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 , **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
THOMAS BENTON BARNETT CHARITABLE FDN.
(48-0001-01-5)

A Employer identification number
63-6159417

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P.O.BOX 3067

B Telephone number
251-431-7822

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

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 ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 1,226,954.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)
(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 ▶ ☐

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	37,428.	37,428.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-17,043.			
	b	Gross sales price for all assets on line 6a 223,276.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	506.	0.		STATEMENT 2
	12	**Total** Add lines 1 through 11	20,891.	37,428.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	4,809.	4,809.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	1,984.	992.		992.
	c	Other professional fees STMT 4	5,228.	5,228.		0.
	17	Interest				
	18	Taxes				
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	10,293.	10,293.		0.
	24	**Total operating and administrative expenses** Add lines 13 through 23	22,314.	21,322.		992.
	25	Contributions, gifts, grants paid	70,184.			70,184.
	26	**Total expenses and disbursements** Add lines 24 and 25	92,498.	21,322.		71,176.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-71,607.			
	b	**Net investment income** (if negative, enter -0-)		16,106.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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023501 12-07-10 LHA **For Paperwork Reduction Act Notice, see the instructions**

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
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	60,686.	55,335.	55,335.
	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 STMT 6	168,581.	143,508.	148,223.
	b	Investments - corporate stock			
	c	Investments - corporate bonds STMT 7	395,956.	324,408.	340,407.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 8	614,113.	644,512.	601,142.
	14	Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 9)	110,000.	110,000.	81,847.
	16	**Total assets** (to be completed by all filers)	1,349,336.	1,277,763.	1,226,954.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,311,597.	1,311,597.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	37,739.	-33,834.	
	30	**Total net assets or fund balances**	1,349,336.	1,277,763.	
	31	**Total liabilities and net assets/fund balances**	1,349,336.	1,277,763.	

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	1,349,336.
2	Enter amount from Part I, line 27a	2	-71,607.
3	Other increases not included in line 2 (itemize) ▶ MISC TIMING DIFFERENCES	3	34.
4	Add lines 1, 2, and 3	4	1,277,763.
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	1,277,763.

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	BANKTRUST - SEE ATTACHED	P		
b	BANKTRUST - SEE ATTACHED	P		
c	AMERITRADE 960006184 - SEE ATTACHED	P		
d	AMERITRADE 960006184 - SEE ATTACHED	P		
e	AMERITRADE 960006187 - SEE ATTACHED	P		

	(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	3,418.		3,571.	-153.
b	97,442.		92,825.	4,617.
c	15,314.		15,282.	32.
d	76,785.		89,840.	-13,055.
e	30,317.		38,801.	-8,484.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				-153.
b				4,617.
c				32.
d				-13,055.
e				-8,484.

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 -17,043.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 } 3 N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	68,531.	1,455,652.	.047079
2008	68,216.	1,448,179.	.047105
2007	58,848.	1,390,512.	.042321
2006	43,587.	1,384,671.	.031478
2005	84,042.	1,375,956.	.061079

2	**Total** of line 1, column (d)	2	.229062
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	.045812
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,293,851.
5	Multiply line 4 by line 3	5	59,274.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	161.
7	Add lines 5 and 6	7	59,435.
8	Enter qualifying distributions from Part XII, line 4	8	71,176.

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.

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 ▶ ☐ 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 ▶ ☒ and enter 1% of Part I, line 27b			1	161.
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	161.
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	161.
6	Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	200.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	221.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	421.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	260.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 260. **Refunded** ▶			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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 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*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ BANCTRUST COMPANY, INC TRUST DEPART Telephone no. ▶ (251)431-7822

Located at ▶ P.O. BOX 3067, MOBILE, AL ZIP+4 ▶ 36652

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 N/A

		Yes	No
16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

		Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? N/A	1b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
If "Yes," list the years ▶ ____, ____, ____, ____			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see 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? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)* N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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 **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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? **6b** No: X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

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

(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
BANCTRUST COMPANY, INC. P.O. BOX 3067 MOBILE, AL 36652	TRUSTEE 1.00	4,809.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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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
1 N/A	
2	
3	
4	

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
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,255,539.
b	Average of monthly cash balances	1b	58,015.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,313,554.
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	1,313,554.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	19,703.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,293,851.
6	**Minimum investment return.** Enter 5% of line 5	6	64,693.

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	64,693.
2a	Tax on investment income for 2010 from Part VI, line 5 2a 161.		
b	Income tax for 2010. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	161.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	64,532.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	64,532.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	64,532.

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	71,176.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	71,176.
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	161.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	71,015.

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 instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				64,532.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			6,589.	
b Total for prior years: _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 71,176.				
a Applied to 2009, but not more than line 2a			6,589.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				64,532.
e Remaining amount distributed out of corpus	55.			
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	55.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			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)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	55.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010 55.				

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 ▶

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ ☐ 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:

JOHN HENSLEY, BANCTRUST COMPANY, INC., 866-328-7887
P.O. BOX 3067, MOBILE, AL 36652

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

NO FORMS; LETTERS TO OUTLINE REQUESTS

c Any submission deadlines:

NONE

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

NONE

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 10				
Total			▶ 3a	70,184.
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		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income
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		
4 Dividends and interest from securities			14	37,428.	
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	-17,043.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a INCOME TAX REFUND					506.
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		20,385.	506.

13 Total. Add line 12, columns (b), (d), and (e) 13 20,891.

(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).
11A	REFUND OF FEDERAL TAX PAID

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

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

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

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

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		

[redacted] 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, of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Here ▶ SVP Bank Trust +Trust Officer 11/7/11 ▶ TRUST OFFICER

Signature of officer or trustee Date Title

Paid Preparer Use Only				
Print/Type preparer's name SANDRA BLOUNT	Preparer's signature SANDRA BLOUNT	Date 11/01/11	Check ☐ if self- employed	PTIN
Firm's name ▶ WILKINS MILLER HIERONYMUS, LLC			Firm's EIN ▶	
Firm's address ▶ P.O. BOX 70047 MOBILE, AL 36670			Phone no. (251)410-6700	

Form **990-PF** (2010)

023622
04-26-11

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

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

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

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

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		

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

SVP Bank Trust + Trust Officer | 11/7/11 | TRUST OFFICER

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
SANDRA BLOUNT	SANDRA BLOUNT	11/01/11		

Firm's name ▶ WILKINS MILLER HIERONYMUS, LLC

Firm's EIN ▶

Firm's address ▶ P.O. BOX 70047
MOBILE, AL 36670

Phone no. (251)410-6700

Form **990-PF** (2010)

023622
04-26-11

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AMERITRADE INSTITUTIONAL 960-006184	7,239.	0.	7,239.
AMERITRADE INSTITUTIONAL 960-006187	3,756.	0.	3,756.
DIVIDENDS BANCTRUST 48-0001-01-5	6.	0.	6.
INTEREST BANCTRUST 48-0001-01-5	26,427.	0.	26,427.
TOTAL TO FM 990-PF, PART I, LN 4	37,428.	0.	37,428.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
INCOME TAX REFUND	506.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	506.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WILKINS MILLER HIERONYMUS	1,984.	992.		992.
TO FORM 990-PF, PG 1, LN 16B	1,984.	992.		992.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FINANCIAL RESOURCES - MANAGEMENT FEES	5,228.	5,228.		0.
TO FORM 990-PF, PG 1, LN 16C	5,228.	5,228.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LIFE INSURANCE PREMIUM	10,000.	10,000.		0.
AMORTIZATION	293.	293.		0.
TO FORM 990-PF, PG 1, LN 23	10,293.	10,293.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT AGENCIES	X		143,508.	148,223.
TOTAL U.S. GOVERNMENT OBLIGATIONS			143,508.	148,223.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			143,508.	148,223.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	324,408.	340,407.
TOTAL TO FORM 990-PF, PART II, LINE 10C	324,408.	340,407.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - GOLDMAN SACHS	COST	334,418.	322,409.
MUTUAL FUNDS - CALLAN	COST	310,094.	278,733.
TOTAL TO FORM 990-PF, PART II, LINE 13		644,512.	601,142.

FORM 990-PF OTHER ASSETS STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
LIFE INSURANCE POLICY	110,000.	110,000.	81,847.
TO FORM 990-PF, PART II, LINE 15	110,000.	110,000.	81,847.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
PRICHARD PREPARATORY SCHOOL 743 MT SINAI AVE WHISTLER, AL 36612	NONE CHARITABLE CONTRIBUTION	PUBLIC	2,000.
ST. MARY'S PARISH 109 DUKE OF GLOUCESTER STREET ANNAPOLIS , MD 21401	NONE GENERAL FUND	PUBLIC	5,000.
L'ARCHE 151 S ANN ST MOBILE, AL 36604	NONE CHARITABLE DONATION	PUBLIC	5,000.
MARY'S SHELTER P.O. BOX 18 ELBERTA, AL 36530	NONE COMPREHENSIVE RESIDENTIAL CARE FOR PREGNANT TEENS	PUBLIC	20,000.
MCGILL-TOOLEN HIGH SCHOOL 1501 OLD SHELL ROAD MOBILE, AL 36604	NONE SCHOLARSHIPS	PUBLIC	23,400.
ST. THOMAS BY THE SEA 26547 PERDIDO BEACH BLVD ORANGE BEACH, AL 36561	NONE MEXICO MISSION	PUBLIC	9,000.
ST. IGNATIUS CHILDREN'S 3704 SPRING HILL AVE MOBILE, AL 36608	NONE CHARITABLE CONTRIBUTION		5,784.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			70,184.

Michael Barnett, CFP
NFP Securities, Inc

Pricing Updated. 05/11/11

Thomas Barnett Memorial Charitable Foundation
960006184 | GSAM, Profile 4, Moderate Growth

Accounting Method· First In, First Out Realized Gain/Loss From January 1, 2010 To. December 31, 2010

Short Term Gain/Loss	Shares	Cost Basis	Purchase Date	Proceeds	Gain/ (Loss)
GS Large Cap Value A	389.585	$4,312.71	01/11/2010	$4,336.62	$23 91
GS Short Dur Govt A	308 699	$3,195 66	01/11/2010 - 07/01/2010	$3,222 82	$27 16
GS Strategic Growth A	285.251	$2,678 51	01/11/2010	$2,668 72	($9 79)
GS Structured Emerging Mkts Eq Fd	624 388	$5,095 01	01/11/2010	$5,085 92	($9 09)
Total		**$15,281.89**		**$15,314.08**	**$32.19**

Long Term Gain/Loss	Shares	Cost Basis	Purchase Date	Proceeds	Gain/ (Loss)
GS Commodity Strategy A	259.154	$2,577 10	04/17/2007 - 07/17/2007	$1,600 98	($976 12)
GS Emerging Markets Debt A	56 838	$662 62	06/30/2005 - 01/18/2006	$711 78	$49 16
GS Emerging Mkts Equity A	1,412 351	$24,449 84	01/17/2007 - 12/15/2008	$21,390 36	($3,059 48)
GS Global Income A	183 962	$2,342 07	10/17/2006 - 01/17/2007	$2,370 44	$28 37
GS High Yield A	222 199	$1,250 98	10/13/2008	$1,553 17	$302 19
GS International Real Estate Sec A	22.067	$233 69	10/17/2006	$148 95	($84 74)
GS Local Emerging Markets Debt A	40 560	$400 32	07/15/2008	$375 49	($24 83)
GS Real Estate A	184 690	$3,332.05	01/19/2005 - 12/13/2007	$2,010 52	($1,321 53)
GS Structured Int'l Equity A	1,067 179	$10,379 25	07/13/2004 - 10/12/2004	$10,895 90	$516 65
GS Structured Int'l Small Cp A	17.210	$173 99	10/16/2007	$141 64	($32 35)
GS Structured Large Cap Growth A	769 179	$9,747 85	07/19/2005 - 10/17/2006	$8,539 50	($1,208 35)
GS Structured Large Cap Value A	1,989 895	$25,109 65	01/19/2005 - 12/12/2006	$18,803 95	($6,305 70)

GS Structured Small Cap Equity A	837 363	$9,180 94	10/16/2007 - 01/15/2008	$8,242 04	($938 90)
Total		**$89,840.35**		**$76,784.72**	**($13,055.63)**
TOTAL		**$105,122.24**		**$92,098.80**	**($13,023.44)**

Short Term	- Indicates a security which has a holding period of less than 12 months
Long Term	- Indicates a security which has a holding period greater than 12 months.
Unclassified	- Indicates a cost basis and/or purchase date is unavailable for this security and therefore a term can not be determined Securities may appear as Unclassified because the account custodian was not provided with cost basis or purchase date information at the time of account setup or when securities were received.

Michael Barnett, CFP
NFP Securities, Inc

Pricing Updated. 05/11/11

Thomas Barnett Memorial Charitable Foundation
960006187 | Callan, Active Core, Profile 4, Moderate Growth

Accounting Method First In, First Out Realized Gain/Loss From January 1, 2010 To December 31, 2010

Short Term Gain/Loss	Shares	Cost Basis	Purchase Date	Proceeds	Gain/ (Loss)
There is no activity for the selected dates.					
Total		**N/A**		**$0.00**	**N/A**

Long Term Gain/Loss	Shares	Cost Basis	Purchase Date	Proceeds	Gain/ (Loss)
AssetMark Core Plus Fixed Income Fund	435 351	$4,097 89	04/19/2005	$4,044 41	($53.48)
AssetMark Large Cap Growth Fund	1,279 521	$11,490 09	03/04/2004	$10,517 66	($972 43)
AssetMark Large Cap Value Fund	882 821	$9,781 65	03/04/2004	$6,462 25	($3,319 40)
AssetMark Real Estate Fund	129 190	$2,553 07	04/17/2007 - 12/27/2007	$1,338 41	($1,214 66)
AssetMark Small/Mid Cap Growth Fund	547.028	$5,101 62	03/04/2004 - 06/13/2006	$4,124 59	($977 03)
AssetMark Small/Mid Cap Value Fund	416 291	$5,776 84	03/04/2004 - 12/28/2006	$3,829 88	($1,946 96)
Total		**$38,801.16**		**$30,317.20**	**($8,483.96)**
TOTAL		**$38,801.16**		**$30,317.20**	**($8,483.96)**

Short Term	- Indicates a security which has a holding period of less than 12 months.
Long Term	- Indicates a security which has a holding period greater than 12 months
Unclassified	- Indicates a cost basis and/or purchase date is unavailable for this security and therefore a term can not be determined. Securities may appear as Unclassified because the account custodian was not provided with cost basis or purchase date information at the time of account setup or when securities were received.

```
TAX                                                                                           EDIT
CODE/DATE TRANSACTIONS                                    TAXABLE        INCOME     PRINCIPAL  NUMBER
--------- -----------                                  ------------  ------------  ------------ ----------

224   ACCRUED MARKET DISCOUNT INTEREST (CONTINUED)
          PROTECTIVE LIFE 5.750% DUE 01/15/2019 - 74367CAB1 - MINOR = 200  (CONTINUED)
          -------------------------------------------------------------------------

07/15/10  ACCRETE DISCOUNT                                     0.05                                1007000010
          TR TRAN#=01007150000046  TR CD=491    REG=5053 PORT=PRIN       INTEREST INCOME POSTED TO PRINCIPAL
                                                                                  **CHANGED** 01/12/11 @CR
                                                       ------------  ------------  ------------
                                                               0.09          0.00          0.00
                                                       ------------  ------------  ------------
          TOTAL CODE 224 - ACCRUED MARKET DISCOUNT INTEREST  136.77          0.00          0.00
                                                       ============  ============  ============

493   AMORTIZATION - OTHER INTEREST
          CITIGROUP INC 5.125% DUE 05/05/2014 - 172967CK5 - MINOR = 200
          -------------------------------------------------------------
05/05/10  AMORTIZE PREMIUM                                   -71.37                                1005000008
          TR TRAN#=01005050000004  TR CD=001    REG=5053 PORT=PRIN       POSSIBLE IMPROPER SIGN FOR TRAN TYPE
11/05/10  AMORTIZE PREMIUM                                   -71.37                                1011000008
          TR TRAN#=01011050000007  TR CD=001    REG=5053 PORT=PRIN       POSSIBLE IMPROPER SIGN FOR TRAN TYPE
                                                       ------------  ------------  ------------
                                                            -142.74          0.00          0.00

          CREDIT SUISSE FB 6.125% DUE 11/15/2011 - 22541LAB9 - MINOR = 200
          ----------------------------------------------------------------
05/13/10  AMORTIZE PREMIUM                                   -35.09                                1005000017
          TR TRAN#=01005130000093  TR CD=001    REG=5053 PORT=PRIN       POSSIBLE IMPROPER SIGN FOR TRAN TYPE
                                                       ------------  ------------  ------------
                                                             -35.09          0.00          0.00

          GOV'T NATL MTG ASSN II 4.500% DUE 06/20/2039 - 36202E6D6 - MINOR = 061
          ----------------------------------------------------------------------
12/31/10  AMORTIZATION OF BOND PREMIUM                      -159.83       -159.83                  1012000032
          TR TRAN#=                TR CD=       REG=0    PORT=TAXINC                ***ADDED*** 03/01/11 $ML
                                                       ------------  ------------  ------------
                                                            -159.83       -159.83          0.00

          JP MORGAN CHASE & CO 5.250% DUE 05/01/2015 - 46625HAX8 - MINOR = 200
          --------------------------------------------------------------------
05/03/10  AMORTIZE PREMIUM                                  -127.22                                1005000003
          TR TRAN#=01005030000163  TR CD=001    REG=5053 PORT=PRIN       POSSIBLE IMPROPER SIGN FOR TRAN TYPE
10/28/10  AMORTIZE PREMIUM                                  -124.45                                1010000021
          TR TRAN#=01010280000107  TR CD=001    REG=5053 PORT=PRIN       POSSIBLE IMPROPER SIGN FOR TRAN TYPE
                                                       ------------  ------------  ------------
                                                            -251.67          0.00          0.00
                                                       ------------  ------------  ------------
          TOTAL CODE 493 - AMORTIZATION - OTHER INTEREST    -589.33       -159.83          0.00
                                                       ============  ============  ============

45    SHORT-TERM GAIN/LOSS - CURRENT SALES
          GOV'T NATL MTG ASSN II 4.500% DUE 06/20/2039 - 36202E6D6 - MINOR = 061
          ----------------------------------------------------------------------
01/20/10  PRIN PMT FOR DECEMBER 2009                           -9.17                      203.75   1001000008
          TR TRAN#=01001132001990  TR CD=190    REG=5649 PORT=PRIN

02/22/10  PRIN PMT FOR JANUARY 2010                            -8.48                      188.50   1002000008
          TR TRAN#=01002102002172  TR CD=190    REG=5649 PORT=PRIN

03/22/10  PRIN PMT FOR FEBRUARY 2010                           -6.77                      150.43   1003000008
          TR TRAN#=01003102002110  TR CD=190    REG=5649 PORT=PRIN

04/20/10  PRIN PMT FOR MARCH 2010                             -11.38                      252.89   1004000008
          TR TRAN#=01004142002000  TR CD=190    REG=5649 PORT=PRIN

05/20/10  PRIN PMT FOR APRIL 2010                             -16.02                      355.95   1005000009
          TR TRAN#=01005122002003  TR CD=190    REG=5649 PORT=PRIN

06/21/10  PRIN PMT FOR MAY 2010                               -12.40                      275.59   1006000008
          TR TRAN#=01006102002093  TR CD=190    REG=5649 PORT=PRIN

07/20/10  PRIN PMT FOR JUNE 2010                              -14.44                      320.80   1007000008
          TR TRAN#=01007132002021  TR CD=190    REG=5649 PORT=PRIN

08/20/10  PRIN PMT FOR JULY 2010                              -17.23                      382.87   1008000008
          TR TRAN#=01008112002038  TR CD=190    REG=5649 PORT=PRIN

09/20/10  PRIN PMT FOR AUGUST 2010                            -19.32                      429.38   1009000008
          TR TRAN#=01009132002043  TR CD=190    REG=5649 PORT=PRIN

10/20/10  PRIN PMT FOR SEPTEMBER 2010                         -17.66                      392.53   1010000008
          TR TRAN#=01010122002051  TR CD=190    REG=5649 PORT=PRIN

11/22/10  PRIN PMT FOR OCTOBER 2010                           -20.92                      464.94   1011000008
          TR TRAN#=01011102002134  TR CD=190    REG=5649 PORT=PRIN
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TAX                                                                                                                 EDIT
CODE/DATE TRANSACTIONS                                                      TAXABLE         INCOME      PRINCIPAL   NUMBER
--------- -----------                                                   ------------   ------------   ------------   ----------

45   SHORT-TERM GAIN/LOSS - CURRENT SALES (CONTINUED)
          GOV'T NATL MTG ASSN II 4.500% DUE 06/20/2039 - 36202E6D6 - MINOR = 061  (CONTINUED)
          -------------------------------------------------------------------------

                                                                        ------------   ------------   ------------
          TOTAL CODE 45 - SHORT-TERM GAIN/LOSS - CURRENT SALES              -153.79           0.00        3417.63
                                                                        ============   ============   ============

509   LONG-TERM 15% GAIN/LOSS - CURRENT SALES
          CREDIT SUISSE FB 6.125% DUE 11/15/2011 - 22541LAB9 - MINOR = 200
          ----------------------------------------------------------------
05/13/10  VOLUNTARY TENDER OF 20,000.00                                     1443.14                      21550.00   1005000001
          6.125% DUE 11/15/2011
          TR TRAN#=01005130000092  TR CD=151    REG=5053 PORT=PRIN
                                                                        ------------   ------------   ------------
                                                                            1443.14           0.00       21550.00

          FEDERAL NATIONAL MTG ASSN 8.500% DUE 06/25/2021 - 31358GJ99 - MINOR = 060
          --------------------------------------------------------------------------
01/25/10  PRIN PMT FOR 01/01/10                                               -0.23                          8.11   1001000009
          TR TRAN#=01001122001580  TR CD=190    REG=5649 PORT=PRIN                                  **CHANGED** 03/02/10 @CR

02/25/10  PRIN PMT FOR 02/01/10                                               -0.52                         18.42   1002000010
          TR TRAN#=01002112001545  TR CD=190    REG=5649 PORT=PRIN                                  **CHANGED** 03/02/10 @CR

03/25/10  PRIN PMT FOR 03/01/10                                               -0.50                         17.74   1003000010
          TR TRAN#=01003112001526  TR CD=190    REG=5649 PORT=PRIN

04/26/10  PRIN PMT FOR 04/01/10                                               -0.16                          5.83   1004000009
          TR TRAN#=01004122001560  TR CD=190    REG=5649 PORT=PRIN

05/25/10  PRIN PMT FOR 05/01/10                                               -0.34                         12.12   1005000010
          TR TRAN#=01005112001637  TR CD=190    REG=5649 PORT=PRIN

06/25/10  PRIN PMT FOR 06/01/10                                               -0.17                          6.03   1006000010
          TR TRAN#=01006112001574  TR CD=190    REG=5649 PORT=PRIN

07/26/10  PRIN PMT FOR 07/01/10                                               -0.20                          7.17   1007000009
          TR TRAN#=01007122001582  TR CD=190    REG=5649 PORT=PRIN

08/25/10  PRIN PMT FOR 08/01/10                                               -0.24                          8.65   1008000009
          TR TRAN#=01008112001733  TR CD=190    REG=5649 PORT=PRIN

09/24/10  PRIN PMT FOR 09/01/10                                               -0.15                          5.32   1009000009
          TR TRAN#=01009132001738  TR CD=190    REG=5649 PORT=PRIN

10/25/10  PRIN PMT FOR 10/01/10                                               -0.31                         10.92   1010000009
          TR TRAN#=01010112001529  TR CD=190    REG=5649 PORT=PRIN

11/26/10  PRIN PMT FOR 11/01/10                                               -0.37                         13.26   1011000010
          TR TRAN#=01011112001540  TR CD=190    REG=5649 PORT=PRIN

12/27/10  PRIN PMT FOR 12/01/10                                               -0.63                         22.42   1012000010
          TR TRAN#=01012132001612  TR CD=190    REG=5649 PORT=PRIN
                                                                        ------------   ------------   ------------
                                                                              -3.82           0.00         135.99

          FEDERAL NATIONAL MTG ASSN 5.500% DUE 02/01/2033 - 31400CEY6 - MINOR = 060
          --------------------------------------------------------------------------
01/25/10  PRIN PMT FOR DECEMBER 2009                                          -7.46                        132.21   1001000010
          TR TRAN#=01001132001801  TR CD=190    REG=5649 PORT=PRIN

02/25/10  PRIN PMT FOR JANUARY 2010                                           -6.70                        118.73   1002000009
          TR TRAN#=01002102001978  TR CD=190    REG=5649 PORT=PRIN

03/25/10  PRIN PMT FOR FEBRUARY 2010                                          -6.37                        112.91   1003000009
          TR TRAN#=01003102001921  TR CD=190    REG=5649 PORT=PRIN

04/26/10  PRIN PMT FOR MARCH 2010                                             -8.97                        159.03   1004000010
          TR TRAN#=01004142001807  TR CD=190    REG=5649 PORT=PRIN

05/25/10  PRIN PMT FOR APRIL 2010                                             -9.80                        173.68   1005000011
          TR TRAN#=01005122001814  TR CD=190    REG=5649 PORT=PRIN

06/25/10  PRIN PMT FOR MAY 2010                                              -10.21                        180.92   1006000009
          TR TRAN#=01006102001895  TR CD=190    REG=5649 PORT=PRIN

07/26/10  PRIN PMT FOR JUNE 2010                                              -6.48                        114.81   1007000010
          TR TRAN#=01007132001807  TR CD=190    REG=5649 PORT=PRIN

08/25/10  PRIN PMT FOR JULY 2010                                              -6.10                        108.20   1008000010
          TR TRAN#=01008112001829  TR CD=190    REG=5649 PORT=PRIN

09/27/10  PRIN PMT FOR AUGUST 2010                                            -7.68                        136.12   1009000010
          TR TRAN#=01009132001834  TR CD=190    REG=5649 PORT=PRIN

10/25/10  PRIN PMT FOR SEPTEMBER 2010                                        -10.07                        178.59   1010000010
          TR TRAN#=01010122001833  TR CD=190    REG=5649 PORT=PRIN
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ACCT 960Y  480001015                         BANKTRUST                                         PAGE 8
PREP:311 ADMN:JTH INV:REH                    TAX TRANSACTION DETAIL                            RUN 03/04/2011
                                                                                                   02.37:01 PM

TAX                                                                                                        EDIT
CODE/DATE TRANSACTIONS                                                    TAXABLE       INCOME    PRINCIPAL   NUMBER
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509   LONG-TERM 15% GAIN/LOSS - CURRENT SALES (CONTINUED)
          FEDERAL NATIONAL MTG ASSN 5.500% DUE 02/01/2033 - 31400CEY6 - MINOR = 060  (CONTINUED)
          --------------------------------------------------------------------------------------

11/26/10  PRIN PMT FOR OCTOBER 2010                                        -12.40                        219.84  1011000009
          TR TRAN#=01011102001915  TR CD=190    REG=5649 PORT=PRIN

12/27/10  PRIN PMT FOR NOVEMBER 2010                                        -9.69                        171.78  1012000009
          TR TRAN#=01012102001995  TR CD=190    REG=5649 PORT=PRIN

01/25/11  PRIN PMT FOR DECEMBER 2010                                       -11.56                                1101000011
          TR TRAN#=01101122001799  TR CD=190    REG=5649 PORT=PRIN                              **CHANGED** 02/28/11 GCR
                                                                       ------------  ------------  ------------
                                                                          -113.49          0.00       1806.82

          GOV'T NATL MTG ASSN 6.000% DUE 10/15/2032 - 36201AZ68 - MINOR = 061
          -------------------------------------------------------------------

01/15/10  PRIN PMT FOR DECEMBER 2009                                        -0.63                         10.67  1001000001
          TR TRAN#=01001132001933  TR CD=190    REG=5649 PORT=PRIN

02/16/10  PRIN PMT FOR JANUARY 2010                                         -0.63                         10.73  1002000001
          TR TRAN#=01002102002115  TR CD=190    REG=5649 PORT=PRIN

03/15/10  PRIN PMT FOR FEBRUARY 2010                                        -0.64                         10.79  1003000001
          TR TRAN#=01003102002053  TR CD=190    REG=5649 PORT=PRIN

04/15/10  PRIN PMT FOR MARCH 2010                                           -0.64                         10.85  1004000001
          TR TRAN#=01004142001943  TR CD=190    REG=5649 PORT=PRIN

05/17/10  PRIN PMT FOR APRIL 2010                                           -0.64                         10.91  1005000002
          TR TRAN#=01005122001946  TR CD=190    REG=5649 PORT=PRIN

06/15/10  PRIN PMT FOR MAY 2010                                             -0.65                         10.97  1006000001
          TR TRAN#=01006102002036  TR CD=190    REG=5649 PORT=PRIN

07/15/10  PRIN PMT FOR JUNE 2010                                            -0.65                         11.03  1007000001
          TR TRAN#=01007132001964  TR CD=190    REG=5649 PORT=PRIN

08/16/10  PRIN PMT FOR JULY 2010                                            -0.65                         11.09  1008000001
          TR TRAN#=01008112001981  TR CD=190    REG=5649 PORT=PRIN

09/15/10  PRIN PMT FOR AUGUST 2010                                          -0.66                         11.15  1009000001
          TR TRAN#=01009132001986  TR CD=190    REG=5649 PORT=PRIN

10/15/10  PRIN PMT FOR SEPTEMBER 2010                                       -0.66                         11.21  1010000001
          TR TRAN#=01010122001994  TR CD=190    REG=5649 PORT=PRIN

11/15/10  PRIN PMT FOR OCTOBER 2010                                         -0.66                         11.27  1011000001
          TR TRAN#=01011102002077  TR CD=190    REG=5649 PORT=PRIN

12/15/10  PRIN PMT FOR NOVEMBER 2010                                       -81.98                       1392.96  1012000001
          TR TRAN#=01012102002157  TR CD=190    REG=5649 PORT=PRIN

01/18/11  PRIN PMT FOR DECEMBER 2010                                        -0.53                                1101000001
          TR TRAN#=01101122001960  TR CD=190    REG=5649 PORT=PRIN                              **CHANGED** 02/28/11 GCR
                                                                       ------------  ------------  ------------
                                                                           -89.62          0.00       1513.63

          GOV'T NATL MTG ASSN II 5.000% DUE 12/20/2033 - 36202D2U4 - MINOR = 061
          ----------------------------------------------------------------------
01/20/10  PRIN PMT FOR DECEMBER 2009                                        -6.14                        923.03  1001000006
          TR TRAN#=01001132001980  TR CD=190    REG=5649 PORT=PRIN

02/22/10  PRIN PMT FOR JANUARY 2010                                         -3.92                        588.78  1002000006
          TR TRAN#=01002102002162  TR CD=190    REG=5649 PORT=PRIN

03/22/10  PRIN PMT FOR FEBRUARY 2010                                        -2.96                        445.53  1003000006
          TR TRAN#=01003102002100  TR CD=190    REG=5649 PORT=PRIN

04/20/10  PRIN PMT FOR MARCH 2010                                           -4.05                        608.52  1004000006
          TR TRAN#=01004142001990  TR CD=190    REG=5649 PORT=PRIN

05/20/10  PRIN PMT FOR APRIL 2010                                           -2.90                        435.28  1005000007
          TR TRAN#=01005122001993  TR CD=190    REG=5649 PORT=PRIN

06/21/10  PRIN PMT FOR MAY 2010                                             -5.23                        785.97  1006000006
          TR TRAN#=01006102002083  TR CD=190    REG=5649 PORT=PRIN

07/20/10  PRIN PMT FOR JUNE 2010                                            -3.06                        459.89  1007000006
          TR TRAN#=01007132002011  TR CD=190    REG=5649 PORT=PRIN

08/20/10  PRIN PMT FOR JULY 2010                                            -4.54                        682.70  1008000006
          TR TRAN#=01008112002028  TR CD=190    REG=5649 PORT=PRIN

09/20/10  PRIN PMT FOR AUGUST 2010                                          -5.14                        773.05  1009000006
          TR TRAN#=01009132002033  TR CD=190    REG=5649 PORT=PRIN

10/20/10  PRIN PMT FOR SEPTEMBER 2010                                       -4.01                        603.15  1010000006
          TR TRAN#=01010122002041  TR CD=190    REG=5649 PORT=PRIN
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TAX                                                                                        EDIT
CODE/DATE TRANSACTIONS                                TAXABLE       INCOME     PRINCIPAL   NUMBER
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509   LONG-TERM 15% GAIN/LOSS - CURRENT SALES (CONTINUED)
          GOV'T NATL MTG ASSN II 5.000% DUE 12/20/2033 - 36202D2U4 - MINOR = 061  (CONTINUED)
          ---------------------------------------------------------------------------

11/22/10  PRIN PMT FOR OCTOBER 2010                        -5.11                      768.18  1011000006
          TR TRAN#=01011102002124  TR CD=190   REG=5649 PORT=PRIN

12/20/10  PRIN PMT FOR NOVEMBER 2010                       -5.31                      798.67  1012000006
          TR TRAN#=01012102002204  TR CD=190   REG=5649 PORT=PRIN

01/20/11  PRIN PMT FOR DECEMBER 2010                       -4.18                              1101000007
          TR TRAN#=01101122002007  TR CD=190   REG=5649 PORT=PRIN                **CHANGED** 02/28/11 @CR
                                                    ------------  ------------  ------------
                                                          -56.55          0.00       7872.75

          GOV'T NATL MTG ASSN II 6.000% DUE 06/20/2031 - 36202DNK3 - MINOR = 061
          ------------------------------------------------------------------
01/20/10  PRIN PMT FOR DECEMBER 2009                        0.20                       27.50  1001000004
          TR TRAN#=01001132001970  TR CD=190   REG=5649 PORT=PRIN

02/22/10  PRIN PMT FOR JANUARY 2010                         0.16                       22.90  1002000004
          TR TRAN#=01002102002152  TR CD=190   REG=5649 PORT=PRIN

03/22/10  PRIN PMT FOR FEBRUARY 2010                        0.14                       19.86  1003000004
          TR TRAN#=01003102002090  TR CD=190   REG=5649 PORT=PRIN

04/20/10  PRIN PMT FOR MARCH 2010                           0.21                       29.97  1004000004
          TR TRAN#=01004142001980  TR CD=190   REG=5649 PORT=PRIN

05/20/10  PRIN PMT FOR APRIL 2010                           0.16                       21.80  1005000005
          TR TRAN#=01005122001983  TR CD=190   REG=5649 PORT=PRIN

06/21/10  PRIN PMT FOR MAY 2010                             0.20                       27.78  1006000004
          TR TRAN#=01006102002073  TR CD=190   REG=5649 PORT=PRIN

07/20/10  PRIN PMT FOR JUNE 2010                            0.21                       29.00  1007000004
          TR TRAN#=01007132002001  TR CD=190   REG=5649 PORT=PRIN

08/20/10  PRIN PMT FOR JULY 2010                            0.15                       21.69  1008000004
          TR TRAN#=01008112002018  TR CD=190   REG=5649 PORT=PRIN

09/20/10  PRIN PMT FOR AUGUST 2010                          0.17                       24.38  1009000004
          TR TRAN#=01009132002023  TR CD=190   REG=5649 PORT=PRIN

10/20/10  PRIN PMT FOR SEPTEMBER 2010                       0.15                       21.02  1010000004
          TR TRAN#=01010122002031  TR CD=190   REG=5649 PORT=PRIN

11/22/10  PRIN PMT FOR OCTOBER 2010                         0.09                       13.25  1011000004
          TR TRAN#=01011102002114  TR CD=190   REG=5649 PORT=PRIN

12/20/10  PRIN PMT FOR NOVEMBER 2010                        0.14                       19.11  1012000004
          TR TRAN#=01012102002194  TR CD=190   REG=5649 PORT=PRIN

01/20/11  PRIN PMT FOR DECEMBER 2010                        0.16                              1101000005
          TR TRAN#=01101122001997  TR CD=190   REG=5649 PORT=PRIN                **CHANGED** 02/28/11 @CR
                                                    ------------  ------------  ------------
                                                            2.14          0.00        278.26

          GOV'T NATL MTG ASSN II 5.000% DUE 02/20/2033 - 36202DWE7 - MINOR = 061
          ------------------------------------------------------------------
01/20/10  PRIN PMT FOR DECEMBER 2009                      -28.20                      851.76  1001000005
          TR TRAN#=01001132001975  TR CD=190   REG=5649 PORT=PRIN

02/22/10  PRIN PMT FOR JANUARY 2010                       -13.13                      396.51  1002000005
          TR TRAN#=01002102002157  TR CD=190   REG=5649 PORT=PRIN

03/22/10  PRIN PMT FOR FEBRUARY 2010                      -16.21                      489.70  1003000005
          TR TRAN#=01003102002095  TR CD=190   REG=5649 PORT=PRIN

04/20/10  PRIN PMT FOR MARCH 2010                         -14.04                      424.23  1004000005
          TR TRAN#=01004142001985  TR CD=190   REG=5649 PORT=PRIN

05/20/10  PRIN PMT FOR APRIL 2010                         -16.74                      505.71  1005000006
          TR TRAN#=01005122001988  TR CD=190   REG=5649 PORT=PRIN

06/21/10  PRIN PMT FOR MAY 2010                           -20.33                      614.18  1006000005
          TR TRAN#=01006102002078  TR CD=190   REG=5649 PORT=PRIN

07/20/10  PRIN PMT FOR JUNE 2010                          -15.12                      456.77  1007000005
          TR TRAN#=01007132002006  TR CD=190   REG=5649 PORT=PRIN

08/20/10  PRIN PMT FOR JULY 2010                          -20.54                      620.46  1008000005
          TR TRAN#=01008112002023  TR CD=190   REG=5649 PORT=PRIN

09/20/10  PRIN PMT FOR AUGUST 2010                        -22.59                      682.36  1009000005
          TR TRAN#=01009132002028  TR CD=190   REG=5649 PORT=PRIN

10/20/10  PRIN PMT FOR SEPTEMBER 2010                     -21.92                      662.20  1010000005
          TR TRAN#=01010122002036  TR CD=190   REG=5649 PORT=PRIN
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TAX                                                                                               EDIT
CODE/DATE TRANSACTIONS                                          TAXABLE      INCOME     PRINCIPAL  NUMBER
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509    LONG-TERM 15% GAIN/LOSS - CURRENT SALES (CONTINUED)
          GOV'T NATL MTG ASSN II 5.000% DUE 02/20/2033 - 36202DWE7 - MINOR = 061  (CONTINUED)
          ----------------------------------------------------------------------------------

11/22/10  PRIN PMT FOR OCTOBER 2010                                 -18.78                    567.44  1011000005
          TR TRAN#=01011102002119  TR CD=190     REG=5649 PORT=PRIN

12/20/10  PRIN PMT FOR NOVEMBER 2010                                -15.10                    456.25  1012000005
          TR TRAN#=01012102002199  TR CD=190     REG=5649 PORT=PRIN

01/20/11  PRIN PMT FOR DECEMBER 2010                                -27.90                            1101000006
          TR TRAN#=01101122002002  TR CD=190     REG=5649 PORT=PRIN                 **CHANGED** 02/28/11 @CR
                                                             ------------ ------------ ------------
                                                                   -250.60         0.00      6727.57

          GOV'T NATL MTG ASSN II 4.500% DUE 06/20/2039 - 36202E6D6 - MINOR = 061
          ----------------------------------------------------------------------
12/20/10  PRIN PMT FOR NOVEMBER 2010                                -22.65                    503.33  1012000008
          TR TRAN#=01012102002214  TR CD=190     REG=5649 PORT=PRIN

01/20/11  PRIN PMT FOR DECEMBER 2010                                -26.12                            1101000009
          TR TRAN#=01101122002017  TR CD=190     REG=5649 PORT=PRIN                 **CHANGED** 02/28/11 @CR
                                                             ------------ ------------ ------------
                                                                    -48.77         0.00       503.33

          GOV'T NATL MTG ASSN II 4.500% DUE 01/20/2035 - 36202EBC2 - MINOR = 061
          ----------------------------------------------------------------------
01/20/10  PRIN PMT FOR DECEMBER 2009                                  1.93                    510.94  1001000007
          TR TRAN#=01001132001985  TR CD=190     REG=5649 PORT=PRIN

02/22/10  PRIN PMT FOR JANUARY 2010                                   0.13                     34.24  1002000007
          TR TRAN#=01002102002167  TR CD=190     REG=5649 PORT=PRIN

03/22/10  PRIN PMT FOR FEBRUARY 2010                                  0.67                    178.18  1003000007
          TR TRAN#=01003102002105  TR CD=190     REG=5649 PORT=PRIN

04/20/10  PRIN PMT FOR MARCH 2010                                     0.54                    141.99  1004000007
          TR TRAN#=01004142001995  TR CD=190     REG=5649 PORT=PRIN

05/20/10  PRIN PMT FOR APRIL 2010                                     0.15                     40.21  1005000008
          TR TRAN#=01005122001998  TR CD=190     REG=5649 PORT=PRIN

06/21/10  PRIN PMT FOR MAY 2010                                       1.01                    268.36  1006000007
          TR TRAN#=01006102002088  TR CD=190     REG=5649 PORT=PRIN

07/20/10  PRIN PMT FOR JUNE 2010                                      0.14                     38.26  1007000007
          TR TRAN#=01007132002016  TR CD=190     REG=5649 PORT=PRIN

08/20/10  PRIN PMT FOR JULY 2010                                      0.15                     39.18  1008000007
          TR TRAN#=01008112002033  TR CD=190     REG=5649 PORT=PRIN

09/20/10  PRIN PMT FOR AUGUST 2010                                    0.13                     35.01  1009000007
          TR TRAN#=01009132002038  TR CD=190     REG=5649 PORT=PRIN

10/20/10  PRIN PMT FOR SEPTEMBER 2010                                 1.14                    301.37  1010000007
          TR TRAN#=01010122002046  TR CD=190     REG=5649 PORT=PRIN

11/22/10  PRIN PMT FOR OCTOBER 2010                                   0.14                     36.96  1011000007
          TR TRAN#=01011102002129  TR CD=190     REG=5649 PORT=PRIN

12/20/10  PRIN PMT FOR NOVEMBER 2010                                  0.14                     38.15  1012000007
          TR TRAN#=01012102002209  TR CD=190     REG=5649 PORT=PRIN

01/20/11  PRIN PMT FOR DECEMBER 2010                                  1.52                            1101000008
          TR TRAN#=01101122002012  TR CD=190     REG=5649 PORT=PRIN                 **CHANGED** 02/28/11 @CR
                                                             ------------ ------------ ------------
                                                                      7.79         0.00      1662.85

          GOV'T NATL MTG ASSN 6.000% DUE 04/15/2013 - 36209J6P1 - MINOR = 061
          -------------------------------------------------------------------
01/15/10  PRIN PMT FOR DECEMBER 2009                                 -0.05                     39.59  1001000002
          TR TRAN#=01001132002000  TR CD=190     REG=5649 PORT=PRIN

02/16/10  PRIN PMT FOR JANUARY 2010                                  -0.07                     57.68  1002000002
          TR TRAN#=01002102002182  TR CD=190     REG=5649 PORT=PRIN

03/15/10  PRIN PMT FOR FEBRUARY 2010                                 -0.05                     37.85  1003000002
          TR TRAN#=01003102002120  TR CD=190     REG=5649 PORT=PRIN

04/15/10  PRIN PMT FOR MARCH 2010                                    -0.06                     44.46  1004000002
          TR TRAN#=01004142002010  TR CD=190     REG=5649 PORT=PRIN

05/17/10  PRIN PMT FOR APRIL 2010                                    -0.05                     38.29  1005000003
          TR TRAN#=01005122002013  TR CD=190     REG=5649 PORT=PRIN

06/15/10  PRIN PMT FOR MAY 2010                                      -0.05                     38.50  1006000002
          TR TRAN#=01006102002103  TR CD=190     REG=5649 PORT=PRIN

07/15/10  PRIN PMT FOR JUNE 2010                                     -0.05                     38.71  1007000002
          TR TRAN#=01007132002031  TR CD=190     REG=5649 PORT=PRIN
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ACCT 960Y  480001015                        BANKTRUST                                          PAGE 11
PREP:311 ADMN:JTH INV:REH                   TAX TRANSACTION DETAIL                             RUN 03/04/2011
                                                                                                           02:37:01 PM

TAX                                                                                                               EDIT
CODE/DATE TRANSACTIONS                                                     TAXABLE         INCOME      PRINCIPAL  NUMBER
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509   LONG-TERM 15% GAIN/LOSS - CURRENT SALES (CONTINUED)
          GOV'T NATL MTG ASSN 6.000% DUE 04/15/2013 - 36209J6P1 - MINOR = 061  (CONTINUED)
          ------------------------------------------------------------------------------

08/16/10  PRIN PMT FOR JULY 2010                                             -0.05                         38.92  1008000002
          TR TRAN#=01008112002048  TR CD=190    REG=5649 PORT=PRIN

09/15/10  PRIN PMT FOR AUGUST 2010                                           -0.05                         39.13  1009000002
          TR TRAN#=01009132002053  TR CD=190    REG=5649 PORT=PRIN

10/15/10  PRIN PMT FOR SEPTEMBER 2010                                        -0.05                         39.34  1010000002
          TR TRAN#=01010122002061  TR CD=190    REG=5649 PORT=PRIN

11/15/10  PRIN PMT FOR OCTOBER 2010                                          -0.05                         39.56  1011000002
          TR TRAN#=01011102002144  TR CD=190    REG=5649 PORT=PRIN

12/15/10  PRIN PMT FOR NOVEMBER 2010                                         -0.05                         39.77  1012000002
          TR TRAN#=01012102002224  TR CD=190    REG=5649 PORT=PRIN

01/18/11  PRIN PMT FOR DECEMBER 2010                                         -0.05                                1101000002
          TR TRAN#=01101122002027  TR CD=190    REG=5649 PORT=PRIN                                **CHANGED** 02/28/11 @CR
                                                                      ------------   ------------   ------------
                                                                             -0.68           0.00         491.80

          GOV'T NATL MTG ASSN 6.500% DUE 03/15/2031 - 36213BXK3 - MINOR = 061
          -------------------------------------------------------------------
01/15/10  PRIN PMT FOR DECEMBER 2009                                         -0.02                          1.30  1001000003
          TR TRAN#=01001132002020  TR CD=190    REG=5649 PORT=PRIN

02/16/10  PRIN PMT FOR JANUARY 2010                                          -0.02                          1.31  1002000003
          TR TRAN#=01002102002202  TR CD=190    REG=5649 PORT=PRIN

03/15/10  PRIN PMT FOR FEBRUARY 2010                                         -0.02                          1.32  1003000003
          TR TRAN#=01003102002140  TR CD=190    REG=5649 PORT=PRIN

04/15/10  PRIN PMT FOR MARCH 2010                                            -0.02                          1.33  1004000003
          TR TRAN#=01004142002030  TR CD=190    REG=5649 PORT=PRIN

05/17/10  PRIN PMT FOR APRIL 2010                                            -0.07                          4.97  1005000004
          TR TRAN#=01005122002033  TR CD=190    REG=5649 PORT=PRIN

06/15/10  PRIN PMT FOR MAY 2010                                              -0.02                          1.36  1006000003
          TR TRAN#=01006102002123  TR CD=190    REG=5649 PORT=PRIN

07/15/10  PRIN PMT FOR JUNE 2010                                             -0.02                          1.37  1007000003
          TR TRAN#=01007132002051  TR CD=190    REG=5649 PORT=PRIN

08/16/10  PRIN PMT FOR JULY 2010                                             -0.02                          1.38  1008000003
          TR TRAN#=01008112002068  TR CD=190    REG=5649 PORT=PRIN

09/15/10  PRIN PMT FOR AUGUST 2010                                           -0.02                          1.39  1009000003
          TR TRAN#=01009132002073  TR CD=190    REG=5649 PORT=PRIN

10/15/10  PRIN PMT FOR SEPTEMBER 2010                                        -0.02                          1.40  1010000003
          TR TRAN#=01010122002081  TR CD=190    REG=5649 PORT=PRIN

11/15/10  PRIN PMT FOR OCTOBER 2010                                          -0.07                          5.04  1011000003
          TR TRAN#=01011102002164  TR CD=190    REG=5649 PORT=PRIN

12/15/10  PRIN PMT FOR NOVEMBER 2010                                         -0.02                          1.44  1012000003
          TR TRAN#=01012102002244  TR CD=190    REG=5649 PORT=PRIN

01/18/11  PRIN PMT FOR DECEMBER 2010                                         -0.02                                1101000003
          TR TRAN#=01101122002047  TR CD=190    REG=5649 PORT=PRIN                                **CHANGED** 02/28/11 @CR
                                                                      ------------   ------------   ------------
                                                                             -0.36           0.00          23.61

          JP MORGAN CHASE & CO 5.250% DUE 05/01/2015 - 46625HAX8 - MINOR = 200
          -------------------------------------------------------------------
10/28/10  TENDERED 50000 PAR 10/27/2010                                    3727.19                      54875.00  1010000011
          @1097.50 PER 1000 PRINC AMOUNT
          TR TRAN#=01010280000106  TR CD=151    REG=5053 PORT=PRIN
                                                                      ------------   ------------   ------------
                                                                           3727.19           0.00       54875.00
                                                                      ------------   ------------   ------------
          TOTAL CODE 509 - LONG-TERM 15% GAIN/LOSS - CURRENT SALES         4616.37           0.00       97441.61
                                                                      ============   ============   ============

68   INTEREST INVESTMENT EXPENSE - NON-ALLOCABLE
          FEDERAL NATIONAL MTG ASSN 5.500% DUE 02/01/2033 - 31400CEY6 - MINOR = 060
          ------------------------------------------------------------------------
12/31/10  MBS EXPENSE ACCRUED FOR PERIOD                                    -19.53         -19.53                 1012000021
          TR TRAN#=               TR CD=       REG=0    PORT=TAXINC                               ***ADDED*** 03/01/11 SML
                                                                      ------------   ------------   ------------
                                                                            -19.53         -19.53           0.00

          GOV'T NATL MTG ASSN 6.000% DUE 10/15/2032 - 36201AZ68 - MINOR = 061
          -----------------------------------------------------------------
12/31/10  MBS EXPENSE ACCRUED FOR PERIOD                                    -32.17         -32.17                 1012000023
          TR TRAN#=               TR CD=       REG=0    PORT=TAXINC                               ***ADDED*** 03/01/11 SML
```

Form **8868**
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

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

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

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

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

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

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

Type or print

File by the due date for filing your return See instructions

Name of exempt organization
THOMAS BENTON BARNETT CHARITABLE FDN.
(48-0001-01-5)

Employer identification number
63-6159417

Number, street, and room or suite no. If a P O. box, see instructions.
C/O WILKINS MILLER HIERONYMUS, LLC - PO BOX 70047

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
MOBILE, AL 36670-1047

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

- The books are in the care of ▶ BANCTRUST COMPANY, INC TRUST DEPARTMENT, P.O. BOX 3067, MOBILE, AL - 36652
  Telephone No ▶ (251)431-7822 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2011 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☒ calendar year 2010 or
▶ ☐ tax year beginning ______ , and ending ______

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

3a	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.	3a	$ 421.
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	3b	$ 200.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 221.

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

LHA **For Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev 1-2011)

023841
01-03-11

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

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

Type or print

File by the extended due date for filing your return See instructions

Name of exempt organization
THOMAS BENTON BARNETT CHARITABLE FDN.
(48-0001-01-5)

Employer identification number
63-6159417

Number, street, and room or suite no If a P O box, see instructions
C/O WILKINS MILLER HIERONYMUS, LLC - PO BOX 70047

City, town or post office, state, and ZIP code. For a foreign address, see instructions
MOBILE, AL 36670-1047

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.

- The books are in the care of ▶ BANCTRUST COMPANY, INC TRUST DEPARTMENT, P.O. BOX 3067, MOBILE, AL - 36652

Telephone No ▶ (251)431-7822 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 GATHER INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN

8a	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	8a	$ 421.
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	8b	$ 421.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification

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

Signature ▶ Title ▶ CPA Date ▶

Form **8868** (Rev 1-2011)

023842
01-24-11