



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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 01-01-2010 , and ending 12-31-2010

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
VIOLET HAMPTON TUW #2 2055000645

A Employer identification number
62-6373852

Number and street (or P O box number if mail is not delivered to street address)
REGIONS BANK TRUST DEPARTMENT P O B

Room/suite

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

City or town, state, and ZIP code
MOBILE, AL 366522886

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 ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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 ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 948,659




J Accounting method ☐ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	16	16		
	4 Dividends and interest from securities.	21,360	20,252		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-121,496			
	b Gross sales price for all assets on line 6a 1,059,063				
	7 Capital gain net income (from Part IV , line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
Operating and Administrative Expenses	11 Other income (attach schedule)	115			
	12 Total. Add lines 1 through 11	-100,005	20,268		
	13 Compensation of officers, directors, trustees, etc	12,455	9,855		2,600
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule).				0
	b Accounting fees (attach schedule).	800	0	0	800
	c Other professional fees (attach schedule)				0
	17 Interest				0
	18 Taxes (attach schedule) (see page 14 of the instructions)	191	158		0
	19 Depreciation (attach schedule) and depletion	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule).	5,000			5,000
	24 Total operating and administrative expenses. Add lines 13 through 23	18,446	10,013	0	8,400
	25 Contributions, gifts, grants paid	40,500			40,500
	26 Total expenses and disbursements. Add lines 24 and 25	58,946	10,013	0	48,900
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-158,951			
	b Net investment income (if negative, enter -0-)		10,255		
	c Adjusted net income (if negative, enter -0-)			0	


For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form **990-PF** (2010)

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	13,460	47,929	47,929
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	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 ▶ _____ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)		135,182	135,964
	b	Investments—corporate stock (attach schedule)	713,372 	506,775	532,367
	c	Investments—corporate bonds (attach schedule).	351,663 	229,812	232,399
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			0
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,078,495	919,698	948,659
	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)			
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,078,495	919,698	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
Net Assets or Fund Balances	30	Total net assets or fund balances (see page 17 of the instructions)	1,078,495	919,698	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,078,495	919,698	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	1,078,495
2	Enter amount from Part I, line 27a	2	-158,951
3	Other increases not included in line 2 (itemize) ▶ _____ 	3	154
4	Add lines 1, 2, and 3	4	919,698
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	919,698

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 Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	-121,496
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	53,215	809,022	0 065777
2008	58,300	975,446	0 059768
2007	53,960	1,139,914	0 047337
2006	59,676	1,088,127	0 054843
2005	76,702	1,083,441	0 070795

2	Total of line 1, column (d).	2	0 298519
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 059704
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	891,181
5	Multiply line 4 by line 3.	5	53,207
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	103
7	Add lines 5 and 6.	7	53,310
8	Enter qualifying distributions from Part XII, line 4.	8	48,900

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	205
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2.		3	205
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	205
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	373	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d.		7	373
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	0
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	168
11 Enter the amount of line 10 to be Credited to 2011 estimated tax 168 Refunded		11	0

Part VII-A Statements Regarding Activities			
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?			Yes No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		1a	No
c Did the foundation file Form 1120-POL for this year?.		1b	No
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 \$		1c	No
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	No
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	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	No
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	No
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	Yes
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	Yes
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) TN			
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	Yes
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	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10	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		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	REGIONS BANK The books are in care of TRUST DEPARTMENT Telephone no (251) 690-1024 Located at 11 NORTH WATER STREET 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	
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		No
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?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(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)?			
	(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).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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		No
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? If "Yes," list the years 20, 20, 20, 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20, 20, 20, 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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		No
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		No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>	5b	
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b	No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	904,752
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	904,752
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	904,752
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	13,571
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	891,181
6	Minimum investment return. Enter 5% of line 5.	6	44,559

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	44,559
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	205
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	205
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	44,354
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	44,354
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	44,354

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	48,900
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	48,900
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	48,900
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			44,354
2	Undistributed income, if any, as of the end of 2010			
a	Enter amount for 2009 only.		0	
b	Total for prior years 2008 , 20____ , 20____	0		
3	Excess distributions carryover, if any, to 2010			
a	From 2005.			608
b	From 2006.			7,186
c	From 2007.			0
d	From 2008.			6,226
e	From 2009.			12,384
f	Total of lines 3a through e.	26,404		
4	Qualifying distributions for 2010 from Part XII, line 4			
a	Applied to 2009, but not more than line 2a		0	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)	0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions).	0		
d	Applied to 2010 distributable amount.			44,354
e	Remaining amount distributed out of corpus	4,546		
5	Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0		0
6	Enter the net total of each column as indicated below:			
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	30,950		
b	Prior years' undistributed income Subtract line 4b from line 2b.	0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.	0		
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions.	0		
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.		0	
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.			0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0		
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions).	608		
9	Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a.	30,342		
10	Analysis of line 9			
a	Excess from 2006.			7,186
b	Excess from 2007.			0
c	Excess from 2008.			6,226
d	Excess from 2009.			12,384
e	Excess from 2010.			4,546

Part XIV

[illegible]

1 Information Regarding Foundation Managers:

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

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

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

SCHOLARSHIP RECIPIENTS MUST BE LEGAL RESIDENTS OF THE STATE OF TENNESSEE

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			▶ 3a	40,500
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
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	16	
4 Dividends and interest from securities.			14	21,360	
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	-121,496	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. . .					
11 Other revenue a <u>FEDERAL TAX REFUND</u>			14	115	
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e). . . .				-100,005	
13 Total. Add line 12, columns (b), (d), and (e). 13					-100,005

[illegible]

Part XVII

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

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)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

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.

Signature of officer or trustee

2011-05-11

Date

Title

Paid Preparer's Use Only

Preparer's Signature

Firm's name

Firm's address

Date

Firm's EIN

Phone no

Check if self-employed

PTIN

Form 990-PF (2010)

Additional Data

Software ID:

Software Version:

EIN: 62-6373852

Name: VIOLET HAMPTON TUW #2 2055000645

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
A	1000 AT&T INC DTD 05/13/08 5 6% 05/15/2018	P	2010-05-10	2010-08-09
B	1000 BP CAPITAL MARKETS PLC DTD 10/01/2010 3	P	2010-09-28	2010-09-29
C	1000 CSX CORP DTD 3/27/08 6 25% 04/01/2015	P	2010-05-10	2010-08-09
D	1000 CITIGROUP INC FDIC GUARANTEED DTD 08/06/2009 2 25% 12/10/2012	P	2010-05-10	2010-08-09
E	1000 COMCAST CORP DTD 06/18/09 5 7% 07/01/201	P	2010-05-10	2010-12-07
F	1000 CONOCOPHILLIPS DTD 2/3/09 6 5% 02/01/203	P	2010-05-11	2010-08-09
G	1000 JOHN DEERE CAPITAL CORP INSD FDIC DTD 12/19/08 2 875% 06/19/201	P	2010-05-10	2010-08-09
H	425 DELL INC	P	2010-04-16	2010-08-24
I	1591 93 AMERICAN EUROPACIFIC GRTH-F2	P	2008-12-24	2010-04-16
J	631 61 FEDERAL HOME LOAN MTG CORP POOL #G13220 DTD 06/01/08 5% 07/01/2	P	2010-05-10	2010-06-15
K	822 42 FEDERAL HOME LOAN MTG CORP POOL #G13220 DTD 06/01/08 5% 07/01/2	P	2010-05-10	2010-07-15
L	858 04 FEDERAL HOME LOAN MTG CORP POOL #G13220 DTD 06/01/08 5% 07/01/2	P	2010-05-10	2010-08-16
M	1307 63 FEDERAL HOME LOAN MTG CORP POOL #G13220 DTD 06/01/08 5% 07/01/	P	2010-05-10	2010-09-15
N	1153 11 FEDERAL HOME LOAN MTG CORP POOL #G13220 DTD 06/01/08 5% 07/01/	P	2010-05-10	2010-10-15
O	1264 15 FEDERAL HOME LOAN MTG CORP POOL #G13220 DTD 06/01/08 5% 07/01/	P	2010-05-10	2010-11-15
P	1448 27 FEDERAL HOME LOAN MTG CORP POOL #G13220 DTD 06/01/08 5% 07/01/	P	2010-05-10	2010-12-15
Q	107 3 FEDERAL HOME LOAN MORTGAGE POOL #A82470 DTD 10/01/08 6% 10/01/20	P	2010-05-10	2010-06-15
R	549 85 FEDERAL HOME LOAN MORTGAGE POOL #A82470 DTD 10/01/08 6% 10/01/2	P	2010-05-10	2010-07-15
S	177 45 FEDERAL HOME LOAN MORTGAGE POOL #A82470 DTD 10/01/08 6% 10/01/2	P	2010-05-10	2010-08-16
T	13162 25 FEDERAL HOME LOAN MORTGAGE POOL #A82470 DTD 10/01/08 6% 10/01	P	2010-05-10	2010-09-13
U	693 83 FEDERAL HOME LOAN MORTGAGE POOL #A82470 DTD 10/01/08 6% 10/01/2	P	2010-05-10	2010-09-15
V	1000 FEDERAL NATIONAL MORTGAGE ASSN 5% 03/1	P	2010-05-10	2010-07-08
W	2073 8 FEDERAL NATIONAL MORTGAGE ASSN POOL #190363 DTD 10/01/05 5 5% 1	P	2010-05-10	2010-06-25
X	489 76 FEDERAL NATIONAL MORTGAGE ASSN POOL #190363 DTD 10/01/05 5 5% 1	P	2010-05-10	2010-07-26
Y	591 13 FEDERAL NATIONAL MORTGAGE ASSN POOL #190363 DTD 10/01/05 5 5% 1	P	2010-05-10	2010-08-25
Z	538 94 FEDERAL NATIONAL MORTGAGE ASSN POOL #190363 DTD 10/01/05 5 5% 1	P	2010-05-10	2010-09-27
AA	610 01 FEDERAL NATIONAL MORTGAGE ASSN POOL #190363 DTD 10/01/05 5 5% 1	P	2010-05-10	2010-10-25
AB	599 12 FEDERAL NATIONAL MORTGAGE ASSN POOL #190363 DTD 10/01/05 5 5% 1	P	2010-05-10	2010-11-26
AC	511 31 FEDERAL NATIONAL MORTGAGE ASSN POOL #190363 DTD 10/01/05 5 5% 1	P	2010-05-10	2010-12-27
AD	366 51 FEDERAL NATIONAL MORTGAGE ASSN POOL #929	P	2010-05-10	2010-06-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
AE	338 77 FEDERAL NATIONAL MORTGAGE ASSN POOL #929	P	2010-05-10	2010-07-26
AF	425 23 FEDERAL NATIONAL MORTGAGE ASSN POOL #929	P	2010-05-10	2010-08-25
AG	587 23 FEDERAL NATIONAL MORTGAGE ASSN POOL #929	P	2010-05-10	2010-09-27
AH	495 75 FEDERAL NATIONAL MORTGAGE ASSN POOL #929	P	2010-05-10	2010-10-25
AI	581 65 FEDERAL NATIONAL MORTGAGE ASSN POOL #929	P	2010-05-10	2010-11-26
AJ	782 71 FEDERAL NATIONAL MORTGAGE ASSN POOL #929	P	2010-05-10	2010-12-27
AK	1266 17 FEDERAL NATIONAL MORTGAGE ASSN POOL #995050 DTD 10/01/08 6% 09	P	2010-05-10	2010-06-25
AL	1039 18 FEDERAL NATIONAL MORTGAGE ASSN POOL #995050 DTD 10/01/08 6% 09	P	2010-05-10	2010-07-26
AM	970 65 FEDERAL NATIONAL MORTGAGE ASSN POOL #995050 DTD 10/01/08 6% 09/	P	2010-05-10	2010-08-25
AN	1045 71 FEDERAL NATIONAL MORTGAGE ASSN POOL #995050 DTD 10/01/08 6% 09	P	2010-05-10	2010-09-27
AO	933 9 FEDERAL NATIONAL MORTGAGE ASSN POOL #995050 DTD 10/01/08 6% 09/0	P	2010-05-10	2010-10-25
AP	970 38 FEDERAL NATIONAL MORTGAGE ASSN POOL #995050 DTD 10/01/08 6% 09/	P	2010-05-10	2010-11-26
AQ	1020 22 FEDERAL NATIONAL MORTGAGE ASSN POOL #995050 DTD 10/01/08 6% 09	P	2010-05-10	2010-12-27
AR	454 12 FEDERAL NATIONAL MORTGAGE ASSN POOL #995431 DTD 01/01/09 5 5% 0	P	2010-05-10	2010-06-25
AS	308 12 FEDERAL NATIONAL MORTGAGE ASSN POOL #995431 DTD 01/01/09 5 5% 0	P	2010-05-10	2010-07-26
AT	287 98 FEDERAL NATIONAL MORTGAGE ASSN POOL #995431 DTD 01/01/09 5 5% 0	P	2010-05-10	2010-08-25
AU	362 13 FEDERAL NATIONAL MORTGAGE ASSN POOL #995431 DTD 01/01/09 5 5% 0	P	2010-05-10	2010-09-27
AV	354 75 FEDERAL NATIONAL MORTGAGE ASSN POOL #995431 DTD 01/01/09 5 5% 0	P	2010-05-10	2010-10-25
AW	303 9 FEDERAL NATIONAL MORTGAGE ASSN POOL #995431 DTD 01/01/09 5 5% 02	P	2010-05-10	2010-11-26
AX	345 52 FEDERAL NATIONAL MORTGAGE ASSN POOL #995431 DTD 01/01/09 5 5% 0	P	2010-05-10	2010-12-27
AY	61 FRONTIER COMMUNICATIONS CORP	P	2010-04-16	2010-07-08
AZ	57 FRONTIER COMMUNICATIONS CORP	P	2010-04-16	2010-08-24
BA	1000 GOLDMAN SACHS GROUP INC DTD 2/5/09 7 5%	P	2010-05-20	2010-08-09
BB	1000 J P MORGAN CHASE & CO DTD 04/23/09 6 3%	P	2010-05-10	2010-08-09
BC	4000 MCDONALDS CORP SERIES MTN DTD 02/29/08	P	2010-05-11	2010-05-20
BD	1000 MICROSOFT CORP DTD 09/27/2010 1 625% 09/	P	2010-09-23	2010-11-30
BE	2000 MICROSOFT CORP DTD 09/27/2010 1 625% 09/	P	2010-09-23	2010-11-30
BF	1000 ORACLE CORPORATION DTD 04/09/08 5 75% 04	P	2010-05-11	2010-08-09
BG	1000 PEPSICO INC DTD 10/24/08 7 9% 11/01/2018	P	2010-05-10	2010-11-16
BH	2000 GCB PEPSICO , INC CONTRA CUSIP FOR 713448BJ6 DTD 10/24/2008 7 9%	P	2010-05-10	2010-11-02

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
BI	1000 PFIZER INC DTD 3/24/09 6 2% 03/15/2019	P	2010-05-10	2010-08-09
BJ	40088 567 PIONEER BOND FUND CLASS Y FD #0703	P	2008-11-24	2010-04-22
BK	4773 217 PIONEER FUND CLASS Y FD #0701	P	2008-11-24	2010-04-16
BL	2601 612 PIONEER MID CAP VALUE FUND CLASS Y FD #0	P	2007-11-29	2010-04-16
BM	8959 337 PIONEER LARGE CAP GROWTH FUND CLASS Y FD	P	2008-11-26	2010-04-16
BN	2301 029 PIONEER GROWTH OPPORTUNITIES FD CL Y #76	P	2008-11-25	2010-04-16
BO	9356 192 PIONEER VALUE FUND CLASS Y FD #0702	P	2007-11-28	2010-04-16
BP	4000 SUNTRUST BANK ATLANTA 6 375% 04/01/2	P	2010-05-12	2010-12-10
BQ	1000 TARGET CORP CALLABLE 5 375% 05/01/2017	P	2010-05-11	2010-08-09
BR	1000 TRAVELERS COMPANIES, INC CALLABLE SERIES MTN 6 25% 06/15/2037	P	2010-05-18	2010-08-09
BS	1000 UNITED STATES TREAS BDS DTD 8/15/93 6 25% 08/15/2023	P	2010-05-10	2010-07-08
BT	4000 UNITED STATES TREASURY N/B DTD 02/15/08	P	2010-05-10	2010-05-19
BU	1011 42 UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/15/08 1 375	P	2010-05-10	2010-08-09
BV	1013 35 UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/15/08 1 375	P	2010-05-10	2010-12-07
BW	4000 UNITED STATES TREASURY N/B DTD 2/28/09	P	2010-05-19	2010-12-10
BX	15000 UNITED STATES TREASURY N/B DTD 11/30/09	P	2010-07-08	2010-07-15
BY	2000 UNITED STATES TREASURY N/B DTD 11/30/09	P	2010-08-09	2010-11-16
BZ	3000 UNITED STATES TREASURY N/B DTD 11/30/09	P	2010-08-09	2010-12-10
CA	1000 VERIZON COMMUNICATIONS 5 55% 02/15/201	P	2010-05-11	2010-08-09
CB	1000 WACHOVIA CORP DTD 06/08/07 5 75% 06/15/2	P	2010-05-10	2010-12-07

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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	1,141		1,083	58
B	1,006		997	9
C	1,165		1,140	25
D	1,033		1,019	14
E	1,106		1,067	39
F	1,227		1,146	81
G	1,041		1,035	6
H	4,855		7,182	-2,327
I	62,117		77,110	-14,993
J	632		670	-38
K	822		872	-50
L	858		910	-52
M	1,308		1,387	-79
N	1,153		1,223	-70
O	1,264		1,340	-76
P	1,448		1,536	-88
Q	107		115	-8
R	550		591	-41
S	177		191	-14
T	14,193		14,158	35
U	694		746	-52
V	1,140		1,111	29
W	2,074		2,201	-127
X	490		520	-30
Y	591		627	-36
Z	539		572	-33
AA	610		647	-37
AB	599		636	-37
AC	511		543	-32
AD	367		388	-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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 E	339		359	-20
A F	425		450	-25
A G	587		622	-35
A H	496		525	-29
A I	582		616	-34
A J	783		829	-46
A K	1,266		1,362	-96
A L	1,039		1,118	-79
A M	971		1,044	-73
A N	1,046		1,125	-79
A O	934		1,004	-70
A P	970		1,044	-74
A Q	1,020		1,097	-77
A R	454		488	-34
A S	308		331	-23
A T	288		310	-22
A U	362		389	-27
A V	355		381	-26
A W	304		327	-23
A X	346		371	-25
A Y	5		5	
A Z	431		436	-5
B A	1,165		1,098	67
B B	1,138		1,103	35
B C	4,477		4,455	22
B D	991		1,000	-9
B E	1,978		1,996	-18
B F	1,172		1,122	50
B G	1,317		1,269	48
B H	2,626		2,538	88

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
BI	1,212		1,148	64
BJ	373,625		351,663	21,962
BK	183,196		203,214	-20,018
BL	54,062		63,637	-9,575
BM	106,168		135,549	-29,381
BN	60,747		62,428	-1,681
BO	106,848		171,434	-64,586
BP	4,064		4,164	-100
BQ	1,147		1,108	39
BR	1,121		1,104	17
BS	1,286		1,233	53
BT	4,113		3,976	137
BU	1,060		1,035	25
BV	1,085		1,037	48
BW	4,006		4,017	-11
BX	15,056		15,017	39
BY	2,009		2,010	-1
BZ	3,012		3,015	-3
CA	1,146		1,109	37
CB	1,107		1,084	23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
A				58
B				9
C				25
D				14
E				39
F				81
G				6
H				-2,327
I				-14,993
J				-38
K				-50
L				-52
M				-79
N				-70
O				-76
P				-88
Q				-8
R				-41
S				-14
T				35
U				-52
V				29
W				-127
X				-30
Y				-36
Z				-33
AA				-37
AB				-37
AC				-32
AD				-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	
AE			-20
AF			-25
AG			-35
AH			-29
AI			-34
AJ			-46
AK			-96
AL			-79
AM			-73
AN			-79
AO			-70
AP			-74
AQ			-77
AR			-34
AS			-23
AT			-22
AU			-27
AV			-26
AW			-23
AX			-25
AY			
AZ			-5
BA			67
BB			35
BC			22
BD			-9
BE			-18
BF			50
BG			48
BH			88


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	
		(k) Excess of col (i) over col (j), if any	
BI			64
BJ			21,962
BK			-20,018
BL			-9,575
BM			-29,381
BN			-1,681
BO			-64,586
BP			-100
BQ			39
BR			17
BS			53
BT			137
BU			25
BV			48
BW			-11
BX			39
BY			-1
BZ			-3
CA			37
CB			23

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
REGIONS BANK	TRUSTEE 2	9,855		
315 DEADERICK STREET NASHVILLE,TN 37237				
MAGGIE KERSTEN	COMM MBR 1	650		
315 DEADERICK STREET NASHVILLE,TN 37237				
DAROLYN PORTER	COMM MBR 1	650		
315 DEADERICK STREET NASHVILLE,TN 37237				
DAVID MOHNING	COMM MBR 1	650		
315 DEADERICK STREET NASHVILLE,TN 37237				
PATRICIA SMEDLEY	COMM MBR 1	650		
315 DEADERICK STREET NASHVILLE,TN 37237				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
VANDERBILT UNIVERSITY 2201 WEST END AVENUE NASHVILLE,TN 37240	NONE	PUBLIC	SUPPORT EDUCATIONAL ACTIVITIES	4,500
UNIVERSITY OF TENNESSEE 600 ANDY HOLT TOWER KNOXVILLE,TN 37996	NONE	PUBLIC	SUPPORT EDUCATIONAL ACTIVITIES	4,500
FURMAN COLLEGE 3300 POINSETT HIGHWAY GREENVILLE,SC 29613	NONE	PUBLIC	SUPPORT EDUCATIONAL ACTIVITIES	1,500
UNIVERSITY OF MEMPHIS P O BOX 1000 MEMPHIS,TN 38152	NONE	PUBLIC	SUPPORT EDUCATIONAL ACTIVITIES	1,500
DUKE UNIVERSITY P O BOX 90754 DURHAM,NC 27708	NONE	PUBLIC	SUPPORT EDUCATIONAL ACTIVITIES	1,500
TENNESSEE TECHNOLOGICAL UNIVERSITY P O BOX 5006 COOKEVILLE,TN 38505	NONE	PUBLIC	SUPPORT EDUCATIONAL ACTIVITIES	1,500
SEWANNE UNIVERSITY 735 UNIVERSITY AVENUE SEWANNE,TN 37383	NONE	PUBLIC	SUPPORT EDUCATIONAL ACTIVITIES	4,500
MASS INSTITUTE OF TECHNOLOGY 77 MASSACHUSETTS AVENUE CAMBRIDGE,MA 02139	NONE	PUBLIC	SUPPORT EDUCATIONAL ACTIVITIES	1,500
THE KING'S COLLEGE 350 FIFTH AVENUE SUITE 1500 NEW YORK,NY 10118	NONE	PUBLIC	SUPPORT EDUCATIONAL ACTIVITIES	1,500
GEORGETOWN UNIVERSITY 37TH O STREETS NW WASHINGTON,DC 20057	NONE	PUBLIC	SUPPORT EDUCATIONAL ACTIVITIES	3,000
BELMONT UNIVERSITY 1900 BELMONT BLVD NASHVILLE,TN 37212	NONE	PUBLIC	SUPPORT EDUCATIONAL ACTIVITIES	4,500
CARSON-NEWMAN COLLEGE 1646 RUSSELL AVENUE JEFFERSON CITY,TN 37760	NONE	PUBLIC	SUPPORT EDUCATIONAL ACTIVITIES	1,500
TUSCULUM COLLEGE 60 SHILOH ROAD GREENVILLE,TN 37743	NONE	PUBLIC	SUPPORT EDUCATIONAL ACTIVITIES	1,500
SAMFORD UNIVERSITY 800 LAKESHORE DRIVE BIRMINGHAM,AL 35229	NONE	PUBLIC	EDUCATIONAL	1,500
FLORIDA COLLEGE 119 NORTH GLEN ARVEN AVENUE TEMPLE TERRACE,FL 33617	NONE	PUBLIC	EDUCATIONAL	1,500
Total  3a				40,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PRINCETON UNIVERSITY 110 WEST COLLEGE PRINCETON, NJ 08544	NONE	PUBLIC	EDUCATION	1,500
RICE UNIVERSITY P O BOX 1892 HOUSTON, TX 772511892	NONE	PUBLIC	EDUCATIONAL	1,500
ROANOKE COLLEGE 221 COLLEGE LANE SALEM, VA 24153	NONE	PUBLIC	EDUCATIONAL	1,500
Total			3a	40,500

TY 2010 Accounting Fees Schedule

Name: VIOLET HAMPTON TUW #2 2055000645

EIN: 62-6373852

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC	800			800

TY 2010 Investments Corporate
 Bonds Schedule

Name: VIOLET HAMPTON TUW #2 2055000645
 EIN: 62-6373852

Name of Bond	End of Year Book Value	End of Year Fair Market Value
PIONEER BOND FUND CLASS Y		
FHLMC# G13220, 5% 7/1/2023	23,215	23,129
FNMA# 190363	25,012	25,345
FNMA# 929399, 5% 5/1/2023	12,284	12,311
FNMA# 995050, 6% 9/1/2037	34,331	34,796
FNMA# 995431, 5.5% 2/1/2023	9,131	9,143
AT&T 5.6% 5/15/2018	3,248	3,347
BB&T 3.85% 7/27/2012	4,211	4,161
BARCLAYS BANK 3.9% 4/7/2015	4,042	4,125
CSX 6.25% 4/1/2015	3,420	3,409
CVS/CAREMARK 6.125% 9/15/2039	4,128	4,274
CA INC 5.375% 12/1/2019	4,201	4,136
CATERPILLAR 7.9% 12/15/2018	3,749	3,861
CITIGROUP 6% 12/13/2013	4,364	4,371
COMCAST CORP 5.7% 7/1/2019	3,202	3,280
CONOCOPHILLIPS 6.5% 2/1/2039	3,438	3,567
CREDIT SUISSE 5.5% 5/1/2014	7,488	7,677
DIRECTV 3.55% 3/15/2015	4,147	4,064
GE CO 5% 2/1/2013	7,527	7,483
GOLDMAN SACHS 7.5% 2/15/2019	3,294	3,498
GOLDMAN SACHS 6% 5/1/2014	4,229	4,407
HESS CORP 8.125% 2/15/2019	3,720	3,790
HEW PACKARD 2.2% 12/1/2015	2,997	2,955
J P MORGAN 6.3% 4/23/2019	3,309	3,415
KRAFT FOOD 4.125% 2/9/2016	4,135	4,199
MERILL LYNCH 6.875% 4/25/2018	4,214	4,377
MERILL LYNCH 6.11% 1/29/2037	3,671	3,611
MORGAN STANLEY 5.625% 9/23/19	3,916	4,079
ORACLE CORP 5.75% 4/15/2018	3,366	3,432
PETROBRAS INT 5.75% 1/20/2020	4,120	4,150
PFIZER 6.2% 3/15/2019	3,444	3,514
PRUDENTIAL FIN 4.5% 11/15/2020	3,974	3,912
TALISMAN ENERGY 7.75% 6/1/2019	3,665	3,704
TARGET CORP 5.375% 5/1/2017	3,323	3,362
TIME WARNER 6.75% 7/1/2018	3,405	3,497
TRAVLERS CO 6.25% 6/15/2037	3,313	3,334
VERIZON COM 5.55% 2/15/2016	3,327	3,363
WACHOVIA CORP 5.75% 6/15/2017	3,252	3,321

TY 2010 Investments Corporate
Stock Schedule

Name: VIOLET HAMPTON TUW #2 2055000645
EIN: 62-6373852

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PIONEER FUND CLASS Y FD		
PIONEER MID CAP VALUE		
PIONEER OAK RIDGE LARGE CAP		
PIONEER SER TR II GROWTH		
PIONEER VALUE FUND CLASS Y		
AMERICAN FDS EUROPACIFIC GROWT		
PIONEER GRTH OPPORT FD CL Y		
ABBOT LABS	7,054	6,468
ALLERGAN INC	7,129	7,897
AMERICAN EXPRESS CO	6,992	6,653
APACHE CORPORATION	7,395	8,346
AUTO DESK INC	6,169	8,595
BANK OF AMERICA CORP	7,110	5,069
CVS/CAREMARK	7,127	6,606
CATERPILLAR INC	7,062	9,834
CHEVRON CORP	6,897	7,756
CISCO SYSTEMS INC	7,344	5,462
WALT DISNEY CO	7,025	7,314
EMC CORP MASS	7,081	8,359
EATON CORP	7,130	9,136
EXELON CORP	6,960	6,662
EXXON MOBIL CORP	7,169	7,678
GENERAL ELECTRIC CO	7,083	6,859
GOLDMAN SACHS GROUP INC	5,617	5,886
HALLIBURTON CO	6,906	8,983
HESS CORPORATION	6,957	8,419
INTEL CORP	7,185	6,309
J P MORGAN CHASE AND C0	7,200	6,575
JOHNSON & JOHNSON	7,171	6,804
JUNIPER NETWORKS INC	6,919	8,122

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MCGRAW HILL INC	6,840	7,100
MICROSOFT CORP	7,116	6,419
MONSANTO CO NEW	7,072	7,660
NORFOLK CO NEW	7,103	7,538
ORACLE CORPORATION	7,197	8,608
PEPSICO INC	6,948	6,860
PHILIP MORRIS INTERNATIONAL	6,880	7,902
PROCTER & GAMBLE CO	7,245	7,398
PRUDENTIAL FINANCIAL INC	6,950	6,458
QUALCOM INC	7,026	8,166
ROBERT HALF INTL INC	7,078	7,038
SCHLUMBER LTD	6,884	8,768
STAPLES INC	7,041	6,603
STATE STREET CORP	7,262	7,183
STRTKER CORP	6,882	6,444
THERMO FISHER SCIENTIFIC, INC	6,928	7,197
3M C0	7,120	7,336
TIFFANY & CO	7,078	8,718
TRAVELLERS COMPANIES, INC	7,066	7,521
UNITED TECHNOLOGIES CORP	7,016	7,478
VF CORP	7,045	7,325
VEROZON COMMUNICATIONS	6,666	8,587
VISA-INC CLASS A SHRS	7,460	5,630
WALMART STORES INC	7,047	7,011
WALGREEN CO	7,102	7,597
TRANSOCEAN LTD	6,938	5,561
TEVA PHARMACEUTICAL INDS SPONS	7,191	5,995
ISHARES S&P MIDCAP 400	45,140	49,880
ISHARES SMALL CAP 600	45,401	49,641
ISHARES MSCO EAFE INDEX FUND	65,371	66,953

TY 2010 Investments Government Obligations Schedule

Name: VIOLET HAMPTON TUW #2 2055000645

EIN: 62-6373852

**US Government Securities - End of
Year Book Value:**

135,182

**US Government Securities - End of
Year Fair Market Value:**

135,964

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2010 Other Expenses Schedule

Name: VIOLET HAMPTON TUW #2 2055000645

EIN: 62-6373852

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SCHOLARSHIP PROGRAM ADMINSTRAT	5,000	0		5,000

TY 2010 Other Income Schedule

Name: VIOLET HAMPTON TUW #2 2055000645

EIN: 62-6373852

Description	Revenue And Expenses Per Books	Net Invest ment Income	Adjusted Net Income
FEDERAL TAX REFUND	115	0	

TY 2010 Other Increases Schedule

Name: VIOLET HAMPTON TUW #2 2055000645

EIN: 62-6373852

Description	Amount
OID INCOME ON TIPS BONDS	146
ROUNDING	8

TY 2010 Taxes Schedule**Name:** VIOLET HAMPTON TUW #2 2055000645**EIN:** 62-6373852

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	6	158		0
EXCISE TAX	185	0		0