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

**2010**

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

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

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

Name of foundation: **REGIONS/ AMSOUTH FOUNDATION - TN 2055000921**

Number and street (or P O box number if mail is not delivered to street address): **REGIONS BK TR DEPT CUSTODIAN PO BOX 2886**

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

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) \$ **5,059,755.**

J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

A Employer identification number: **58-2071018**

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	1,338.	22.		STMT 1
4	Dividends and interest from securities	138,384.	139,622.		STMT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-23,665.			
b	Gross sales price for all assets on line 6a	1,400,637.			
7	Capital gain net income (from Part IV, line 2)				
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)	302.			STMT 3
12	Total. Add lines 1 through 11	116,359.	139,644.		
13	Compensation of officers, directors, trustees, etc.	NONE	NONE		NONE
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 4	1,000.	NONE	NONE	1,000.
c	Other professional fees (attach schedule) STMT 5	40,000.	40,000.		
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) STMT 6	2,414.	874.		
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	43,414.	40,874.	NONE	1,000.
25	Contributions, gifts, grants paid	332,500.			332,500.
26	Total expenses and disbursements. Add lines 24 and 25	375,914.	40,874.	NONE	333,500.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-259,555.			
b	Net investment income (if negative, enter -0-)		98,770.		
c	Adjusted net income (if negative, enter -0-)				

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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 . . . . .	48,842.	129,323.	129,323.
	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) . . . . .	544,704.	690,358.	698,901.
	b	Investments - corporate stock (attach schedule) . . . . .	2,979,091.	2,759,258.	3,203,640.
	c	Investments - corporate bonds (attach schedule) . . . . .	1,212,155.	947,447.	1,027,891.
	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	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	4,784,792.	4,526,386.	5,059,755.	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .				
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/></b>				
	27	Capital stock, trust principal, or current funds . . . . .	4,784,792.	4,526,386.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .			
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	4,784,792.	4,526,386.		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	4,784,792.	4,526,386.		

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 4,784,792.
2	Enter amount from Part I, line 27a . . . . .	2 -259,555.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 12	3 1,149.
4	Add lines 1, 2, and 3 . . . . .	4 4,526,386.
5	Decreases not included in line 2 (itemize) ▶	5
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .</b>	6 4,526,386.

**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			(l) Gains (Col (h) gain minus col (k), but not less than -0- or Losses (from col (h)))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
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	-25,873.	
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	225,900.	4,425,632.	0.05104355717
2008	376,600.	5,354,473.	0.07033371912
2007	1,390,486.	6,917,705.	0.20100394567
2006	1,842,678.	7,757,448.	0.23753662287
2005	1,002,359.	8,658,276.	0.11576888979
2 Total of line 1, column (d) . . . . .			2 0.67568673462
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 0.13513734692
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 . . . . .			4 4,853,760.
5 Multiply line 4 by line 3 . . . . .			5 655,924.
6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			6 988.
7 Add lines 5 and 6 . . . . .			7 656,912.
8 Enter qualifying distributions from Part XII, line 4 . . . . . 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.			8 333,500.

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

Table with 11 rows for excise tax calculations. Includes sub-rows for credits and payments (6a-6d) and a total tax due of 1,976.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, expenditures, and state reporting. Includes checkboxes for 'Yes' and 'No'.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) . . . . . 11 X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13 X
Website address N/A
14 The books are in care of SEE STATEMENT 14 Telephone no Located at ZIP + 4
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
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 Yes No 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.

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . X 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 X 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 X 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(i)(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 X 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 X 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)**

- 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)?  Yes  No  
 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?  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?  Yes  No

5b			
6b			X
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		-0-	-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)

<b>3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."</b>		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 17		40,000.
-----		
-----		
-----		
-----		
-----		
<b>Total number of others receiving over \$50,000 for professional services</b> . . . . . ▶		<b>NONE</b>

**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	
-----	
-----	
<b>Total. Add lines 1 through 3</b> . . . . . ▶	



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	4,927,675.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	NONE
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	4,927,675.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	4,927,675.
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	73,915.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	4,853,760.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	242,688.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	242,688.
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	1,975.
<b>b</b>	Income tax for 2010. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,975.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	240,713.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	240,713.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	240,713.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	333,500.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	333,500.
<b>5</b>	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)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	333,500.

**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
<b>1</b> Distributable amount for 2010 from Part XI, line 7 . . . . .				240,713.
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only . . . . .			NONE	
<b>b</b> Total for prior years 20 <u>08</u> , 20 <u>    </u> , 20 <u>    </u> . . . . .		NONE		
<b>3</b> Excess distributions carryover, if any, to 2010				
<b>a</b> From 2005 . . . . .	579,207.			
<b>b</b> From 2006 . . . . .	1,470,610.			
<b>c</b> From 2007 . . . . .	1,060,133.			
<b>d</b> From 2008 . . . . .	111,288.			
<b>e</b> From 2009 . . . . .	6,872.			
<b>f</b> Total of lines 3a through e . . . . .	3,228,110.			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ <u>333,500.</u>				
<b>a</b> Applied to 2009, but not more than line 2a . . . . .			NONE	
<b>b</b> Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .	NONE			
<b>d</b> Applied to 2010 distributable amount . . . . .				240,713.
<b>e</b> Remaining amount distributed out of corpus . . . . .	92,787.			
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a) ) . . . . .	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	3,320,897.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .			NONE	
<b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 . . . . .				NONE
<b>7</b> 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			
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	579,207.			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . .	2,741,690.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2006 . . . . .	1,470,610.			
<b>b</b> Excess from 2007 . . . . .	1,060,133.			
<b>c</b> Excess from 2008 . . . . .	111,288.			
<b>d</b> Excess from 2009 . . . . .	6,872.			
<b>e</b> Excess from 2010 . . . . .	92,787.			

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

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling . . . . .  **4942(j)(3) or**  **4942(j)(5)**

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

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

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

**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

**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 <i>Paid during the year</i>  SEE STATEMENT 25				
<b>Total</b> .....				<b>3a</b> 332,500.
b <i>Approved for future payment</i>				
<b>Total</b> .....				<b>3b</b>





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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)	
4,172.00		145. AT&T INC PROPERTY TYPE: SECURITIES 5,748.00				P	07/18/2007	10/01/2010
							-1,576.00	
3,172.00		3000. AT&T INC DTD 05/13/08 5.6% 05/15/2 PROPERTY TYPE: SECURITIES 3,221.00				P	12/14/2009	04/07/2010
							-49.00	
3,445.00		3000. AT&T INC DTD 05/13/08 5.6% 05/15/2 PROPERTY TYPE: SECURITIES 3,248.00				P	05/10/2010	09/13/2010
							197.00	
3,548.00		3000. AT&T INC DTD 05/13/08 5.6% 05/15/2 PROPERTY TYPE: SECURITIES 3,176.00				P	02/09/2010	10/07/2010
							372.00	
4,704.00		90. ABBOTT LABS W/RIGHTS ATTACHED EXP 11 PROPERTY TYPE: SECURITIES 5,109.00				P	07/21/2008	10/01/2010
							-405.00	
3,388.00		3000. ABBOTT LABS DTD 3/3/09 5.125% 04/0 PROPERTY TYPE: SECURITIES 3,196.00				P	02/09/2010	09/13/2010
							192.00	
2,320.00		2000. ABBOTT LABS DTD 3/3/09 5.125% 04/0 PROPERTY TYPE: SECURITIES 2,116.00				P	02/09/2010	10/07/2010
							204.00	
51,309.00		700. AIR PRODS & CHEMICALS INC COM W/ RT PROPERTY TYPE: SECURITIES 61,307.00				P	07/18/2007	03/05/2010
							-9,998.00	
3,673.00		55. ALLERGAN INC PROPERTY TYPE: SECURITIES 2,237.00				P	01/05/2009	10/01/2010
							1,436.00	
3,803.00		90. AMERICAN EXPRESS CO PROPERTY TYPE: SECURITIES 2,494.00				P	04/17/2007	10/01/2010
							1,309.00	
3,470.00		35. APACHE CORP COM PROPERTY TYPE: SECURITIES 3,790.00				P	01/06/2010	10/01/2010
							-320.00	

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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)	
2,095.00		2000. BB& T CORPORATION DTD 7/27/09 PROPERTY TYPE: SECURITIES 2,105.00	3.85			P	05/10/2010	10/07/2010 -10.00
5,502.00		5000. BP CAPITAL MARKETS PLC NORMAL PROPERTY TYPE: SECURITIES 5,462.00	5.25			P	12/14/2009	04/01/2010 40.00
14,305.00		13000. BP CAPITAL MARKETS PLC NORMAL PROPERTY TYPE: SECURITIES 12,992.00	5.2			P	11/06/2008	04/01/2010 1,313.00
4,026.00		4000. BP CAPITAL MARKETS PLC DTD 10/01/2 PROPERTY TYPE: SECURITIES 3,989.00				P	09/28/2010	09/29/2010 37.00
5,430.00		205. BANK OF NEW YORK MELLON CORP PROPERTY TYPE: SECURITIES 9,438.00				P	07/18/2007	10/01/2010 -4,008.00
20,475.00		20000. BLACKROCK INC DTD 12/10/2009 PROPERTY TYPE: SECURITIES 20,115.00	3.5%			P	02/11/2010	04/29/2010 360.00
3,785.00		120. CVS CORP PROPERTY TYPE: SECURITIES 4,381.00				P	07/18/2007	10/01/2010 -596.00
2,587.00		2000. CATERPILLAR INC DTD 12/05/08 PROPERTY TYPE: SECURITIES 2,475.00	7.9%			P	12/15/2009	12/07/2010 112.00
7,370.00		90. CHEVRONTXACO CORP COM PROPERTY TYPE: SECURITIES 8,171.00				P	07/24/2007	10/01/2010 -801.00
2,366.00		2000. CISCO SYSTEMS INC CALLABLE PROPERTY TYPE: SECURITIES 2,241.00	5.5%	02		P	12/14/2009	10/07/2010 125.00
4,053.00		4000. CITIGROUP INC FDIC GUARANTEED DTD PROPERTY TYPE: SECURITIES 4,077.00				P	12/15/2009	04/07/2010 -24.00



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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)	
4,126.00		4000. CITIGROUP INC FDIC GUARANTEED DTD PROPERTY TYPE: SECURITIES 4,078.00				P	05/10/2010	09/13/2010 48.00
8,286.00		8000. CITIGROUP INC FDIC GUARANTEED DTD PROPERTY TYPE: SECURITIES 8,155.00				P	05/10/2010	10/07/2010 131.00
2,507.00		2000. CONOCOPHILLIPS DTD 2/3/09 6.5% 02/ PROPERTY TYPE: SECURITIES 2,232.00				P	12/14/2009	10/07/2010 275.00
4,162.00		4000. JOHN DEERE CAPITAL CORP INSD: FDIC PROPERTY TYPE: SECURITIES 4,152.00				P	05/10/2010	10/07/2010 10.00
23,692.00		2000. DELL INC PROPERTY TYPE: SECURITIES 32,454.00				P	01/05/2009	09/01/2010 -8,762.00
3,271.00		50. DEVON ENERGY CORPORATION PROPERTY TYPE: SECURITIES 3,778.00				P	10/20/2008	10/01/2010 -507.00
60,444.00		1750. WALT DISNEY CO COM PROPERTY TYPE: SECURITIES 60,511.00				P	07/18/2007	09/20/2010 -67.00
2,996.00		90. WALT DISNEY CO COM PROPERTY TYPE: SECURITIES 3,112.00				P	07/18/2007	10/01/2010 -116.00
6,476.00		6000. WALT DISNEY CO DTD 12/22/08 4.5% 1 PROPERTY TYPE: SECURITIES 6,275.00				P	12/14/2009	02/09/2010 201.00
14,031.00		13000. WALT DISNEY CO DTD 12/22/08 4.5% PROPERTY TYPE: SECURITIES 13,040.00				P	12/18/2008	02/09/2010 991.00
33,980.00		820. EXELON CORP PROPERTY TYPE: SECURITIES 63,770.00				P	07/18/2007	09/02/2010 -29,790.00

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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)	
3,422.00		55. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 4,766.00				P	03/06/2008	10/01/2010 -1,344.00
171.00		171.31 FD HM LN MTG CORP PARTN CTFS POOL PROPERTY TYPE: SECURITIES 182.00				P	10/07/2009	01/15/2010 -11.00
119.00		119.43 FD HM LN MTG CORP PARTN CTFS POOL PROPERTY TYPE: SECURITIES 127.00				P	10/07/2009	02/16/2010 -8.00
787.00		787.24 FD HM LN MTG CORP PARTN CTFS POOL PROPERTY TYPE: SECURITIES 836.00				P	10/07/2009	03/15/2010 -49.00
7,902.00		7389.14 FD HM LN MTG CORP PARTN CTFS POOL PROPERTY TYPE: SECURITIES 7,847.00				P	10/07/2009	04/07/2010 55.00
129.00		129.44 FD HM LN MTG CORP PARTN CTFS POOL PROPERTY TYPE: SECURITIES 137.00				P	10/07/2009	04/15/2010 -8.00
4,291.00		4291.35 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES 4,145.00				P	06/11/2007	01/15/2010 146.00
2,845.00		2844.95 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES 2,748.00				P	06/11/2007	02/16/2010 97.00
4,183.00		4183.49 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES 4,040.00				P	06/11/2007	03/15/2010 143.00
3,863.00		3862.75 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES 3,731.00				P	06/11/2007	04/15/2010 132.00
3,398.00		3398.16 FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES 3,282.00				P	06/11/2007	05/17/2010 116.00

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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)	
2,930.00		2930.36				P	06/11/2007	06/15/2010
		FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES						
		2,830.00					100.00	
3,232.00		3231.97				P	06/11/2007	07/15/2010
		FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES						
		3,121.00					111.00	
2,451.00		2450.85				P	06/11/2007	08/16/2010
		FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES						
		2,367.00					84.00	
3,083.00		3082.85				P	06/11/2007	09/15/2010
		FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES						
		2,977.00					106.00	
3,390.00		3389.94				P	06/11/2007	10/15/2010
		FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES						
		3,274.00					116.00	
3,477.00		3477.22				P	06/11/2007	11/15/2010
		FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES						
		3,358.00					119.00	
3,720.00		3719.63				P	06/11/2007	12/15/2010
		FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES						
		3,592.00					128.00	
1,028.00		1028.06				P	10/07/2009	01/15/2010
		FEDERAL HOME LOAN MTG CORP POOL# PROPERTY TYPE: SECURITIES						
		1,084.00					-56.00	
981.00		980.99				P	10/07/2009	02/16/2010
		FEDERAL HOME LOAN MTG CORP POOL#G PROPERTY TYPE: SECURITIES						
		1,034.00					-53.00	
558.00		558.46				P	10/07/2009	03/15/2010
		FEDERAL HOME LOAN MTG CORP POOL#G PROPERTY TYPE: SECURITIES						
		589.00					-31.00	
668.00		667.71				P	10/07/2009	04/15/2010
		FEDERAL HOME LOAN MTG CORP POOL#G PROPERTY TYPE: SECURITIES						
		704.00					-36.00	

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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)	
601.00		601.34 634.00				P	10/07/2009	05/17/2010 -33.00
454.00		453.53 478.00				P	10/07/2009	06/15/2010 -24.00
589.00		589.34 621.00				P	10/07/2009	07/15/2010 -32.00
654.00		654.39 690.00				P	10/07/2009	08/16/2010 -36.00
643.00		642.57 677.00				P	10/07/2009	09/15/2010 -34.00
664.00		663.82 700.00				P	10/07/2009	10/15/2010 -36.00
751.00		751.31 792.00				P	10/07/2009	11/15/2010 -41.00
704.00		704.44 743.00				P	10/07/2009	12/15/2010 -39.00
1,016.00		1016.31 1,003.00				P	06/11/2007	01/15/2010 13.00
855.00		855.38 844.00				P	06/11/2007	02/16/2010 11.00
2,758.00		2758.01 2,722.00				P	06/11/2007	03/15/2010 36.00

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Kind of Property		Description				P r o p e r t y T y p e	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)	
913.00		912.74				FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES	P 06/11/2007	04/15/2010
		901.00					12.00	
564.00		563.81				FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES	P 06/11/2007	05/17/2010
		556.00					8.00	
619.00		619.11				FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES	P 06/11/2007	06/15/2010
		611.00					8.00	
922.00		921.96				FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES	P 06/11/2007	07/15/2010
		910.00					12.00	
707.00		707.08				FEDERAL HOME LOAN MTG CORP POOL # PROPERTY TYPE: SECURITIES	P 06/11/2007	08/16/2010
		698.00					9.00	
42,111.00		39052.63				FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES	P 06/11/2007	09/13/2010
		38,540.00					3,571.00	
1,166.00		1166.42				FEDERAL HOME LOAN MTG CORP POOL PROPERTY TYPE: SECURITIES	P 06/11/2007	09/15/2010
		1,151.00					15.00	
284.00		283.88				FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES	P 10/07/2009	01/25/2010
		299.00					-15.00	
238.00		237.93				FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES	P 10/07/2009	02/25/2010
		251.00					-13.00	
246.00		246.24				FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES	P 10/07/2009	03/25/2010
		259.00					-13.00	
303.00		303.11				FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES	P 10/07/2009	04/26/2010
		319.00					-16.00	

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Kind of Property		Description				P r o p e r t y 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)	
278.00		277.5 292.00				P	10/07/2009	05/25/2010
								-14.00
475.00		474.83 500.00				P	10/07/2009	06/25/2010
								-25.00
271.00		270.68 285.00				P	10/07/2009	07/26/2010
								-14.00
258.00		257.81 272.00				P	10/07/2009	08/25/2010
								-14.00
393.00		393.16 414.00				P	10/07/2009	09/27/2010
								-21.00
372.00		371.69 392.00				P	10/07/2009	10/25/2010
								-20.00
424.00		423.51 446.00				P	10/07/2009	11/26/2010
								-22.00
419.00		418.92 441.00				P	10/07/2009	12/27/2010
								-22.00
205.00		204.77 218.00				P	10/07/2009	01/25/2010
								-13.00
171.00		170.91 182.00				P	10/07/2009	02/25/2010
								-11.00
205.00		204.64 218.00				P	10/07/2009	03/25/2010
								-13.00

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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)	
200.00		200.24 213.00				P	10/07/2009	04/26/2010
		FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES						
								-13.00
210.00		209.61 223.00				P	10/07/2009	05/25/2010
		FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES						
								-13.00
231.00		231.12 246.00				P	10/07/2009	06/25/2010
		FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES						
								-15.00
186.00		186.34 198.00				P	10/07/2009	07/26/2010
		FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES						
								-12.00
201.00		200.55 213.00				P	10/07/2009	08/25/2010
		FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES						
								-12.00
206.00		206.41 220.00				P	10/07/2009	09/27/2010
		FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES						
								-14.00
206.00		205.74 219.00				P	10/07/2009	10/25/2010
		FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES						
								-13.00
232.00		231.85 247.00				P	10/07/2009	11/26/2010
		FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES						
								-15.00
203.00		202.63 216.00				P	10/07/2009	12/27/2010
		FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES						
								-13.00
210.00		210.13 225.00				P	10/07/2009	01/25/2010
		FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES						
								-15.00
174.00		174.33 187.00				P	10/07/2009	02/25/2010
		FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES						
								-13.00

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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)	
176.00		176.17				P	10/07/2009	03/25/2010
		FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES						
		189.00					-13.00	
194.00		194.03				P	10/07/2009	04/26/2010
		FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES						
		208.00					-14.00	
209.00		209.14				P	10/07/2009	05/25/2010
		FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES						
		224.00					-15.00	
218.00		218.17				P	10/07/2009	06/25/2010
		FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES						
		234.00					-16.00	
214.00		213.96				P	10/07/2009	07/26/2010
		FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES						
		230.00					-16.00	
193.00		193.46				P	10/07/2009	08/25/2010
		FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES						
		208.00					-15.00	
191.00		190.67				P	10/07/2009	09/27/2010
		FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES						
		205.00					-14.00	
197.00		197.05				P	10/07/2009	10/25/2010
		FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES						
		211.00					-14.00	
190.00		190.28				P	10/07/2009	11/26/2010
		FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES						
		204.00					-14.00	
181.00		181.37				P	10/07/2009	12/27/2010
		FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES						
		195.00					-14.00	
1,325.00		1324.8				P	06/11/2007	01/25/2010
		FEDERAL NATIONAL MORTGAGE ASSN PO PROPERTY TYPE: SECURITIES						
		1,281.00					44.00	



**FORM 990-PF - PART IV  
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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)	
1,125.00		1124.58 PROPERTY TYPE: SECURITIES 1,087.00				P	06/11/2007	02/25/2010 38.00
1,336.00		1335.59 PROPERTY TYPE: SECURITIES 1,291.00				P	06/11/2007	03/25/2010 45.00
1,168.00		1168. PROPERTY TYPE: SECURITIES 1,129.00				P	06/11/2007	04/26/2010 39.00
1,384.00		1384.04 PROPERTY TYPE: SECURITIES 1,338.00				P	06/11/2007	05/25/2010 46.00
2,040.00		2039.99 PROPERTY TYPE: SECURITIES 1,972.00				P	06/11/2007	06/25/2010 68.00
1,244.00		1244.47 PROPERTY TYPE: SECURITIES 1,203.00				P	06/11/2007	07/26/2010 41.00
1,259.00		1258.57 PROPERTY TYPE: SECURITIES 1,217.00				P	06/11/2007	08/25/2010 42.00
1,369.00		1369.17 PROPERTY TYPE: SECURITIES 1,324.00				P	06/11/2007	09/27/2010 45.00
1,201.00		1201.41 PROPERTY TYPE: SECURITIES 1,161.00				P	06/11/2007	10/25/2010 40.00
1,372.00		1372.32 PROPERTY TYPE: SECURITIES 1,327.00				P	06/11/2007	11/26/2010 45.00
1,359.00		1359.28 PROPERTY TYPE: SECURITIES 1,314.00				P	06/11/2007	12/27/2010 45.00

**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)	
1,701.00		1700.52 1,694.00				P P	08/27/2007 7.00	01/25/2010
845.00		844.79 842.00				P P	08/27/2007 3.00	02/25/2010
1,572.00		1571.55 1,566.00				P P	08/27/2007 6.00	03/25/2010
1,733.00		1733.06 1,727.00				P P	08/27/2007 6.00	04/26/2010
1,986.00		1986.02 1,979.00				P P	08/27/2007 7.00	05/25/2010
3,065.00		3065.26 3,054.00				P P	08/27/2007 11.00	06/25/2010
2,234.00		2234.35 2,226.00				P P	08/27/2007 8.00	07/26/2010
668.00		668.29 666.00				P P	08/27/2007 2.00	08/25/2010
2,130.00		2129.7 2,122.00				P P	08/27/2007 8.00	09/27/2010
1,225.00		1225.37 1,221.00				P P	08/27/2007 4.00	10/25/2010
1,108.00		1108.08 1,104.00				P P	08/27/2007 4.00	11/26/2010

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

Kind of Property		Description				P r o p e r t y C o d e	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)	
2,338.00		2337.68				P	08/27/2007	12/27/2010
		FEDERAL NATIONAL MORTGAGE ASSN P PROPERTY TYPE: SECURITIES						
		2,329.00					9.00	
1,820.00		1820.45				P	06/11/2007	01/25/2010
		FED NTL MTG ASN GTD MTG PS POOL PROPERTY TYPE: SECURITIES						
		1,752.00					68.00	
1,618.00		1618.11				P	06/11/2007	02/25/2010
		FED NTL MTG ASN GTD MTG PS POOL PROPERTY TYPE: SECURITIES						
		1,557.00					61.00	
1,557.00		1557.33				P	06/11/2007	03/25/2010
		FED NTL MTG ASN GTD MTG PS POOL PROPERTY TYPE: SECURITIES						
		1,499.00					58.00	
2,709.00		2709.15				P	06/11/2007	04/26/2010
		FED NTL MTG ASN GTD MTG PS POOL PROPERTY TYPE: SECURITIES						
		2,607.00					102.00	
2,580.00		2579.55				P	06/11/2007	05/25/2010
		FED NTL MTG ASN GTD MTG PS POOL PROPERTY TYPE: SECURITIES						
		2,482.00					98.00	
4,784.00		4783.71				P	06/11/2007	06/25/2010
		FED NTL MTG ASN GTD MTG PS POOL PROPERTY TYPE: SECURITIES						
		4,603.00					181.00	
1,703.00		1703.31				P	06/11/2007	07/26/2010
		FED NTL MTG ASN GTD MTG PS POOL PROPERTY TYPE: SECURITIES						
		1,639.00					64.00	
1,643.00		1643.01				P	06/11/2007	08/25/2010
		FED NTL MTG ASN GTD MTG PS POOL PROPERTY TYPE: SECURITIES						
		1,581.00					62.00	
1,678.00		1677.53				P	06/11/2007	09/27/2010
		FED NTL MTG ASN GTD MTG PS POOL PROPERTY TYPE: SECURITIES						
		1,614.00					64.00	
1,753.00		1753.16				P	06/11/2007	10/25/2010
		FED NTL MTG ASN GTD MTG PS POOL PROPERTY TYPE: SECURITIES						
		1,687.00					66.00	

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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)	
1,782.00		1781.7				P	06/11/2007	11/26/2010
		FED NTL MTG ASN GTD MTG PS POOL #						
		PROPERTY TYPE: SECURITIES						
		1,714.00					68.00	
139.00		139.15				P	06/11/2007	12/27/2010
		FED NTL MTG ASN GTD MTG PS POOL #						
		PROPERTY TYPE: SECURITIES						
		134.00					5.00	
292.00		291.75				P	10/08/2009	01/25/2010
		FEDERAL NATIONAL MORTGAGE ASSN PO						
		PROPERTY TYPE: SECURITIES						
		310.00					-18.00	
449.00		449.38				P	10/08/2009	02/25/2010
		FEDERAL NATIONAL MORTGAGE ASSN PO						
		PROPERTY TYPE: SECURITIES						
		478.00					-29.00	
377.00		377.44				P	10/08/2009	03/25/2010
		FEDERAL NATIONAL MORTGAGE ASSN PO						
		PROPERTY TYPE: SECURITIES						
		401.00					-24.00	
439.00		438.62				P	10/08/2009	04/26/2010
		FEDERAL NATIONAL MORTGAGE ASSN PO						
		PROPERTY TYPE: SECURITIES						
		466.00					-27.00	
1,928.00		1928.04				P	10/08/2009	05/25/2010
		FEDERAL NATIONAL MORTGAGE ASSN P						
		PROPERTY TYPE: SECURITIES						
		2,049.00					-121.00	
299.00		298.76				P	10/08/2009	06/25/2010
		FEDERAL NATIONAL MORTGAGE ASSN PO						
		PROPERTY TYPE: SECURITIES						
		318.00					-19.00	
204.00		204.36				P	10/08/2009	07/26/2010
		FEDERAL NATIONAL MORTGAGE ASSN PO						
		PROPERTY TYPE: SECURITIES						
		217.00					-13.00	
595.00		595.31				P	10/08/2009	08/25/2010
		FEDERAL NATIONAL MORTGAGE ASSN PO						
		PROPERTY TYPE: SECURITIES						
		633.00					-38.00	
595.00		595.35				P	10/08/2009	09/27/2010
		FEDERAL NATIONAL MORTGAGE ASSN PO						
		PROPERTY TYPE: SECURITIES						
		633.00					-38.00	

**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)	
749.00		749.22					10/08/2009	10/25/2010
		796.00					-47.00	
913.00		913.49					10/08/2009	11/26/2010
		971.00					-58.00	
611.00		611.31					10/08/2009	12/27/2010
		650.00					-39.00	
883.00		883.01					06/11/2007	01/25/2010
		872.00					11.00	
4,881.00		4881.36					06/11/2007	02/25/2010
		4,822.00					59.00	
1,580.00		1580.41					06/11/2007	03/25/2010
		1,561.00					19.00	
5,019.00		5018.83					06/11/2007	04/26/2010
		4,958.00					61.00	
15,272.00		15271.75					06/11/2007	05/25/2010
		15,086.00					186.00	
2,956.00		2955.71					06/11/2007	06/25/2010
		2,920.00					36.00	
2,309.00		2309.28					06/11/2007	07/26/2010
		2,281.00					28.00	
5,001.00		5001.13					06/11/2007	08/25/2010
		4,940.00					61.00	

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Kind of Property		Description				P r o p e r t y 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)	
4,428.00		4428.45				P	06/11/2007	09/27/2010
		PROPERTY TYPE: SECURITIES						
		4,375.00					53.00	
2,274.00		2273.83				P	06/11/2007	10/25/2010
		PROPERTY TYPE: SECURITIES						
		2,246.00					28.00	
948.00		947.62				P	06/11/2007	11/26/2010
		PROPERTY TYPE: SECURITIES						
		936.00					12.00	
4,996.00		4996.25				P	06/11/2007	12/27/2010
		PROPERTY TYPE: SECURITIES						
		4,936.00					60.00	
1,046.00		1045.97				P	05/10/2010	06/25/2010
		PROPERTY TYPE: SECURITIES						
		1,125.00					-79.00	
858.00		858.45				P	05/10/2010	07/26/2010
		PROPERTY TYPE: SECURITIES						
		923.00					-65.00	
802.00		801.84				P	05/10/2010	08/25/2010
		PROPERTY TYPE: SECURITIES						
		862.00					-60.00	
864.00		863.85				P	05/10/2010	09/27/2010
		PROPERTY TYPE: SECURITIES						
		929.00					-65.00	
771.00		771.48				P	05/10/2010	10/25/2010
		PROPERTY TYPE: SECURITIES						
		830.00					-59.00	
802.00		801.62				P	05/10/2010	11/26/2010
		PROPERTY TYPE: SECURITIES						
		862.00					-60.00	
843.00		842.79				P	05/10/2010	12/27/2010
		PROPERTY TYPE: SECURITIES						
		906.00					-63.00	

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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)	
3.00		.459				P	07/18/2007	07/08/2010
		5.00					-2.00	
2,592.00		356.				P	07/18/2007	07/23/2010
		3,859.00					-1,267.00	
40.00		39.57				P	04/09/1999	01/20/2010
		40.00						
27.00		27.17				P	04/09/1999	02/22/2010
		27.00						
30.00		30.28				P	04/09/1999	03/22/2010
		30.00						
46.00		46.27				P	04/09/1999	04/20/2010
		46.00						
48.00		47.8				P	04/09/1999	05/20/2010
		48.00						
35.00		35.26				P	04/09/1999	06/21/2010
		35.00						
82.00		82.3				P	04/09/1999	07/20/2010
		82.00						
24.00		23.77				P	04/09/1999	08/20/2010
		24.00						
42.00		42.33				P	04/09/1999	09/20/2010
		42.00						

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Kind of Property		Description				P r o p e r t y 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)	
55.00		55.36				P	04/09/1999	10/20/2010
		GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES						
		55.00						
30.00		30.25				P	04/09/1999	11/22/2010
		GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES						
		30.00						
28.00		28.26				P	04/09/1999	12/20/2010
		GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES						
		28.00						
3,427.00		210.				P	10/24/1997	10/01/2010
		GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES						
		4,603.00					-1,176.00	
4,348.00		4000.		5%	02/01/201	P	05/10/2010	10/07/2010
		GENERAL ELECTRIC CO PROPERTY TYPE: SECURITIES						
		4,295.00					53.00	
5,382.00		120.				P	07/18/2007	10/01/2010
		GENUINE PARTS CO PROPERTY TYPE: SECURITIES						
		6,044.00					-662.00	
2,219.00		2000.			5/6/09	P	12/14/2009	09/13/2010
		GOLDMAN SACHS GROUP INC DTD PROPERTY TYPE: SECURITIES						
		2,217.00					2.00	
3,628.00		25.				P	08/27/2008	10/01/2010
		GOLDMAN SACHS GROUP INC COM PROPERTY TYPE: SECURITIES						
		3,860.00					-232.00	
6,128.00		6000.		4.625%	09/15/2	P	12/14/2009	02/09/2010
		HSBC FINANCE CORP PROPERTY TYPE: SECURITIES						
		6,149.00					-21.00	
14,298.00		14000.		4.625%	09/15/	P	06/11/2007	02/09/2010
		HSBC FINANCE CORP PROPERTY TYPE: SECURITIES						
		13,925.00					373.00	
5,342.00		5000.			03/03/08 4.	P	12/14/2009	02/09/2010
		HEWLETT-PACKARD CO DTD PROPERTY TYPE: SECURITIES						
		5,324.00					18.00	



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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)	
14,957.00		14000. HEWLETT-PACKARD CO DTD 03/03/08 4 PROPERTY TYPE: SECURITIES 14,104.00				P	04/18/2008	02/09/2010 853.00
2,857.00		90. HOME DEPOT INC COM PROPERTY TYPE: SECURITIES 2,975.00				P	09/23/2003	10/01/2010 -118.00
4,245.00		90. ILLINOIS TOOL WKS INC COM PROPERTY TYPE: SECURITIES 3,048.00				P	10/20/2008	10/01/2010 1,197.00
3,443.00		90. JP MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 4,369.00				P	07/18/2007	10/01/2010 -926.00
1,090.00		1000. J P MORGAN CHASE & CO DTD 04/23/09 PROPERTY TYPE: SECURITIES 1,126.00				P	12/14/2009	04/07/2010 -36.00
2,288.00		2000. J P MORGAN CHASE & CO DTD 04/23/09 PROPERTY TYPE: SECURITIES 2,229.00				P	05/10/2010	09/13/2010 59.00
3,405.00		55. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES 2,914.00				P	03/24/2009	10/01/2010 491.00
2,171.00		2000. KELLOGG CO DTD 12/03/07 5.125% 12/ PROPERTY TYPE: SECURITIES 2,187.00				P	12/14/2009	09/13/2010 -16.00
18,452.00		17000. KELLOGG CO DTD 12/03/07 5.125% 12/ PROPERTY TYPE: SECURITIES 17,386.00				P	07/07/2009	09/13/2010 1,066.00
2,008.00		90. LOWES CO PROPERTY TYPE: SECURITIES 2,046.00				P	01/05/2009	10/01/2010 -38.00
2,171.00		2000. MCDONALDS CORP SERIES: MTN DTD 02/ PROPERTY TYPE: SECURITIES 2,178.00				P	12/14/2009	04/07/2010 -7.00

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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)	
1,119.00		1000. MCDONALDS CORP SERIES: MTN DTD 02/ PROPERTY TYPE: SECURITIES 1,060.00				P	07/07/2009	05/20/2010 59.00
19,028.00		17000. MCDONALDS CORP SERIES: MTN DTD 02 PROPERTY TYPE: SECURITIES 17,300.00				P	05/09/2008	05/20/2010 1,728.00
3,017.00		90. MEDTRONIC INC COMMON STOCK PROPERTY TYPE: SECURITIES 2,690.00				P	03/24/2009	10/01/2010 327.00
2,285.00		2000. MERRILL LYNCH & CO INC SERIES: MTN PROPERTY TYPE: SECURITIES 2,205.00				P	12/14/2009	10/07/2010 80.00
2,976.00		3000. MERRILL LYNCH & CO 6.11% 01/29/2 PROPERTY TYPE: SECURITIES 2,818.00				P	04/19/2010	10/07/2010 158.00
4,955.00		5000. MICROSOFT CORP DTD 09/27/2010 1.62 PROPERTY TYPE: SECURITIES 5,002.00				P	09/23/2010	11/30/2010 -47.00
11,866.00		12000. MICROSOFT CORP DTD 09/27/2010 1.6 PROPERTY TYPE: SECURITIES 11,981.00				P	09/23/2010	11/30/2010 -115.00
3,079.00		3000. MORGAN STANLEY 5.05% 01/21/2011 PROPERTY TYPE: SECURITIES 3,103.00				P	12/14/2009	04/30/2010 -24.00
16,423.00		16000. MORGAN STANLEY 5.05% 01/21/2011 PROPERTY TYPE: SECURITIES 15,936.00				P	06/11/2007	04/30/2010 487.00
3,183.00		3000. MORGAN STANLEY SERIES: MTN DTD 9/2 PROPERTY TYPE: SECURITIES 3,046.00				P	12/14/2009	10/07/2010 137.00
2,987.00		55. NEXTERA ENERGY, INC. PROPERTY TYPE: SECURITIES 3,010.00				P	09/02/2010	10/01/2010 -23.00

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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)	
4,444.00		75. NORFOLK SOUTHN CORP COM W/RIGHTS ATT PROPERTY TYPE: SECURITIES 2,932.00				P	06/26/2009	10/01/2010 1,512.00
1,097.00		1000. ORACLE CORPORATION DTD 04/09/08 5. PROPERTY TYPE: SECURITIES 1,105.00				P	12/14/2009	04/07/2010 -8.00
2,398.00		2000. ORACLE CORPORATION DTD 04/09/08 5. PROPERTY TYPE: SECURITIES 2,227.00				P	05/11/2010	10/07/2010 171.00
1,199.00		1000. ORACLE CORPORATION DTD 04/09/08 5. PROPERTY TYPE: SECURITIES 1,000.00				P	04/02/2008	10/07/2010 199.00
3,678.00		55. PEPSICO INC COM PROPERTY TYPE: SECURITIES 2,846.00				P	03/24/2009	10/01/2010 832.00
1,236.00		1000. PEPSICO INC DTD 10/24/08 7.9% 11/0 PROPERTY TYPE: SECURITIES 1,252.00				P	12/14/2009	04/07/2010 -16.00
2,690.00		2000. PEPSICO INC DTD 10/24/08 7.9% 11/0 PROPERTY TYPE: SECURITIES 2,503.00				P	12/14/2009	10/07/2010 187.00
3,866.00		3000. PEPSICO INC DTD 10/24/08 7.9% 11/0 PROPERTY TYPE: SECURITIES 3,323.00				P	11/06/2008	12/10/2010 543.00
1,313.00		1000. GCB PEPSICO, INC CONTRA CUSIP FOR PROPERTY TYPE: SECURITIES 1,252.00				P	12/14/2009	11/02/2010 61.00
13,132.00		10000. GCB PEPSICO, INC CONTRA CUSIP FOR PROPERTY TYPE: SECURITIES 11,209.00				P	07/07/2009	11/02/2010 1,923.00
4,212.00		70. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES 3,318.00				P	03/24/2009	10/01/2010 894.00

**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)	
1,905.00		35. PRUDENTIAL FINANCIAL INC PROPERTY TYPE: SECURITIES 3,172.00			COM	P	08/27/2007	10/01/2010 -1,267.00
2,813.00		45. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES 2,091.00				P	01/07/2009	10/01/2010 722.00
46,407.00		2000. SPECTRA ENERGY CORP PROPERTY TYPE: SECURITIES 53,780.00				P	07/21/2008	04/23/2010 -7,373.00
4,768.00		95. STRYKER CORP PROPERTY TYPE: SECURITIES 4,179.00				P	11/23/2005	10/01/2010 589.00
2,056.00		2000. SUNTRUST BANK ATLANTA PROPERTY TYPE: SECURITIES 2,115.00			6.375%	0 P	12/14/2009	09/13/2010 -59.00
18,503.00		18000. SUNTRUST BANK ATLANTA PROPERTY TYPE: SECURITIES 18,494.00			6.375%	P	08/12/2009	09/13/2010 9.00
2,347.00		2000. TARGET CORP CALLABLE PROPERTY TYPE: SECURITIES 2,160.00			5.375%	05/01/ P	12/15/2009	10/07/2010 187.00
3,342.00		3000. TENNESSEE VALLEY AUTHORITY PROPERTY TYPE: SECURITIES 3,426.00			SER A	P P	07/07/2009	04/07/2010 -84.00
4,406.00		4000. TENNESSEE VALLEY AUTHORITY PROPERTY TYPE: SECURITIES 4,529.00			SER A	P P	12/14/2009	10/07/2010 -123.00
4,406.00		4000. TENNESSEE VALLEY AUTHORITY PROPERTY TYPE: SECURITIES 4,568.00			SER A	P P	07/07/2009	10/07/2010 -162.00
2,133.00		40. TEVA PHARMACEUTICAL INDS PROPERTY TYPE: SECURITIES 2,143.00			SPONS ADR	P	07/08/2010	10/01/2010 -10.00

**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)	
4,322.00		90. THERMO ELECTRON CORP PROPERTY TYPE: SECURITIES 3,925.00				P	10/20/2008	10/01/2010 397.00
14,161.00		175. 3M CO COM PROPERTY TYPE: SECURITIES 8,679.00				P	02/12/2009	07/08/2010 5,482.00
3,931.00		45. 3M CO COM PROPERTY TYPE: SECURITIES 2,232.00				P	02/12/2009	10/01/2010 1,699.00
5,783.00		110. TRAVELERS COMPANIES, INC. PROPERTY TYPE: SECURITIES 5,792.00				P	07/18/2007	10/01/2010 -9.00
3,127.00		3000. TRAVELERS COMPANIES, INC. CALLABLE PROPERTY TYPE: SECURITIES 3,231.00				P	12/14/2009	04/07/2010 -104.00
2,292.00		2000. TRAVELERS COMPANIES, INC. CALLABLE PROPERTY TYPE: SECURITIES 2,209.00				P	05/18/2010	09/13/2010 83.00
5,312.00		5000. US BANK NA 6.375% DTD 7/26/01 DUE PROPERTY TYPE: SECURITIES 5,394.00				P	12/15/2009	04/29/2010 -82.00
13,811.00		13000. US BANK NA 6.375% DTD 7/26/01 DUE PROPERTY TYPE: SECURITIES 13,371.00				P	06/11/2007	04/29/2010 440.00
2,381.00		2000. UNITED STATES TREAS BDS DTD 8/15/9 PROPERTY TYPE: SECURITIES 2,445.00				P	12/14/2009	04/07/2010 -64.00
5,285.00		4000. UNITED STATES TREAS BDS DTD 8/15/9 PROPERTY TYPE: SECURITIES 4,931.00				P	05/10/2010	09/13/2010 354.00
2,735.00		2000. UNITED STATES TREAS BDS DTD 8/15/9 PROPERTY TYPE: SECURITIES 2,443.00				P	07/07/2009	10/07/2010 292.00

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

Kind of Property		Description				P r o p e r t y 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)	
1,878.00		2000. UNITED STATES TREASURY N/B DTD 02/ PROPERTY TYPE: SECURITIES 2,280.00				P	01/30/2009	04/07/2010 -402.00
11,309.00		11000. UNITED STATES TREASURY N/B DTD 02 PROPERTY TYPE: SECURITIES 10,818.00				P	05/10/2010	05/19/2010 491.00
11,309.00		11000. UNITED STATES TREASURY N/B DTD 02 PROPERTY TYPE: SECURITIES 12,540.00				P	01/30/2009	05/19/2010 -1,231.00
2,141.00		2000. UNITED STATES TREASURY 4.125% 05 PROPERTY TYPE: SECURITIES 2,174.00				P	12/14/2009	04/07/2010 -33.00
3,418.00		3000. UNITED STATES TREASURY 4.125% 05 PROPERTY TYPE: SECURITIES 3,264.00				P	05/10/2010	10/07/2010 154.00
2,017.00		2009.9 UNITED STATES TREASURY INFLATION PROPERTY TYPE: SECURITIES 2,044.00				P	11/10/2009	04/07/2010 -27.00
10,012.00		9113.49 UNITED STATES TREASURY INFLATION PROPERTY TYPE: SECURITIES 9,268.00				P	11/10/2009	11/08/2010 744.00
3,008.00		3000. UNITED STATES TREASURY N/B DTD 2/2 PROPERTY TYPE: SECURITIES 3,013.00				P	05/19/2010	10/07/2010 -5.00
20,030.00		20000. UNITED STATES TREASURY N/B DTD 2/ PROPERTY TYPE: SECURITIES 20,084.00				P	05/19/2010	12/10/2010 -54.00
4,988.00		5000. UNITED STATES TREASURY N/B DTD 11/ PROPERTY TYPE: SECURITIES 4,993.00				P	12/14/2009	04/07/2010 -5.00
19,990.00		20000. UNITED STATES TREASURY N/B DTD 11 PROPERTY TYPE: SECURITIES 19,982.00				P	04/21/2010	04/26/2010 8.00

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

Kind of Property		Description				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)	
100,008.00		100000. UNITED STATES TREASURY N/B DTD 1 PROPERTY TYPE: SECURITIES 99,901.00				04/30/2010 107.00	05/10/2010
40,192.00		40000. UNITED STATES TREASURY N/B DTD 11 PROPERTY TYPE: SECURITIES 40,111.00				06/21/2010 81.00	08/09/2010
8,035.00		8000. UNITED STATES TREASURY N/B DTD 11/ PROPERTY TYPE: SECURITIES 8,041.00				08/19/2010 -6.00	09/13/2010
95,482.00		95000. UNITED STATES TREASURY N/B DTD 11 PROPERTY TYPE: SECURITIES 95,002.00				08/19/2010 480.00	09/30/2010
62,254.00		62000. UNITED STATES TREASURY N/B DTD 11 PROPERTY TYPE: SECURITIES 62,349.00				10/07/2010 -95.00	12/10/2010
2,013.00		2000. UNITED STATES TREASURY N/B DTD 08/ PROPERTY TYPE: SECURITIES 1,995.00				09/13/2010 18.00	10/07/2010
3,009.00		3000. UNITED STATES TREASURY N/B DTD 08/ PROPERTY TYPE: SECURITIES 2,993.00				09/13/2010 16.00	12/07/2010
4,642.00		65. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES 2,842.00				03/24/2009 1,800.00	10/01/2010
2,431.00		30. V F CORP PROPERTY TYPE: SECURITIES 2,245.00				07/09/2010 186.00	10/01/2010
4,248.00		130. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES 5,117.00				07/18/2007 -869.00	10/01/2010
3,504.00		3000. VERIZON COMMUNICATIONS 5.55% 02/ PROPERTY TYPE: SECURITIES 3,327.00				05/11/2010 177.00	10/07/2010

**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)	
3,380.00		3000. WACHOVIA CORP DTD 06/08/07 5.75% 0 PROPERTY TYPE: SECURITIES 3,252.00			0	P	05/10/2010	09/13/2010 128.00
3,450.00		3000. WACHOVIA CORP DTD 06/08/07 5.75% 0 PROPERTY TYPE: SECURITIES 3,108.00			0	P	08/10/2009	10/07/2010 342.00
2,138.00		40. WALMART STORES INC COM PROPERTY TYPE: SECURITIES 1,238.00				P	07/30/1998	10/01/2010 900.00
2,294.00		2000. WAL M ART STORES INC 5.875% 04/05/2 PROPERTY TYPE: SECURITIES 2,155.00			2	P	08/28/2009	09/10/2010 139.00
1,854.00		55. WALGREEN CO COM PROPERTY TYPE: SECURITIES 467.00				P	09/06/1996	10/01/2010 1,387.00
4,538.00		180. WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES 6,318.00				P	07/18/2007	10/01/2010 -1,780.00
11,415.00		240. XTO ENERGY CORP PROPERTY TYPE: SECURITIES 9,097.00				P	01/07/2009	01/06/2010 2,318.00
9,989.00		210. XTO ENERGY CORP PROPERTY TYPE: SECURITIES 7,202.00				P	02/23/2006	01/06/2010 2,787.00
277.00		. SECURITIES LITIGATION SETTLEMENT PROCE PROPERTY TYPE: SECURITIES						01/12/2010 277.00
111.00		. SECURITIES LITIGATION SETTLEMENT PROCE PROPERTY TYPE: SECURITIES						02/24/2010 111.00
21.00		. SECURITIES LITIGATION SETTLEMENT PROCE PROPERTY TYPE: SECURITIES						03/09/2010 21.00



**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)	
1,496.00								06/22/2010
							1,496.00	
167.00								09/09/2010
							167.00	
357.00								11/22/2010
							357.00	
85.00								12/06/2010
							85.00	
TOTAL GAIN(LOSS) .....							----- -25,873. =====	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST	1,338.	22.
TOTAL	1,338.	22.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST-SECURITIES	138,384.	139,622.
TOTAL	138,384.	139,622.

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL TAX REFUND	302.
	-----
TOTALS	302.
	=====

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	1,000.			1,000.
TOTALS	1,000.	NONE	NONE	1,000.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES	40,000.	40,000.
TOTALS	40,000.	40,000.

FORM 990PF, PART I - TAXES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST	14.	874.
2009 FED EXCISE TAX PMT	2,400.	
TOTALS	2,414.	874.

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

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DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
JOHN DEERE CAPITAL CORP INSD	39,377.	38,332.	39,263.
TENNESSEE VALLEY AUTHORITY SER	97,791.	94,184.	94,427.
UNITED STATES TREASURY N/B .75		94,763.	94,807.
UNITED STATES TREASURY 4.125	19,305.	18,219.	18,720.
CITIGROUP FDIC GUAR 2.25%	102,941.	95,807.	96,689.
UNITED STATES TREASURY 6.25%	18,938.	34,811.	36,450.
UNITED STATES TREASURY 4.375%	21,662.		
US TREAS INFLN INDEX 1.375%	101,886.	91,715.	95,123.
US TREASURY N/B .75%	142,804.	154,885.	155,611.
US TREASURY 5.375%		33,599.	33,853.
US TREASURY N/B 2.625%		34,043.	33,958.
TOTALS	544,704.	690,358.	698,901.



FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
AT&T INC	65,205.	59,457.	44,070.
ABBOTT LABS	51,806.	46,697.	43,598.
AIR PRODS &CHEMS INC	61,307.		
BANK OF NEW YORK MELLON CORP	85,841.	76,403.	63,873.
CVS/CAREMARK CORPORATION	45,148.	40,767.	42,767.
DEVON ENERGY CORP	45,330.	41,553.	43,181.
WALT DISNEY CO	85,891.	22,269.	34,134.
EXELON CORP	63,770.		
GENUINE PARTS CO	69,001.	62,957.	64,175.
GOLDMAN SACHS GROUP INC	33,063.	29,203.	46,244.
HEWLETT PACKARD CO	33,508.	33,508.	42,100.
ILLIONIS TOOL WORKS INC	33,096.	30,048.	48,594.
J P MORGAN CHASE & CO	48,548.	44,179.	38,602.
MICROSOFT CORP	33,326.	33,326.	55,820.
MONSANTO CO NEW		50,866.	48,748.
SPECTRA ENERGY CORP	53,780.		
THERMO FISHER SCIENTIFIC, INC	43,611.	39,686.	50,378.
TRAVELERS COMPANIES, INC	67,400.	61,608.	65,181.
VERIZON COMMUNICATIONS	62,315.	53,334.	48,482.
WELLS FARGO & CO	72,657.	66,339.	58,571.
ISHARES S&P MIDCAP	348,731.	348,731.	421,709.
ISHARES S&P SMALL CAP 600	317,246.	317,246.	419,036.
ISHARES MSCI EAFE INDEX FD	498,148.	498,148.	378,430.
ALLERGAN, INC.	25,169.	22,932.	40,859.
AMERICAN EXPRESS CO.	19,627.	17,132.	41,203.
APACHE CORPORATION		33,300.	40,538.
CHEVRON CORP	90,209.	82,038.	85,319.
CISCO SYSTEMS, INC.	24,653.	24,653.	44,506.
DELL INC.	32,454.		

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
EMC CORP MASS	24,270.	24,270.	45,800.
EXXON MOBIL CORP.	37,614.	44,684.	43,506.
GENERAL ELECTRIC CO.	30,567.	39,429.	40,055.
HOME DEPOT, INC.	30,240.	27,265.	31,905.
INTEL CORP.	32,433.	32,433.	52,575.
JOHNSON & JOHNSON	33,249.	30,334.	36,801.
LOWES COMPANIES, INC.	21,198.	19,152.	22,823.
MEDTRONIC, INC.	29,329.	26,639.	35,606.
ORACLE CORPORATION	17,046.	17,046.	45,385.
PEPSICO, INC.	26,177.	23,331.	35,605.
PROCTER & GAMBLE CO.	34,534.	31,216.	46,961.
PRUDENTIAL FINANCIAL, INC.	22,362.	19,190.	21,429.
QUALCOMM, INC.	34,615.	34,615.	44,541.
SCHLUMBERGER	19,780.	17,690.	37,993.
STRYKER CORP.	41,699.	37,519.	53,969.
UNITED TECHNOLOGIES CORP.	28,506.	25,664.	53,923.
WALMART STORES, INC.	14,706.	13,468.	23,460.
WALGREEN CO.	5,090.	4,624.	21,233.
NORFOLK SOUTHERN CORP	33,820.	30,888.	49,628.
3M CO	34,717.	23,806.	41,424.
AUTO DESK INC		24,376.	32,470.
NEXTRA ENERGY INC		31,197.	29,634.
VF CORP		22,074.	25,423.
XTO ENERGY CORP	16,299.		
TEVA PHARMACEUTICAL		21,968.	21,373.
TOTALS	2,979,091.	2,759,258.	3,203,640.

FORM 990PF, PART II - CORPORATE BONDS

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DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FED HOME LOAN MTG #G12319	126,150.	86,685.	95,605.
FED HOME LOAN MTG #G08106	47,936.		
FED NAT MTG #745079	61,240.	45,596.	50,387.
FED NAT MTG #912754	110,855.	87,986.	98,530.
FED HOME LOAN MTG #938041	162,540.	112,606.	124,967.
GOVERNMENT NATL MTG #2741	3,811.	3,322.	3,761.
AT& T INC DTD	20,229.	33,950.	36,819.
BP CAPITAL PLC NORMAL	18,454.		
CATERPILLAR INC DTD	16,972.	14,497.	18,019.
CISCO SYSTEMS INC CALLABLE	19,136.	16,895.	19,399.
CITIGROUP INC		17,456.	17,484.
WALT DISNEY CO DTD	19,314.		
GENERAL ELECTRIC CO	37,081.	36,011.	38,483.
HSBC FINANCE CORP	19,737.		
HEWLETT PACKARD CO DTD	19,428.	16,984.	16,743.
KELLOGG CO DTD	19,573.		
MCDONALDS CORP SERIES	20,538.		
MERRILL LYNCH & CO	19,143.	16,938.	18,604.
MORGAN STANLEY	18,784.		
ORACLE CORP DTD	19,202.	15,992.	18,303.
PEPSICO INC DTD	19,539.		
SUNTRUST BANK ATLANTA	20,609.		
TARGET CORP CALLABLE	18,650.	16,490.	19,052.
TRAVELERS COMPANIES, INC.	20,765.	17,535.	20,004.
US BANK NA	18,765.		
VERIZON COMMUNICATIONS	17,271.	17,271.	19,056.
WACHOVIA CORP DTD	36,887.	33,780.	37,639.
WAL MART STORES INC	19,909.	17,754.	19,986.
FHLMC PARTN CTFS #A52621	9,130.		

FORM 990PF, PART II - CORPORATE BONDS  
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DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FED HOME LOAN MTG #G13273	22,891.	14,145.	14,174.
FED NAT MTG ASSN #254693	17,172.	13,001.	13,303.
FED NAT MTG ASSN #254545	9,432.	6,819.	6,851.
FED NAT MTG ASSN #725544	9,085.	6,565.	6,590.
FED NAT MTG ASSN #888677	43,688.	23,158.	25,005.
FED NAT MTG ASSN #928480	33,429.	25,508.	26,409.
ABBOTT LABS	19,228.	35,080.	37,436.
CONOCOPHILLIPS DTD	18,097.	15,865.	19,026.
CREDIT SUISSE NEW YORK	19,539.	36,189.	37,286.
GOLDMAN SACHS GROUP INC DTD	18,601.	19,764.	20,988.
JP MORGAN CHASE & CO DTD	19,242.	18,093.	20,489.
MORGAN STANLEY SERIES: MTN DTD	20,103.	19,015.	19,374.
FNMA #995050		28,361.	28,745.
BB&T CORPORATION		19,803.	19,766.
BARCLAYS BANK PLC DTD		20,032.	20,623.
GOLDMAN SACHS 6% 05/01/2014		19,556.	20,931.
MERRILL LYNCH 6.11% 01/29/2037		18,745.	18,054.
TOTALS	1,212,155.	947,447.	1,027,891.

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

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DESCRIPTION -----	AMOUNT -----
OID INCOME FROM TIPS INFLATION INDEX ADJ	1,141.
ROUNDING	8.
	-----
TOTAL	1,149.
	=====

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STATE(S) WHERE THE FOUNDATION IS REGISTERED

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TN

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF  
=====

NAME: REGIONS BANK, TRUST DEPARTMENT

ADDRESS: 11 NORTH WATER STREET, 25TH FLOOR  
MOBILE, AL 36602

TELEPHONE NUMBER: (251)690-1024

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

OFFICER NAME:  
DONNA CHEEK  
ADDRESS:  
315 DEADERICK STREET  
NASHVILLE, TN 37237  
TITLE:  
DIRECTOR  
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:  
DOUGLAS J. JACKSON  
ADDRESS:  
315 DEADERICK STREET  
NASHVILLE, TN 37237  
TITLE:  
TREASURER  
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:  
BERNARD WERTHAN, JR.  
ADDRESS:  
315 DEADERICK STREET  
NASHVILLE, TN 37237  
TITLE:  
DIRECTOR  
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:  
MIKE MCNAMEE  
ADDRESS:  
315 DEADERICK STREET  
NASHVILLE, TN 37237  
TITLE:  
DIRECTOR  
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1



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

OFFICER NAME:  
JIM SCHMITZ  
ADDRESS:  
315 DEADERICK STREET  
NASHVILLE, TN  
TITLE:  
PRESIDENT & DIRECTOR  
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:  
C. KEITH HERRON  
ADDRESS:  
315 DEADERICK STREET, SUITE 502  
NASHVILLE, TN 37238  
TITLE:  
CHAIRMAN  
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:  
PAMELA R. WELCH  
ADDRESS:  
315 DEADERICK STREET, SUITE 502  
NASHVILLE, TN 37238  
TITLE:  
SECRETARY  
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:  
WILLIAM COCHRAN  
ADDRESS:  
315 DEADERICK STREET, SUITE 502  
NASHVILLE, TN 37238  
TITLE:  
DIRECTOR  
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

=====

NAME:

REGIONS BANK

ADDRESS:

315 DEADERICK STREET, SUITE 502

NASHVILLE, TN

TYPE OF SERVICE:

INVESTMENT/CUSTODY S

COMPENSATION ..... 40,000.

TOTAL COMPENSATION: 40,000.

=====

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	4,826,851.	NONE	NONE
FEBRUARY	4,904,672.	NONE	NONE
MARCH	5,093,350.	NONE	NONE
APRIL	5,162,917.	NONE	NONE
MAY	4,892,068.	NONE	NONE
JUNE	4,754,027.	NONE	NONE
JULY	4,965,112.	NONE	NONE
AUGUST	4,802,504.	NONE	NONE
SEPTEMBER	4,975,878.	NONE	NONE
OCTOBER	4,850,769.	NONE	NONE
NOVEMBER	4,844,200.	NONE	NONE
DECEMBER	5,059,751.	NONE	NONE
	-----	-----	-----
TOTAL	59,132,099.	NONE	NONE
	=====	=====	=====
AVERAGE FMV	4,927,675.	NONE	NONE
	=====	=====	=====

RECIPIENT NAME:  
COMMUNITY EDUCATION INITIATIVE  
ADDRESS:  
PO BOX 218038  
NASHVILLE, TN 37221  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:  
LEE UNIVERSITY  
ADDRESS:  
11120 NORTH OCOEE ST  
CLEVELAND, TN 11120  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 22,500.

RECIPIENT NAME:  
YMCA OF EAST TENNESSEE  
ADDRESS:  
136 FOX RD  
KNOXVILLE, TN 37922  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:  
COMMUNITY DEVELOPMENT COUNCIL  
ADDRESS:  
701 N MAIN ST  
MEMPHIS, TN 38104  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
KNOXVILLE AREA URBAN LEAGUE  
ADDRESS:  
1514 EAST 5TH AVENUE  
KNOXVILLE, TN 37917-7801  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
NEW LEVEL COMMUNITY DEVELOPMENT  
CORP  
ADDRESS:  
1112 JEFFERSON ST  
NASHVILLE, TN 37208  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
URBAN LEAGUE OF GREATER CHATTANOOGA  
ADDRESS:  
730 M L KING BLVD  
CHATTANOOGA, TN 37403-2901  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
WOODBINE COMMUNITY ORGANIZATION  
ADDRESS:  
222 ORIEL AVE  
NASHVILLE, TN 37210  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
WELLMONT FOUNDATION  
ADDRESS:  
1905 AMERICAN WAY  
KINGSPORT, TN 37660  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
FISK UNIVERSITY  
ADDRESS:  
1000 17TH AVE N  
NASHVILLE, TN  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 12,500.

RECIPIENT NAME:  
GIRL SCOUTS OF MIDDLE TENNESSEE  
ADDRESS:  
4522 GRANNY WHITE PIKE  
NASHVILLE, TN 37220  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
MIDDLE TENNESSEE COUNCIL  
ADDRESS:  
3414 HILLSBORO PIKE  
NASHVILLE, TN 37215  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:  
CHRISTIAN BROTHERS UNIVERSITY  
ADDRESS:  
650 EAST PARKWAY S  
MEMPHIS, TN 38104  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
CHURCH HEALTH CENTER OF MEMPHIS  
ADDRESS:  
1196 PEABODY AVENUE  
MEMPHIS, TN 38104  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
LEADERSHIP ACADEMY GIFT  
ADDRESS:  
22 N FRONT ST, STE 500  
MEMPHIS, TN 38103  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 10,000.



RECIPIENT NAME:  
MEMPHIS CONSUMER EDUCATION  
ADDRESS:  
P O BOX 172086  
MEMPHIS, TN 38104  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
TENNESSEE STATE UNIVERSITY  
ADDRESS:  
3500 JOHN A MERRITT BLVD  
NASHVILLE, TN 37209  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 12,500.

RECIPIENT NAME:  
CUMBERLAND HEIGHTS FOUNDATION  
ADDRESS:  
P. O. BOX 90727  
NASHVILLE, TN 37209  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT HEALTHCARE ACTIVITIES  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:  
EAST TENNESSEE STATE UNIVERSITY  
ADDRESS:  
807 UNIVERSITY PARKWAY  
JOHNSON CITY, TN 37614  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT EDUCATIONAL ACTIVITIES  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
MOUNTAIN STATES HEALTH FOUNDATION  
ADDRESS:  
1021 WEST OAKLAND AVENUE, SUITE 103  
JOHNSON CITY, TN 37604  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT HEALTHCARE ACTIVITIES  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
NASHVILLE SYMPHONY  
ADDRESS:  
1 SYMPHONY PLACE  
NASHVILLE, TN 37201  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT ARTS & EDUCATIONAL ACTIVITIES  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 100,000.

TOTAL GRANTS PAID: ..... 332,500.  
=====

# Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

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

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

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

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

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

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

<b>Type or print</b>  File by the due date for filing your return See instructions	Name of exempt organization <b>REGIONS/ AMSOUTH FOUNDATION - TN</b> 2055000921	Employer identification number 58-2071018
	Number, street, and room or suite no. If a P O box, see instructions <b>REGIONS BK TR DEPT CUSTODIAN PO BOX 2886</b>	
	City, town or post office, state, and ZIP code For a foreign address, see instructions. <b>MOBILE, AL 36652-2886</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ REGIONS BANK, TRUST DEPARTMENT

Telephone No ▶ (251) 690-1024 FAX No. ▶ 251-690-1330

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

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶  calendar year 2010 or

▶  tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_.

**2** If the tax year entered in line 1 is for less than 12 months, check reason.  Initial return  Final return  Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b> \$	3,951.
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	<b>3b</b> \$	2,256.
<b>c</b> <b>Balance Due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	<b>3c</b> \$	1,695.

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box  **X**.  
**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

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

<b>Type or print</b> File by the extended due date for filing your return See instructions	Name of exempt organization <b>REGIONS/ AMSOUTH FOUNDATION - TN</b>	Employer identification number <b>58-2071018</b>
	Number, street, and room or suite no If a P O box, see instructions <b>REGIONS BK TR DEPT CUSTODIAN PO BOX 2886</b>	
	City, town or post office, state, and ZIP code For a foreign address, see instructions <b>MOBILE, AL 36652-2886</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of ► **REGIONS BANK, TRUST DEPARTMENT**  
 Telephone No ► **(251) 690-1024** FAX No. ► **251-690-1330**
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ . If this is for the whole group, check this box  . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until 11/15, 2011 .
- For calendar year 2010 , or other tax year beginning \_\_\_\_\_ , 20\_\_\_\_ , and ending \_\_\_\_\_ , 20\_\_\_\_
- If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period
- State in detail why you need the extension ADDITIONAL TIME IS REQUESTED IN ORDER TO GATHER THE NECESSARY INFORMATION TO PREPARE A COMPLETE AND ACCURATE TAX RETURN.

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b> \$ <b>1,975.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	<b>8b</b> \$ <b>3,951.</b>
<b>c Balance Due.</b> Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b> \$ <b>NONE</b>

**Signature and Verification**

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

Signature ► \_\_\_\_\_ Title ► \_\_\_\_\_ Date ► **08/09/2011**

REGIONS BANK TRUST DEPT, CUSTODIAN  
 P O BOX 2886  
 MOBILE, AL 36652-2886