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

**2010**

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

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

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

Name of foundation: **CHAPMAN TRUST FUND 4012000127** A Employer identification number: **64-6023166**

Number and street (or P O box number if mail is not delivered to street address): **REGIONS BANK TRUST DEPT P O BOX 2886** Room/suite: Room/suite B Telephone number (see page 10 of the instructions): **(251) 690-1024**

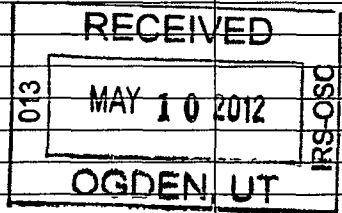
City or town, state, and ZIP code: **MOBILE, AL 36652-2886**

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ **259,907.** J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_ (Part I, column (d) must be on cash basis.)

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	1,129.	1,129.		STMT 1
4 Dividends and interest from securities	4,109.	4,109.		STMT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	230.			
b Gross sales price for all assets on line 6a	9,400.			
7 Capital gain net income (from Part IV, line 2)		230.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	5,468.	5,468.		
13 Compensation of officers, directors, trustees, etc.	5,000.	2,500.		2,500.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 3	800.	NONE	NONE	800.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 4	92.	21.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses Add lines 13 through 23	5,892.	2,521.	NONE	3,300.
25 Contributions, gifts, grants paid				
26 Total expenses and disbursements Add lines 24 and 25	5,892.	2,521.	NONE	3,300.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-424.			
b Net investment income (if negative, enter -0-)		2,947.		
c Adjusted net income (if negative, enter -0-)				



POSTMARKED MAY 14 2012

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		2,524.	7,190.	7,190.
	3	Accounts receivable	223.			
		Less: allowance for doubtful accounts		200.	223.	223.
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule)	*		* 99,517.	STMT 5
		Less: allowance for doubtful accounts	NONE	98,944.	99,517.	99,517.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule).				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	STMT 9	155,855.	150,168.	152,977.	
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe )					
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I)		257,523.	257,098.	259,907.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe )				
23	<b>Total liabilities</b> (add lines 17 through 22)					
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b>					
	27	Capital stock, trust principal, or current funds		22,346.	22,346.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds		235,177.	234,752.		
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions)		257,523.	257,098.		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)		257,523.	257,098.		

**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	257,523.
2	Enter amount from Part I, line 27a	2	-424.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	257,099.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 10	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	257,098.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)				(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a SEE PART IV DETAIL						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a						
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))			
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any				
a						
b						
c						
d						
e						
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }				2	230.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8. . . . .				3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	15,053.	231,330.	0.06507154282
2008	15,452.	244,167.	0.06328455524
2007	17,961.	264,116.	0.06800421027
2006	11,875.	253,477.	0.04684843201
2005	17,710.	249,273.	0.07104660352

2 Total of line 1, column (d) . . . . . 2 0.31425534386

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . . 3 0.06285106877

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 . . . . . 4 246,296.

5 Multiply line 4 by line 3 . . . . . 5 15,480.

6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . . 6 29.

7 Add lines 5 and 6 . . . . . 7 15,509.

8 Enter qualifying distributions from Part XII, line 4 . . . . . 8 8,300.  
 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

Table with 11 rows for excise tax calculations. Includes items like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', and 'Credits/Payments'. Total tax due is 59.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, tax on political expenditures, and reporting requirements. Includes 'Yes' and 'No' columns with 'X' marks.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) . . . . . 11 X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13 X
Website address N/A
14 The books are in care of REGIONS BANK TRUST DEPT Telephone no (251) 690-1024
Located at 11 N WATER STREET 25TH FLOOR, MOBILE, AL ZIP + 4 36602
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15
16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . 16 Yes No X
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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

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

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

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

5a During the year did the foundation pay or incur any amount to:
(1) Carry on propoganda, or otherwise attempt to influence legislation (section 4945(e))?
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
(3) Provide a grant to an individual for travel, study, or other similar purposes?
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?
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?
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?
6b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?
7b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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

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

Table with 5 columns: (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. Row 1: SEE STATEMENT 12, 5,000, -0-, -0-.

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

Table with 5 columns: (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. Row 1: NONE, NONE, NONE, NONE.

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

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

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

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

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

**Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 EDUCATIONAL LOAN TO JUSTIN HEWITT TO ENABLE HIM TO ATTEND THE UNIVERSITY OF SOUTHERN MISSISSIPPI	5,000.
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
<b>Total. Add lines 1 through 3</b>	5,000.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	249,845.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	NONE
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions)	<b>1c</b>	202.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	250,047.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	250,047.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	3,751.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	246,296.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	12,315.

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	12,315.
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	59.
<b>b</b>	Income tax for 2010. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	59.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	12,256.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	4,427.
<b>5</b>	Add lines 3 and 4	<b>5</b>	16,683.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	16,683.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	3,300.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	5,000.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	8,300.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	8,300.

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7 . . . . .				16,683.
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only . . . . .			1,895.	
b	Total for prior years 20 <u>08</u> , 20 <u>    </u> , 20 <u>    </u>		NONE		
3	Excess distributions carryover, if any, to 2010				
a	From 2005 . . . . .	NONE			
b	From 2006 . . . . .	NONE			
c	From 2007 . . . . .	NONE			
d	From 2008 . . . . .	NONE			
e	From 2009 . . . . .	NONE			
f	Total of lines 3a through e . . . . .	NONE			
4	Qualifying distributions for 2010 from Part XII, line 4: ► \$ <u>8,300.</u>				
a	Applied to 2009, but not more than line 2a . . . . .			1,895.	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .		NONE		
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .	NONE			
d	Applied to 2010 distributable amount . . . . .				6,405.
e	Remaining amount distributed out of corpus . . . . .	NONE			
5	Excess distributions carryover applied to 2010 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b	Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions . . . . .		NONE		
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .				
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 . . . . .				10,278.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .	NONE			
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	NONE			
9	Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10	Analysis of line 9				
a	Excess from 2006 . . . . .	NONE			
b	Excess from 2007 . . . . .	NONE			
c	Excess from 2008 . . . . .	NONE			
d	Excess from 2009 . . . . .	NONE			
e	Excess from 2010 . . . . .	NONE			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed
b 85% of line 2a
c Qualifying distributions from Part XII, line 4 for each year listed
d Amounts included in line 2c not used directly for active conduct of exempt activities
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c
3 Complete 3a, b, or c for the alternative test relied upon
a "Assets" alternative test - enter
(1) Value of all assets
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed
c "Support" alternative test - enter
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)
(3) Largest amount of support from an exempt organization
(4) Gross investment income

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

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
NONE
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
NONE
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here [ ] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.
a The name, address, and telephone number of the person to whom applications should be addressed:
SEE STATEMENT 14
b The form in which applications should be submitted and information and materials they should include:
SEE ATTACHED STATEMENT FOR LINE 2
c Any submission deadlines.
SEE ATTACHED STATEMENT FOR LINE 2
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
SEE ATTACHED STATEMENT FOR LINE 2

**Part XV** Supplementary Information (continued)

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

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



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

Table with 4 columns: Question, Yes, No. Rows include: 1 Did the organization directly or indirectly engage in any of the following... 1a(1) Cash, 1a(2) Other assets, 1b(1) Sales of assets to a noncharitable exempt organization, etc.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

b If "Yes," complete the following schedule

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge. Signature: Julie S. Ehmkka, Date: 05/02/2012, Title: TRUST OFFICER

Paid Preparer Use Only Print Type preparer's name, Preparer's signature, Date, Check if self-employed, PTIN, Firm's name, Firm's address, Firm's EIN, Phone no.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					426.	
3,633.00		150.602 MUNDER M/C CORE GROWTH FUND CL Y PROPERTY TYPE: SECURITIES 4,000.00				P	01/22/2008	06/16/2010
							-367.00	
5,340.00		500. VANGUARD SHORT TERM PORTFOLIO FUND PROPERTY TYPE: SECURITIES 5,170.00				P	01/22/2008	08/18/2010
							170.00	
TOTAL GAIN(LOSS) .....		.....					----- 230. =====	

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INTEREST	1,129.	1,129.
TOTAL	1,129.	1,129.

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
US GOVERNMENT INT REPORTED AS NONQUALIFI	315.	315.
FOREIGN DIVIDENDS	169.	169.
DOMESTIC DIVIDENDS	606.	606.
NONQUALIFIED DOMESTIC DIVIDENDS	3,019.	3,019.
	-----	-----
TOTAL	4,109.	4,109.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	800.			800.
TOTALS	800.	NONE	NONE	800.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FEDERAL TAX PAYMENT - PRIOR YE	35.	
FEDERAL ESTIMATES - PRINCIPAL	36.	
FOREIGN TAXES ON QUALIFIED FOR	18.	18.
FOREIGN TAXES ON NONQUALIFIED	3.	3.
	-----	-----
TOTALS	92.	21.
	=====	=====

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER:

JASON PETERSON

RELATIONSHIP TO INSIDER:

NONE

ORIGINAL AMOUNT: 31,847.

INTEREST RATE: 5.000000

DATE OF NOTE: 08/04/2000

MATURITY DATE: 08/03/2020

SECURITY PROVIDED:

NONE

PURPOSE OF LOAN:

EDUCATIONAL EXPENSES

DESCRIPTION OF CONSIDERATION:

CASH ADVANCED FOR EDUCATIONAL EXPENSES

BEGINNING BALANCE DUE .....	13,044.
ENDING BALANCE DUE .....	10,641.
ENDING FAIR MARKET VALUE .....	10,641.

BORROWER:

JASON M HENRY

RELATIONSHIP TO INSIDER:

NONE

ORIGINAL AMOUNT: 9,500.

INTEREST RATE: 5.000000

DATE OF NOTE: 03/02/2002

MATURITY DATE: 03/01/2022

SECURITY PROVIDED:

NONE

PURPOSE OF LOAN:

EDUCATIONAL EXPENSES

DESCRIPTION OF CONSIDERATION:

CASH ADVANCED FOR EDUCATIONAL EXPENSES

BEGINNING BALANCE DUE .....	2,713.
ENDING BALANCE DUE .....	1,424.
ENDING FAIR MARKET VALUE .....	1,424.

BORROWER:

TODD FOSTER RUTHLAND  
RELATIONSHIP TO INSIDER:  
NONE

ORIGINAL AMOUNT: 8,850.

INTEREST RATE: 5.000000

DATE OF NOTE: 12/31/1999

MATURITY DATE: 12/30/2019

SECURITY PROVIDED:  
NONE

PURPOSE OF LOAN:

EDUCATIONAL EXPENSES

DESCRIPTION OF CONSIDERATION:

CASH ADVANCED FOR EDUCATIONAL EXPENSES

BEGINNING BALANCE DUE .....	5,924.
ENDING BALANCE DUE .....	5,640.
ENDING FAIR MARKET VALUE .....	5,640.

BORROWER:

JAMES HILTON WALL III  
RELATIONSHIP TO INSIDER:  
NONE

ORIGINAL AMOUNT: 35,863.

INTEREST RATE: 5.000000

DATE OF NOTE: 08/11/2006

MATURITY DATE: 08/10/2026

SECURITY PROVIDED:  
NONE

PURPOSE OF LOAN:

EDUCATIONAL EXPENSES

DESCRIPTION OF CONSIDERATION:

CASH ADVANCED FOR EDUCATIONAL EXPENSES

BEGINNING BALANCE DUE .....	35,863.
ENDING BALANCE DUE .....	35,863.
ENDING FAIR MARKET VALUE .....	35,863.

BORROWER:

CLIFTON REESE DANIELS  
RELATIONSHIP TO INSIDER:  
NONE

ORIGINAL AMOUNT: 8,500.

INTEREST RATE: 5.000000

DATE OF NOTE: 08/04/2006

MATURITY DATE: 08/03/2026

SECURITY PROVIDED:  
NONE

PURPOSE OF LOAN:

EDUCATIONAL EXPENSES

DESCRIPTION OF CONSIDERATION:

CASH ADVANCED FOR EDUCATIONAL EXPENSES

BEGINNING BALANCE DUE .....	8,500.
ENDING BALANCE DUE .....	8,500.
ENDING FAIR MARKET VALUE .....	8,500.

BORROWER:

ZACHERY DAVID SUMMERS  
RELATIONSHIP TO INSIDER:  
NONE

ORIGINAL AMOUNT: 11,000.

INTEREST RATE: 5.000000

DATE OF NOTE: 08/02/2007

MATURITY DATE: 08/01/2027

SECURITY PROVIDED:  
NONE

PURPOSE OF LOAN:

EDUCATIONAL EXPENSES

DESCRIPTION OF CONSIDERATION:

CASH ADVANCED FOR EDUCATIONAL EXPENSES

BEGINNING BALANCE DUE .....	18,000.
ENDING BALANCE DUE .....	17,549.
ENDING FAIR MARKET VALUE .....	17,549.

BORROWER:

JUSTIN HEWITT

RELATIONSHIP TO INSIDER:

NONE

ORIGINAL AMOUNT: 9,900.

INTEREST RATE: 5.000000

DATE OF NOTE: 08/02/2007

MATURITY DATE: 08/01/2027

SECURITY PROVIDED:

NONE

PURPOSE OF LOAN:

EDUCATIONAL EXPENSES

DESCRIPTION OF CONSIDERATION:

CASH ADVANCED FOR EDUCATIONAL EXPENSES

BEGINNING BALANCE DUE .....	14,900.
ENDING BALANCE DUE .....	19,900.
ENDING FAIR MARKET VALUE .....	19,900.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	98,944.
	=====

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	99,517.
	=====

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	99,517.
	=====

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PIONEER BOND FUND CLASS Y	C	25,333.	25,333.	26,185.
ALLIANZ CCM CAP APPRECIATION	C	21,506.		
FEDERATED MID-CAP FUND	C	3,000.	3,000.	3,392.
MFS RESH INTL FD CL I	C	7,000.	7,000.	6,327.
MUNDER M/C CORE GROWTH FUND CL	C	4,000.		
THORNBURG INTL VALUE FD CL I	C	8,000.	8,000.	7,822.
VICTORY DIVERSIFIED STOCK FUND	C	35,579.	35,579.	35,062.
PIMCO TOTAL RETURN INSTL FD	C	17,461.	17,462.	17,190.
VANGUARD SHORT TERM BOND FUND	C	20,976.	15,806.	16,173.
DODGE & COX INCOME FUND #147	C	9,000.	9,000.	10,186.
VANGUARD SMALL CAP INDEX INS C	C	4,000.	4,000.	6,620.
ARTISAN FDS INC MID CAP VALUE	C		3,482.	3,986.
MANAGERS CADENCE CAPITAL APPRE	C		21,506.	20,034.
TOTALS		155,855.	150,168.	152,977.

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

DESCRIPTION  
-----

AMOUNT  
-----

ROUNDING

1.

TOTAL

1.

-----  
=====

-----  
STATE(S) WHERE THE FOUNDATION IS REGISTERED  
=====

MS

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

=====

OFFICER NAME:

REGIONS BANK

ADDRESS:

202 SOUTH 40TH AVENUE  
HATTIESBURG, MS 39402

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION ..... 5,000.

TOTAL COMPENSATION: 5,000.  
=====

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

=====

MONTH -----	LINE 1a-FMV SECURITIES -----	LINE 1b-FMV CASH BALANCES -----	LINE 1c-FMV OTHER ASSETS -----
JANUARY	245,715.		200.
FEBRUARY	247,761.		200.
MARCH	251,700.		200.
APRIL	253,497.		200.
MAY	246,434.		200.
JUNE	242,610.		200.
JULY	247,740.		200.
AUGUST	240,306.		200.
SEPTEMBER	252,247.		200.
OCTOBER	255,450.		200.
NOVEMBER	254,998.		200.
DECEMBER	259,684.		223.
	-----	-----	-----
TOTAL	2,998,142.		2,423.
	=====	=====	=====
AVERAGE FMV	249,845.		202.
	=====	=====	=====

RECIPIENT NAME:

LEE GILL, ADMINISTRATOR

ADDRESS:

REGIONS BANK, 202 SOUTH 40TH AVENUE  
HATTIESBURG,, MS 39402

RECIPIENT'S PHONE NUMBER: 601-261-4328

FORM, INFORMATION AND MATERIALS:

WRITTEN REQUEST INCLUDING A SHORT RESUME,  
RESIDENCY INFORMATION, FINANCIAL REQUIREMENTS  
AND CHARACTER REFERENCES

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

PER TERMS OF 1959 WILL, LOANS TO NEEDY BOYS  
FROM LAWRENCE COUNTY, MISSISSIPPI TO ENABLE  
THEM TO ATTEND COLLEGE

FEDERAL FOOTNOTES

=====

THIS RETURN IS AMENDED TO REPORT LOANS TO NEEDY INDIVIDUALS AS PROGRAM RELATED INVESTMENTS IN PART IX-B AND TO REPORT PRINCIPAL PAYMENTS RECEIVED AS RECOVERIES IN PART XI LINE 4.



FEDERAL CAPITAL GAIN DIVIDENDS

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

-----

15% RATE CAPITAL GAIN DIVIDENDS

LONG-TERM 15% CAPITAL GAIN DIVIDENDS

426.00

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TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

426.00

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TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

426.00

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