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# Return of Private Foundation

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

### Treated as a Private Foundation

2010

Department of the Treasury  
Internal Revenue Service

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 , and ending

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 <b>SAMUEL E. UPCHURCH, JR. CHARITABLE FOUNDATION</b>		A Employer identification number <b>63-1083893</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>2100A SOUTHBRIDGE PARKWAY</b>	Room/suite <b>445</b>	B Telephone number <b>205-263-4700</b>
City or town, state, and ZIP code <b>BIRMINGHAM, AL 35209</b>		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>1,305,751.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	3,847.	3,847.		STATEMENT 1
4 Dividends and interest from securities	39,788.	39,788.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	25,163.			
b Gross sales price for all assets on line 6a	137,775.			
7 Capital gain net income (from Part IV, line 2)		25,163.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less cost of goods sold				
c Gross profit or (loss)				
11 Other income	16,686.	16,686.		STATEMENT 3
12 Total. Add lines 1 through 11	85,484.	85,484.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	1,350.	675.		675.
c Other professional fees				
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	6,279.	5,331.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	7,629.	6,006.		675.
25 Contributions, gifts, grants paid	187,500.			187,500.
26 Total expenses and disbursements. Add lines 24 and 25	195,129.	6,006.		188,175.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<109,645.>			
b Net investment income (if negative, enter -0-)		79,478.		
c Adjusted net income (if negative, enter -0-)			N/A	

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**CHARITABLE FOUNDATION**

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**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	11,602.	14,743.	14,743.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock <b>STMT 6</b>	699,610.	586,824.	706,008.
	c Investments - corporate bonds			
<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans <b>STMT 7</b>	585,000.	585,000.	585,000.
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 <b>Total assets</b> (to be completed by all filers)	1,296,212.	1,186,567.	1,305,751.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
<b>Net Assets or Fund Balances</b>	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
<b>Net Assets or Fund Balances</b>	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	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	1,296,212.	1,186,567.		
30 <b>Total net assets or fund balances</b>	1,296,212.	1,186,567.		
31 <b>Total liabilities and net assets/fund balances</b>	1,296,212.	1,186,567.		

**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	1,296,212.
2 Enter amount from Part I, line 27a	2	<109,645.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,186,567.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,186,567.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

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

  

(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)
<b>a 8,244.</b>		<b>8,381.</b>	<b>&lt;137.&gt;</b>
<b>b 129,531.</b>		<b>104,231.</b>	<b>25,300.</b>
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			<b>&lt;137.&gt;</b>
<b>b</b>			<b>25,300.</b>
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

<b>2 Capital gain net income or (net capital loss)</b>	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	<b>2</b>	<b>25,163.</b>
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b> If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		<b>3</b>	<b>N/A</b>

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

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

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

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

☐ Yes ☒ No

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

**1** Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	478,111.	1,483,307.	.322328
2008	162,100.	1,784,138.	.090856
2007	251,859.	1,997,672.	.126076
2006	253,415.	2,106,642.	.120293
2005	451,688.	1,724,600.	.261909

  

<b>2 Total of line 1, column (d)</b>	<b>2</b>	<b>.921462</b>
<b>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</b>	<b>3</b>	<b>.184292</b>
<b>4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5</b>	<b>4</b>	<b>1,369,670.</b>
<b>5 Multiply line 4 by line 3</b>	<b>5</b>	<b>252,419.</b>
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>	<b>6</b>	<b>795.</b>
<b>7 Add lines 5 and 6</b>	<b>7</b>	<b>253,214.</b>
<b>8 Enter qualifying distributions from Part XII, line 4</b> 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.	<b>8</b>	<b>188,175.</b>

**SAMUEL E. UPCHURCH, JR.  
CHARITABLE FOUNDATION**
**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	1,590.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	1,590.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	1,590.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 <b>Tax based on investment income</b> Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 800.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 2,300.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	3,100.
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 <b>Tax due</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>		9	
10 <b>Overpayment</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>		10	1,510.
11 Enter the amount of line 10 to be: <b>Credited to 2011 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	1,510.	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file <b>Form 1120-POL</b> for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <b>AL</b>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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CHARITABLE FOUNDATION**

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>SAMUEL E. UPCHURCH, JR.</u> Telephone no. ► <u>205-263-4700</u> Located at ► <u>3828 FOREST GLEN DRIVE, BIRMINGHAM, AL</u> ZIP+4 ► <u>35213</u>			
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   <u>N/A</u>			
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? 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 ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c
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 ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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

**5a** During the year did the foundation pay or incur any amount to:

**(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

**(2)** Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

**(3)** Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

**(4)** Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

**(5)** Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

**N/A**

Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

**N/A**
☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

**N/A**
**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**
**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
<b>SAMUEL E. UPCHURCH, JR.</b>	<b>DIRECTOR</b>			
<b>3828 FOREST GLEN DRIVE</b>				
<b>BIRMINGHAM, AL 35213</b>	0.00	0.	0.	0.
<b>CHERYL V. UPCHURCH</b>	<b>DIRECTOR</b>			
<b>3828 FOREST GLEN DRIVE</b>				
<b>BIRMINGHAM, AL 35213</b>	0.00	0.	0.	0.
<b>JOHN S. P. SAMFORD</b>	<b>DIRECTOR</b>			
<b>P. O. BOX 530277</b>				
<b>BIRMINGHAM, AL 35202</b>	0.00	0.	0.	0.

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

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

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

**0**

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**Part VIII**
**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)
**3 Five highest-paid independent contractors for professional services. 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

<b>1</b>	N/A	

**Part IX-B Summary of Program-Related Investments**

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

Amount

<b>1</b>	N/A	
<b>3</b>	All other program-related investments. See instructions.	
<b>Total. Add lines 1 through 3</b>		<b>0.</b>

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	781,566.
b	Average of monthly cash balances	1b	23,962.
c	Fair market value of all other assets	1c	585,000.
d	<b>Total</b> (add lines 1a, b, and c)	1d	1,390,528.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,390,528.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	20,858.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,369,670.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	68,484.

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

1	Minimum investment return from Part X, line 6	1	68,484.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,590.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,590.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	66,894.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	66,894.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	66,894.

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	188,175.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	188,175.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	<b>Adjusted qualifying distributions</b> Subtract line 5 from line 4	6	188,175.

**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.

Form 990-PF (2010)

**SAMUEL E. UPCHURCH, JR.  
CHARITABLE FOUNDATION**
**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7				66,894.
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2010:				
<b>a</b> From 2005	378,584.			
<b>b</b> From 2006	150,704.			
<b>c</b> From 2007	154,187.			
<b>d</b> From 2008	74,214.			
<b>e</b> From 2009	405,424.			
<b>f</b> Total of lines 3a through e	1,163,113.			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4: ▶ \$	188,175.			
<b>a</b> Applied to 2009, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2010 distributable amount				66,894.
<b>e</b> Remaining amount distributed out of corpus	121,281.			
<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))	0.			0.
<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	1,284,394.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<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		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7	378,584.			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	905,810.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2006	150,704.			
<b>b</b> Excess from 2007	154,187.			
<b>c</b> Excess from 2008	74,214.			
<b>d</b> Excess from 2009	405,424.			
<b>e</b> Excess from 2010	121,281.			

Part XIV

Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

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

2

a

Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV

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

SAMUEL E. UPCHURCH, JR.

b

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

NONE

2

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

Check here

☒

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 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:

SAMUEL E. UPCHURCH, JR.  
CHARITABLE FOUNDATION**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 STATEMENT 8					
Total				▶ 3a	187,500.
b Approved for future payment					
NONE					
Total				▶ 3b	0.

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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	3,847.	
4 Dividends and interest from securities			14	39,788.	
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			14	16,686.	
8 Gain or (loss) from sales of assets other than inventory			18	25,163.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		85,484.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13 85,484.	

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

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

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

N/A

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

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

[illegible]

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

**b** If "Yes," complete the following schedule.

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

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

**Sign  
Here**

Signature of officer or trustee

Date \_\_\_\_\_

Title

Print/Type preparer's name

Preparer's signature

Date \_\_\_\_\_

Check ☐ if self-employed

PTIN
------

**Paid  
Preparer  
Use Only**

DANIEL C. HARDMAN,  
CPA

Firm's name ► **HARDMAN LLC**

Firm's address ► P.O. BOX 2000  
ONEONTA, AL 35121

Phone no. **205-429-3333**

Form **990-PF** (2010)

0060

PREPARED FOR ACCOUNT # 51 00 0003 0 01 - SAMUEL E. UPCHURCH, JR. CHARITABLE FDN  
TAX LEDGER

PROCESS DATE 01/11/2011

FOR TAX YEAR ENDED 12/31/2010

ACCOUNT SITUS = AL  
TAX ID# = 631083893  
STATE TAX ID# = 631083893

PAGE 1

## SECTION A - CAPITAL GAINS &amp; LOSSES

## SHORT TERM SALES &amp; MATURITIES

SHARES/PAR	SECURITY	REG	ACQUIRED	SOLD	CAPITAL PROCEEDS TO INCOME CASH PRINCIPAL CASH	COST BASIS	SHORT TERM GAIN OR LOSS
1.9720	FIDELITY CAPITAL & INCOME FU ND (316062108)	2	12/04/09	05/18/10	17.29	-16.60	0.69
290.0000	ISHARES S&P GROWTH ALLOCATIO N ETF (464289867)	0	11/10/09	06/28/10	8227.16	-8364.61	-137.45
	TOTAL SHORT TERM SALES & MATURITIES				8244.45	8381.21	-136.76
	TOTAL SHORT TERM GAIN & LOSSES						-136.76

## LONG TERM SALES &amp; MATURITIES

SHARES/PAR	SECURITY	REG	ACQUIRED	SOLD	CAPITAL PROCEEDS TO INCOME CASH PRINCIPAL CASH	COST BASIS	LONG TERM GAIN OR LOSS
415.0000	FIDELITY CAPITAL & INCOME FU ND (316062108)	2	05/07/09	05/18/10	3639.55	-2701.65	937.90
155.0000	ISHARES S&P GSCI COMMODITY I NDEX (46428R107)	0	05/07/09	06/28/10	4418.97	-4235.30	183.67
155.0000	ISHARES S&P GSCI COMMODITY I NDEX (46428R107)	0	06/02/09	06/28/10	4418.97	-4783.63	-364.66
70.0000	ISHARES BARCLAYS TIPS ETF (464287176)	0	05/07/09	12/20/10	7492.47	-6994.60	497.87
40.0000	ISHARES LEHMAN 7-10 ETF (464287440)	0	05/07/09	06/28/10	3790.35	-3712.00	78.35
47.0000	ISHARES RUSSELL MIDCAP VALUE ETF (464287473)	0	05/07/09	12/20/10	2090.39	-1349.75	740.64
54.0000	ISHARES RUSSELL MIDCAP GROWT H ETF (464287481)	0	05/07/09	12/20/10	3057.68	-1905.55	1152.13
119.0000	ISHARES R1000 VALUE ETF (464287598)	0	05/07/09	12/20/10	7636.80	-5666.32	1970.48
225.0000	ISHARES R1000 GROWTH ETF (464287614)	0	05/07/09	12/20/10	12869.80	-8882.55	3987.25
106.0000	ISHARES S&P 600 VALUE ETF (464287879)	0	05/07/09	12/20/10	7610.23	-4957.58	2652.65
110.0000	ISHARES S&P 600 GROWTH INDEX ETF (464287887)	0	05/07/09	12/20/10	8055.08	-4976.64	3078.44
500.0000	PROTECTIVE LIFE CORP CAP TR PFD (69340M204)	0	01/06/09	06/28/10	12114.77	-8433.25	3681.52
385.0000	CONSUMER STAPLES SPDR ETF (81369Y308)	0	05/08/09	12/20/10	11269.53	-8777.98	2491.55
385.0000	CONSUMER STAPLES SPDR ETF (81369Y308)	0	11/18/09	12/20/10	11269.52	-10363.08	906.44
85.0000	ENERGY SPDR ETF (81369Y506)	0	05/07/09	12/20/10	5633.05	-4191.98	1441.07
520.0000	VANGUARD INTERMEDIATE TERM B OND INDEX FUND (921937306)	2	05/07/09	06/28/10	5855.20	-5350.80	504.40
1700.0000	VANGUARD SHORT-TERM INVESTME NT GRADE - INV (922031406)	2	05/07/09	12/21/10	18309.00	-16949.00	1360.00
	TOTAL LONG TERM SALES & MATURITIES				129531.36	104231.66	25299.70

0060

PREPARED FOR ACCOUNT # 51 00 0003 0 01 - SAMUEL E. UPCHURCH, JR. CHARITABLE FDN  
PROCESS DATE 01/11/2011

TAX LEDGER  
ACCOUNT SITUS = AL  
TAX ID# = 631083893  
STATE TAX ID# = 631083893

PAGE 2

FOR TAX YEAR ENDED 12/31/2010

SECTION A - CAPITAL GAINS & LOSSES

LONG TERM  
GAIN OR LOSS  
25299.70  
25162.94

TOTAL LONG TERM GAIN & LOSSES  
TOTAL CAPITAL GAINS & LOSSES



- 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)

<b>Part II</b>	<b>Additional (Not Automatic) 3-Month Extension of Time.</b> Only file the original (no copies needed).	
Type or print  File by the extended due date for filing your return. See instructions.	Name of exempt organization <b>SAMUEL E. UPCHURCH, JR. CHARITABLE FOUNDATION</b>	Employer identification number <b>63-1083893</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>2100A SOUTHBRIDGE PARKWAY, NO. 444</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>BIRMINGHAM, AL 35209</b>	

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

**0 4**

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.**

**SAMUEL E. UPCHURCH, JR.**

- The books are in the care of **3828 FOREST GLEN DRIVE - BIRMINGHAM, AL 35213**

Telephone No. **205-933-0570**

FAX No. ☐

- 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.

**4** I request an additional 3-month extension of time until **NOVEMBER 15, 2011.**

**5** For calendar year **2010**, or other tax year beginning ☐, and ending ☐

**6** If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return

☐ Change in accounting period

**7** State in detail why you need the extension

**ADDITIONAL TIME IS NEEDED TO ACCUMULATE THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE 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>3,100.</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>3,100.</b>
<b>c</b> <b>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>0.</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 **Samuel E. Upchurch, Jr.**

Title **CPA**

Date **8-9-2011**

Form 8868 (Rev. 1-2011)

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

SOURCE	AMOUNT
INTERNAL REVENUE SERVICE	61.
OAKWORTH CAPITAL BANK	3,786.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3,847.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
OAKWORTH CAPITAL BANK	39,788.	0.	39,788.
TOTAL TO FM 990-PF, PART I, LN 4	39,788.	0.	39,788.

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INTEREST FROM NOTE RECEIVABLE	16,686.	16,686.	
TOTAL TO FORM 990-PF, PART I, LINE 11	16,686.	16,686.	

## FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,350.	675.		675.
TO FORM 990-PF, PG 1, LN 16B	1,350.	675.		675.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	5,331.	5,331.		0.
FEDERAL EXCISE TAXES	948.	0.		0.
TO FORM 990-PF, PG 1, LN 23	6,279.	5,331.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS & MUTUAL FUNDS	586,824.	706,008.
TOTAL TO FORM 990-PF, PART II, LINE 10B	586,824.	706,008.

FORM 990-PF	MORTGAGE LOANS	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORTGAGE LOAN	585,000.	585,000.
TOTAL TO FORM 990-PF, PART II, LINE 12	585,000.	585,000.

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 8

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALABAMA SYMPHONY 3621 SIXTH AVENUE SOUTH BIRMINGHAM, AL 35222	NONE GENERAL SUPPORT	PUBLIC CHARITY	2,000.
ALABAMA WILDLIFE FEDERATION P.O. BOX 1339 MILLBROOK, AL 36054	NONE GENERAL SUPPORT	PUBLIC CHARITY	1,000.
BIG SPRINGS BAPTIST CHURCH ROUTE 3 WOODLAND, AL 36280	NONE GENERAL SUPPORT	PUBLIC CHARITY	1,000.
BIRMINGHAM MUSEUM OF ART 2000 EIGHTH AVENUE N. BIRMINGHAM, AL 352032278	NONE GENERAL SUPPORT	PUBLIC CHARITY	1,000.
COMMUNITY MINISTRY FOR GIRLS BIRMINGHAM, AL	NONE GENERAL SUPPORT	PUBLIC CHARITY	2,000.
DAVIDSON COLLEGE BOX 7174 DAVIDSON, NC 280357174	NONE GENERAL SUPPORT	PUBLIC CHARITY	15,000.
KING'S RANCH P.O. BOX 162 CHELSEA, AL 35080	NONE GENERAL SUPPORT	PUBLIC CHARITY	5,000.
LINLEY HEFLIN UNIT 100 OFFICE PARK DRIVE BIRMINGHAM, AL 35223	NONE SCHOLARSHIPS	PUBLIC CHARITY	5,000.

SAMUEL E. UPCHURCH, JR. CHARITABLE FOUND

63-1083893

LITTLE ELAM BAPTIST CHURCH 970 COUNTY RD 1 S SELMA, AL 367035530	NONE GENERAL SUPPORT	PUBLIC CHARITY	2,000.
MCWANE SCIENCE CENTER 200 19TH ST. N. BIRMINGHAM, AL 35203	NONE GENERAL SUPPORT	PUBLIC CHARITY	5,000.
ST. PETER'S ANGLICAN CHURCH 3207 MONTEVALLO ROAD MOUNTAIN BROOK, AL 35223	NONE GENERAL SUPPORT	PUBLIC CHARITY	91,500.
THE BALLET GUILD--ALABAMA BALLET 2726 1ST AVENUE SOUTH BIRMINGHAM, AL 35233	NONE GENERAL SUPPORT	PUBLIC CHARITY	2,000.
THE NATURE CONSERVANCY 4245 N. FAIRFAX DR., SUITE 100 ARLINGTON, VA 22203	NONE GENERAL SUPPORT	PUBLIC CHARITY	1,000.
UNITED CEREBRAL PALSY 120 OSLO CIRCLE BIRMINGHAM, AL 35211	NONE GENERAL SUPPORT	PUBLIC CHARITY	10,000.
UNITED WAY OF CENTRAL ALABAMA 3600 8TH AVENUE SOUTH BIRMINGHAM, AL 352320189	NONE GENERAL SUPPORT	PUBLIC CHARITY	25,000.
WASHINGTON & LEE UNIVERSITY LEXINGTON, VA 244500303	NONE GENERAL SUPPORT	PUBLIC CHARITY	10,000.
WEARS VALLEY RANCH 3601 LYON SPRINGS ROAD SEVIERVILLE, TN 37862	NONE GENERAL SUPPORT	PUBLIC CHARITY	5,000.
UNIVERSITY OF ALABAMA TUSCALOOSA, AL 35487	NONE GENERAL SUPPORT	PUBLIC CHARITY	3,000.

SAMUEL E. UPCHURCH, JR. CHARITABLE FOUND

63-1083893

KAPPA FOUNDATION  
2322 N BROAD STREET  
PHILADELPHIA, PA 19132

NONE  
GENERAL SUPPORT

PUBLIC  
CHARITY

1,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

187,500.