P	04/07/2010	05/20/2010
15,670.00		14,586.00					1,084.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		4000. MICROSOFT CORP DTD 09/27/2010 1.62 PROPERTY TYPE: SECURITIES				P	09/23/2010	11/30/2010
3,964.00		4,002.00					-38.00	
		8000. MICROSOFT CORP DTD 09/27/2010 1.62 PROPERTY TYPE: SECURITIES				P	09/23/2010	11/30/2010
7,910.00		7,984.00					-74.00	
		29000. MORGAN STANLEY 5.05% 01/21/2011 PROPERTY TYPE: SECURITIES				P	04/07/2010	04/30/2010
29,767.00		29,357.00					410.00	
		1400. NATIONAL SEMICONDUCTOR CORP PROPERTY TYPE: SECURITIES				P	06/13/2005	01/26/2010
19,152.00		29,694.00					-10,542.00	
		2000. ORACLE CORPORATION DTD 04/09/08 5. PROPERTY TYPE: SECURITIES				P	06/08/2009	09/13/2010
2,356.00		2,092.00					264.00	
		500. PEPSICO INC COM PROPERTY TYPE: SECURITIES				P	07/24/2006	03/09/2010
32,180.00		31,725.00					455.00	
		2000. PEPSICO INC DTD 10/24/08 7.9% 11/0 PROPERTY TYPE: SECURITIES				P	04/07/2010	11/16/2010
2,635.00		2,459.00					176.00	
		1000. PEPSICO INC DTD 10/24/08 7.9% 11/0 PROPERTY TYPE: SECURITIES				P	06/08/2009	11/16/2010
1,317.00		1,169.00					148.00	
		9000. GCB PEPSICO, INC CONTRA CUSIP FOR PROPERTY TYPE: SECURITIES				P	06/08/2009	11/02/2010
11,819.00		10,387.00					1,432.00	
		2000. PETROBRAS INTL FIN CO DTD 10/30/09 PROPERTY TYPE: SECURITIES				P	10/22/2009	12/08/2010
2,116.00		1,998.00					118.00	
		1401.345 PIMCO COMMODITY RR STRAT FUND A PROPERTY TYPE: SECURITIES				P	09/01/2005	01/26/2010
11,225.00		25,000.00					-13,775.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		550. QUEST DIAGNOSTICS INC PROPERTY TYPE: SECURITIES				P	02/25/2005	01/26/2010
31,339.00		27,486.00					3,853.00	
		550. SPECTRA ENERGY CORP PROPERTY TYPE: SECURITIES				P	08/11/2004	03/09/2010
12,039.00		10,345.00					1,694.00	
		1000. TALISMAN ENERGY INC DTD 6/1/09 7.7 PROPERTY TYPE: SECURITIES				P	04/07/2010	09/13/2010
1,251.00		1,186.00					65.00	
		1000. TARGET CORP CALLABLE 5.375% 05/01/ PROPERTY TYPE: SECURITIES				P	06/12/2009	09/13/2010
1,152.00		1,019.00					133.00	
		4000. UNITED STATES TREASURY NOTE 5.00% PROPERTY TYPE: SECURITIES				P	04/07/2010	12/10/2010
4,033.00		4,000.00					33.00	
		25000. UNITED STATES TREASURY NOTE 5.00% PROPERTY TYPE: SECURITIES				P	06/08/2009	12/10/2010
25,209.00		25,476.00					-267.00	
		4045.68 UNITED STATES TREASURY INFLATION PROPERTY TYPE: SECURITIES				P	02/09/2010	08/09/2010
4,238.00		4,116.00					122.00	
		8106.8 UNITED STATES TREASURY INFLATION PROPERTY TYPE: SECURITIES				P	11/10/2009	12/07/2010
8,681.00		8,244.00					437.00	
		13000. UNITED STATES TREASURY N/B DTD 2/ PROPERTY TYPE: SECURITIES				P	05/19/2010	12/10/2010
13,020.00		13,035.00					-15.00	
		100000. UNITED STATES TREASURY N/B DTD 1 PROPERTY TYPE: SECURITIES				P	01/29/2010	02/09/2010
100,043.00		100,042.00					1.00	
		130000. UNITED STATES TREASURY N/B DTD 1 PROPERTY TYPE: SECURITIES				P	03/12/2010	04/07/2010
129,680.00		129,821.00					-141.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		14000. UNITED STATES TREASURY N/B DTD 11 PROPERTY TYPE: SECURITIES				P	04/20/2010	04/26/2010
13,993.00		13,981.00					12.00	
		18000. UNITED STATES TREASURY N/B DTD 11 PROPERTY TYPE: SECURITIES				P	08/25/2010	09/13/2010
18,078.00		18,082.00					-4.00	
		10000. UNITED STATES TREASURY N/B DTD 11 PROPERTY TYPE: SECURITIES				P	08/25/2010	11/16/2010
10,046.00		10,022.00					24.00	
		13000. UNITED STATES TREASURY DTD 02/16/ PROPERTY TYPE: SECURITIES				P	05/03/2010	05/19/2010
13,297.00		12,935.00					362.00	
		1000. UNITED STATES TREASURY DTD 02/16/2 PROPERTY TYPE: SECURITIES				P	05/03/2010	09/13/2010
1,073.00		995.00					78.00	
		600. WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES				P	12/03/2003	03/09/2010
17,346.00		17,106.00					240.00	
		170. TRANSOCEAN LTD PROPERTY TYPE: SECURITIES				P	11/23/2009	08/25/2010
8,649.00		14,676.00					-6,027.00	
		. SECURITIES LITIGATION SETTLEMENT PROCE PROPERTY TYPE: SECURITIES						10/21/2010
45.00							45.00	
		. SECURITIES LITIGATION SETTLEMENT PROCE PROPERTY TYPE: SECURITIES						12/31/2010
26.00							26.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN(LOSS)							14,477.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST ON MONEY MKT FUND	19.	19.
TOTAL	19.	19.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTERESTS	72,296.	65,574.
TOTAL	72,296.	65,574.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	1,025.			1,025.
TOTALS	1,025.	NONE	NONE	1,025.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	23.	127.
TOTALS	23.	127.

LOUISE B. DISMUKES CHARITABLE TRUST 31-1691254

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
US TNOTES 5% 02/15/2011	26,413.		
FHLM 5.75% 01/15/12	33,929.	44,559.	44,268.
TENNESSEE VALLEY 6.79% 5/12	11,119.	12,846.	13,024.
US TNOTES 1.375% 7/15/2018	58,081.	65,796.	68,403.
US TNOTES .75% 11/30/2011	84,884.	117,908.	118,465.
FHLM 6% 6/36 #G02227	34,475.		
FHLM 5% 6/23 #G13174	120,257.	82,394.	84,686.
FNMA 6% 9/36 #831811	151,142.	104,883.	110,161.
FNMA 6% 6/23 #928480	14,534.	11,090.	11,482.
FNMA 5% 6/23 #963451	25,874.	18,803.	19,438.
FANNIE MAE 2.75% 4/11/2011	45,932.	59,470.	59,408.
US TREAS 3.625% 2/15/2020		13,930.	14,529.
US TREAS .75% 8/15/2013		24,938.	24,949.
US TREAS 2.625% 11/15/2020		28,369.	28,298.
FHLMC POOL #13888 5% 06/01/25		10,183.	10,134.
FHLMC POOL #18045 5% 03/01/20		18,571.	18,552.
FNMA POOL #950796 6% 10/01/37		11,001.	11,275.
TOTALS	606,640.	624,741.	637,072.

LOUISE B. DISMUKES CHARITABLE TRUST 31-1691254

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ABBOTT LABORTORIES	27,780.	18,703.	21,560.
BANK OF AMER CORP		15,139.	11,072.
CVS/CAREMARK CORP (DEL)	18,114.	18,114.	41,724.
CATERPILLAR INC		13,376.	21,074.
CHEVRON CORP	18,015.	18,015.	45,625.
CONOCO PHILLIPS COM	19,270.		
DEVON ENERGY CORP NEW COM	24,029.		
DUKE ENERGY CORP NEW COM	14,351.		
EXXON MOBIL CORP	24,066.	24,066.	43,872.
FEDEX CORP COM	40,086.		
GENERAL ELECTRIC CO		10,108.	9,968.
GOLDMAN SACHS GROUP INC	27,714.	16,628.	25,224.
INTEL CORP	32,062.	32,062.	29,442.
JOHNSON & JOHNSON	21,684.	21,684.	24,740.
MICROSOFT CORP	29,485.	29,485.	27,910.
NATIONAL SEMICONDUCTOR CORP	29,694.		
PIONEER SELECT MID GR A	100,000.	100,000.	145,069.
NORFOLK SOUTHERN CORP	18,010.	18,010.	31,410.
PROCTER & GAMBLE CO	14,971.	14,971.	18,977.
PEPSICO INC	52,080.	20,355.	32,665.
PRUDENTIAL FINANCIAL	14,539.	14,539.	22,016.
QUALCOMM INC	30,079.	30,079.	37,118.
QUEST DIAGNOSTICS INC COM	27,486.		
STATE STREET CORP	15,032.	15,032.	16,682.
ROBERT HALF INTL	15,016.	15,016.	19,737.
STAPLES INC		10,013.	9,563.
UNITED TECHNOLOGIES CORP	15,408.	15,408.	23,616.
WAL MART STORES	15,038.	15,038.	15,909.
WELLS FARGO & CO NEW	17,106.		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SPECTRA ENERGY CORP	10,345.		
TRANSOCEAN INC	14,676.		
A T & T	18,473.		
AIR PRODUCTS & CHEM	18,123.		
CISCO SYSTEMS	17,236.	17,236.	22,556.
DISNEY CO	17,432.		
EXELON CORP	17,405.		
J P MORGAN CHASE	17,834.	17,834.	26,088.
ORACLE CORP	17,974.	17,974.	35,839.
STRYKER CORP	18,291.	18,291.	25,776.
3M CORP	18,060.	18,060.	24,164.
VERIZON COMM	18,116.	16,993.	20,574.
ISHARES RUSSELL 1000 FUND	43,989.	43,989.	62,275.
OPPENHIEMER MAIN ST SMALL CAP	43,000.	43,000.	80,052.
BEST BUY INC	14,765.		
DARDEN	17,879.		
E M C COPR MASS	18,187.	12,042.	22,442.
MONSANTO CO NEW	20,120.	20,120.	16,714.
TEVA PHARMACEUTICAL	14,945.	14,945.	17,203.
MFS RESH INTL FD CL I	43,000.	43,000.	65,228.
APACHE CORP		10,494.	11,923.
AUTO DESK INC		12,026.	16,770.
MATTEL INC		12,088.	14,393.
MCGRAW HILL INC		14,156.	14,564.
MERCK & CO INC		11,986.	12,578.
NEXTRA ENERGY INC		11,812.	11,542.
SCHLUMBERGER LTD		15,061.	19,623.
VF CORP		14,799.	15,943.
VISA INC CLASS A SHRS		14,858.	11,613.

LOUISE B. DISMUKES CHARITABLE TRUST 31-1691254

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
TOTALS	1,080,965.	886,605.	1,222,833.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MORGAN STANLEY 5.05% 1/21/11	22,313.		
FEDERATED GNMA TR INST SHRS 16	50,000.	50,000.	53,305.
PIMCO COMMODITY RR STRAT FUND	25,000.		
AT&T INC 5.6% 11/07/2013	11,173.		
ABBOTT LABS 5.125% 04/01/2019	11,068.		
BP CAPITAL MARKETS 5.25% 11/20	10,516.		
CATERPILLAR INC 7.9% 12815/201	11,058.	13,386.	15,445.
COMCAST CORP 5.7% 07/01/2019	11,122.	13,209.	14,212.
CREDIT SUISSE NY 5.5% 5/1/2014	22,064.	28,303.	29,610.
DUKE ENERGY 6.25% 1/15/12	10,662.		
GENERAL ELECTRIC 5% 2/1/13	21,508.	28,832.	29,931.
GOLDMAN SACHS GP 6% 5/1/14	10,266.	14,535.	15,423.
HSBC FINANCE 4.625% 9/15/10	22,130.		
HESS CORP 8.125% 2/15/19	10,728.	14,239.	15,160.
KELLOGG CO 5.125% 12/03/2012	10,474.		
MCDONALDS CORP 5.35% 3/1/18	10,249.		
MERRILL LYNCH 6.875% 4/25/18	10,960.	14,203.	15,321.
ORACLE CORP 5.75% 4/15/18	10,506.	12,739.	13,727.
PEPSICO INC 7.9% 11/1/18	11,857.		
PETROBRAS INTL 5.75% 1/20/20	11,989.	13,088.	13,488.
TALISMAN ENERGY 7.75% 6/1/19	10,534.	13,918.	14,815.
TARGET CORP 5.375% 5/1/17	11,236.	13,423.	14,569.
TIME WARNER 5.375% 7/1/18	10,964.	13,102.	13,988.
VERIZON COMMUNICATIONS 5.55%	11,251.	14,474.	15,693.
WACHOVIA CORP	10,504.	12,601.	14,392.
PIMCO TOTAL RETURN #35	30,000.	30,000.	29,591.
AT&T INC 5.6% 5/15/2018		13,312.	14,505.
BB&T CORP 3.85% 7/27/2012		13,490.	13,524.
BARCLAYS BANK 3.9% 4/7/2015		15,022.	15,467.

LOUISE B. DISMUKES CHARITABLE TRUST 31-1691254

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CSX CORP 6.25% 4/1/2015		14,382.	14,774.
CA INC 5.375% 12/1/2019		14,290.	14,474.
CITIGROUP INC 6% 12/13/2013		14,183.	14,205.
DIRCTV 3.55% 3/15/2015		14,508.	14,223.
GOLDMAN SACHS 7.5% 2/15/2019		14,248.	15,158.
HEW PACKARD 2.2% 12/1/2015		11,989.	11,818.
KRAFT FOOD INC 4.125% 2/9/2016		15,051.	15,746.
PRUD FIN 4.5% 11/15/2020		13,909.	13,691.
CITIGROUP INC FDIC 2.25%	62,172.	70,887.	72,003.
GE CAP FDIC INSU 2.2% 06/08/12	27,982.	35,090.	35,784.
GOLDMAN SACHS FDIC 1.625%	28,025.	37,098.	37,265.
JOHN DEERE CAP 2.875%	33,553.	42,554.	43,396.
TOTALS	551,864.	640,065.	664,703.

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

DESCRIPTION	AMOUNT
ROUNDING ADJUSTMENT	4.
TIPS OID INCOME ADJUSTMENT	842.
TOTAL	846.

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

DESCRIPTION	AMOUNT
AMORTIZATION PREMIUM ADJUSTMENT	7,143.
TOTAL	7,143.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
AL

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

OFFICER NAME:
REGIONS BANK TRUST DEPARTMENT
ADDRESS:
417 20TH STREET NORTH
BIRMINGHAM, AL 35203
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 21,384.

TOTAL COMPENSATION: 21,384.

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

MONTH	LINE 1a-FMV SECURITIES	LINE 1b-FMV CASH BALANCES	LINE 1c-FMV OTHER ASSETS
JANUARY	2,503,811.	NONE	NONE
FEBRUARY	2,533,054.	NONE	NONE
MARCH	2,605,334.	NONE	NONE
APRIL	2,610,018.	NONE	NONE
MAY	2,509,130.	NONE	NONE
JUNE	2,405,105.	NONE	NONE
JULY	2,477,124.	NONE	NONE
AUGUST	2,420,399.	NONE	NONE
SEPTEMBER	2,525,938.	NONE	NONE
OCTOBER	2,561,944.	NONE	NONE
NOVEMBER	2,550,430.	NONE	NONE
DECEMBER	2,625,545.	NONE	NONE
TOTAL	30,327,832.	NONE	NONE
AVERAGE FMV	2,527,319.	NONE	NONE

STATEMENT 16

LOUISE B. DISMUKES CHARITABLE TRUST 31-1691254

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

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RECIPIENT NAME:
  HUNTER STREET BAPTIST CHURCH
  MORRELL DODD, CHURCH ADMINISTRATOR
ADDRESS:
  2600 HIGHWAY 150
  HOOVER, AL 35244
RELATIONSHIP:
  NONE
PURPOSE OF GRANT:
  RELIGIOUS
FOUNDATION STATUS OF RECIPIENT:
  PUBLIC
AMOUNT OF GRANT PAID .... 102,762.

TOTAL GRANTS PAID: 102,762.

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