



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



Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No. 1545-0052

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 05/01, 2010, and ending 04/30, 2011

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 D WILLIAMS CHARITABLE TRUST 3411000248**
A Employer identification number: **59-7237756**
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:
B Telephone number (see page 10 of the instructions): **(251) 690-1024**

City or town, state, and ZIP code: **MOBILE, AL 36652-2886**
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
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 884,701.**
J Accounting method: Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis.)
E If private foundation status was terminated under section 507(b)(1)(A), check here
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule) if the foundation is not required to attach Sch. B <input checked="" type="checkbox"/>					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		29	29		STMT 1
4 Dividends and interest from securities		24,918	24,729		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-9,863			
b Gross sales price for all assets on line 6a 327,236.					
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications					
10 a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)		404			STMT 2
12 Total. Add lines 1 through 11		15,488	24,758		
13 Compensation of officers, directors, trustees, etc.		8,673	6,939		1,735
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		900	NONE	NONE	900
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 4		174	143		
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) STMT 5		9			
24 Total operating and administrative expenses. Add lines 13 through 23		9,756	7,082	NONE	2,635
25 Contributions, gifts, grants paid		30,663			30,663
26 Total expenses and disbursements. Add lines 24 and 25		40,419	7,082	NONE	33,298
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-24,931			
b Net investment income (if negative, enter -0-)			17,676		
c Adjusted net income (if negative, enter -0-)					

SEP 13 2011

SCANNED SEP 22 2011

G14

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		29,449.	19,343.	19,343.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶				NONE
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)		454,477.	453,272.	472,613.
	b	Investments - corporate stock (attach schedule)		344,480.	330,860.	392,745.
	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)				
	14	Land, buildings, and equipment, basis Less: accumulated depreciation (attach schedule)				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		828,406.	803,475.	884,701.	
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	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		828,406.	803,475.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see page 17 of the instructions)		828,406.	803,475.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		828,406.	803,475.		

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	828,406.
2	Enter amount from Part I, line 27a	2	-24,931.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	803,475.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	803,475.

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

(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			
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	-9,863.
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	23,201.	764,949.	0.03033012658
2008	21,014.	748,834.	0.02806229418
2007			
2006			
2005			

2 Total of line 1, column (d)	2	0.05839242076
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	0.02919621038
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	831,135.
5 Multiply line 4 by line 3	5	24,266.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	177.
7 Add lines 5 and 6	7	24,443.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	8	33,298.

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

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

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?
c Did the foundation file Form 1120-POL for this year?
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers.
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
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?
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
b If "Yes," has it filed a tax return on Form 990-T for this year?
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
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?
7 Did the foundation have at least \$5,000 in assets at any time during the year?
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions)
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?
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)?
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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 Yes No

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12 Yes No

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 Yes No

Website address N/A

14 The books are in care of REGIONS BANK Telephone no. (251) 690-1024
 Located at P.O. BOX 2668, MOBILE, AL ZIP + 4 36652-2886

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
 and enter the amount of tax exempt interest received or accrued during the year

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
 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

(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)? 1b Yes No
 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 Yes No

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):

a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? 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 page 22 of the instructions.) 2b Yes No

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.

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.) 3b Yes No

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a Yes No

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? 4b Yes No

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

- 5a During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
 - (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
 - (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
 - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) Yes No
 - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

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

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b		
6b		X
7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		8,673	-0-	-0-

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

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

Total number of other employees paid over \$50,000 Yes No **NONE**

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over \$50,000 for professional services		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 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	843,793.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	843,793.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	843,793.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	12,657.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	831,136.
6	Minimum investment return. Enter 5% of line 5	6	41,557.

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

1	Minimum investment return from Part X, line 6	1	41,557.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	177.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	177.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	41,380.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	41,380.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	41,380.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	33,298.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	33,298.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	177.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	33,121.

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				41,380.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			30,663.	
b Total for prior years 20 08, 20 , 20		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: ▶ \$ 33,298. ✓				
a Applied to 2009, but not more than line 2a			30,663.	
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				2,635.
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				38,745.
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**

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			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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 page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a <i>Paid during the year</i></p> <p>SEE STATEMENT 11</p>				
Total				3a 30,663.
<p>b <i>Approved for future payment</i></p>				
Total				3b

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
-----	-----
TOTALS	9.
	9.
	=====

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS				1,345.	
		8362.468 AMERICAN CENTURY LARGE CO VALUE				P 09/26/2008	11/15/2010
44,070.00		PROPERTY TYPE: SECURITIES 60,126.00				-16,056.00	
2,027.00		384.598 AMERICAN CENTURY LARGE CO VALUE- PROPERTY TYPE: SECURITIES 1,846.00				P 08/20/2010	11/15/2010
1,225.00		159.69 AMERICAN CENTURY SMALL CAP VALUE PROPERTY TYPE: SECURITIES 1,210.00				P 01/20/2010	05/20/2010
1,539.00		184.478 AMERICAN CENTURY SMALL CAP VALUE PROPERTY TYPE: SECURITIES 1,398.00				P 01/20/2010	11/15/2010
2,064.00		222.202 AMERICAN CENTURY SMALL CAP VALUE PROPERTY TYPE: SECURITIES 1,684.00				P 01/20/2010	02/22/2011
2,433.00		59.105 AMERICAN EUROPACIFIC GRTH-F2 PROPERTY TYPE: SECURITIES 1,620.00				P 12/29/2008	11/15/2010
392.00		9.355 AMERICAN EUROPACIFIC GRTH-F2 PROPERTY TYPE: SECURITIES 256.00				P 12/29/2008	02/22/2011
3,207.00		205.72 MFS RESH INTL FD CL I PROPERTY TYPE: SECURITIES 3,705.00				P 06/26/2008	11/15/2010
1,047.00		64.844 MFS RESH INTL FD CL I PROPERTY TYPE: SECURITIES 1,168.00				P 06/26/2008	02/22/2011
3,415.00		142.606 MFS VALUE FUND CL I PROPERTY TYPE: SECURITIES 3,139.00				P 11/15/2010	02/22/2011

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,346.00		120.787	PIMCO FDS TOTAL RET FD INST CL C	P	07/20/2009	05/20/2010		
		1,272.00	PROPERTY TYPE: SECURITIES			74.00		
4,557.00		396.218	PIMCO FDS TOTAL RET FD INST CL C	P	07/20/2009	08/20/2010		
		4,172.00	PROPERTY TYPE: SECURITIES			385.00		
4,420.00		384.03	PIMCO FDS TOTAL RET FD INST CL CO	P	01/20/2010	11/15/2010		
		4,205.00	PROPERTY TYPE: SECURITIES			215.00		
34,076.00		2960.533	PIMCO FDS TOTAL RET FD INST CL	P	10/20/2009	11/15/2010		
		31,260.00	PROPERTY TYPE: SECURITIES			2,816.00		
7,332.00		685.894	PIMCO FOREIGN BOND FUND-IN	P	07/20/2009	08/20/2010		
		6,345.00	PROPERTY TYPE: SECURITIES			987.00		
1,126.00		106.878	PIMCO FOREIGN BOND FUND-IN	P	05/20/2010	02/22/2011		
		1,070.00	PROPERTY TYPE: SECURITIES			56.00		
41,006.00		3890.526	PIMCO FOREIGN BOND FUND-IN	P	01/20/2010	02/22/2011		
		36,434.00	PROPERTY TYPE: SECURITIES			4,572.00		
403.00		38.278	PIMCO FOREIGN BOND FUND-IN	P	11/15/2010	02/22/2011		
		423.00	PROPERTY TYPE: SECURITIES			-20.00		
72,430.00		7763.084	PIONEER BOND FUND CLASS Y FD #0	P	06/20/2007	05/20/2010		
		69,786.00	PROPERTY TYPE: SECURITIES			2,644.00		
43,545.00		4574.037	PIONEER BOND FUND CLASS Y FD #0	P	03/25/2008	08/20/2010		
		41,047.00	PROPERTY TYPE: SECURITIES			2,498.00		
3,813.00		338.375	PIONEER FUNDAMENTAL GROWTH CL Y	P	08/14/2007	11/15/2010		
		3,851.00	PROPERTY TYPE: SECURITIES			-38.00		

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
1,647.00		139.682				08/14/2007	02/22/2011
		PIONEER FUNDAMENTAL GROWTH CL Y PROPERTY TYPE: SECURITIES				57.00	
		1,590.00					
86.00		4.637				08/14/2007	05/20/2010
		PIONEER MID CAP VALUE FUND CLASS Y PROPERTY TYPE: SECURITIES				-27.00	
		113.00					
1,239.00		59.242				11/14/2007	11/15/2010
		PIONEER MID CAP VALUE FUND CLASS PROPERTY TYPE: SECURITIES				-217.00	
		1,456.00					
1,786.00		77.53				11/14/2007	02/22/2011
		PIONEER MID CAP VALUE FUND CLASS Y PROPERTY TYPE: SECURITIES				-148.00	
		1,934.00					
787.00		34.231				09/26/2008	05/20/2010
		PIONEER SMALL CAP GROWTH FUND CLA PROPERTY TYPE: SECURITIES				-40.00	
		827.00					
1,832.00		69.729				09/26/2008	11/15/2010
		PIONEER SMALL CAP GROWTH FUND CLA PROPERTY TYPE: SECURITIES				148.00	
		1,684.00					
3,157.00		101.813				09/26/2008	02/22/2011
		PIONEER SMALL CAP GROWTH FUND CL PROPERTY TYPE: SECURITIES				698.00	
		2,459.00					
1,567.00		93.302				11/14/2007	11/15/2010
		PIONEER SELECT MID CAP GROWTH Y PROPERTY TYPE: SECURITIES				-185.00	
		1,752.00					
2,576.00		135.142				11/14/2007	02/22/2011
		PIONEER SELECT MID CAP GROWTH Y PROPERTY TYPE: SECURITIES				38.00	
		2,538.00					
3,718.00		313.979				08/03/2006	11/15/2010
		PIONEER LARGE CAP GROWTH FUND CL PROPERTY TYPE: SECURITIES				-251.00	
		3,969.00					
2,988.00		237.133				08/03/2006	02/22/2011
		PIONEER LARGE CAP GROWTH FUND CL PROPERTY TYPE: SECURITIES				-9.00	
		2,997.00					

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,646.00		165.551 PIONEER CULLEN VALUE FUND CLASS PROPERTY TYPE: SECURITIES 3,572.00				P	08/14/2007	08/20/2010 -926.00
2,667.00		150.863 PIONEER CULLEN VALUE FUND CLASS PROPERTY TYPE: SECURITIES 3,255.00				P	08/14/2007	11/15/2010 -588.00
3,549.00		188.386 PIONEER CULLEN VALUE FUND CLASS PROPERTY TYPE: SECURITIES 4,064.00				P	08/14/2007	02/22/2011 -515.00
20,173.00		1985.485 PIONEER VALUE FUND CLASS Y FD # PROPERTY TYPE: SECURITIES 28,872.00				P	09/26/2008	05/20/2010 -8,699.00
TOTAL GAIN (LOSS)							----- -9,863. =====	

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER INTEREST	29.	29.
TOTAL	29.	29.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL TAX REFUND	404.
TOTALS	----- 404. =====

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	900.			900.
TOTALS	900.	NONE	NONE	900.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PRIOR YEAR TAX LIABILITY	174.	
FOREIGN TAX - QUAL DIV		126.
FOREIGN TAX - NON-QUAL DIV		17.
TOTALS	174.	143.

THOMAS D WILLIAMS CHARITABLE TRUST 3411000248

59-7237756

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

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PIMCO FOREIGN BOND	42,778.		
PIONEER BOND FD CL Y #0703	307,416.	209,277.	227,871.
AMERICAN CENTURY DIVERSIFIED	63,374.	150,220.	151,020.
PIMCO TOTAL RETURN	40,909.		
VANGUARD S/T BOND INDEX		93,775.	93,722.
TOTALS	454,477.	453,272.	472,613.

THOMAS D WILLIAMS CHARITABLE TRUST 3411000248

59-7237756

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
AMERICAN CENTURY LG CO VL-IS	60,126.		
PIONEER SMALL CAP GRTH FD CL A	16,337.		
PIONEER LARGE CAP GRTH FD#0748		57,274.	58,305.
PIONEER VALUE FD CL Y	28,872.		
PIONEER RESEARCH FD CL Y FD	314.	314.	331.
PIONEER LG CAP GRTH FD CL Y	53,954.		
AMERICAN EUROPACIFIC GRTH-F2	16,238.	27,340.	40,058.
MFS RESH INTL FS CL I	23,184.	31,423.	39,784.
AMERICAN CENTURY SMALL CAP	15,642.	14,972.	19,231.
PIONEER FUNDAMENTAL GROWTH	49,030.	52,822.	58,808.
PIONEER MID CAP #0710	18,509.	17,712.	19,383.
PIONEER SELECT MID CAP GROWTH	17,630.	15,899.	19,392.
PIONEER CULLEN VALUE #0765	44,644.	57,559.	71,000.
MFS VALUE FUND CL I		41,248.	46,627.
PIONEER OAK RIDGE SMALL CAP		14,297.	19,826.
TOTALS	344,480.	330,860.	392,745.

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

FL

0

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

OFFICER NAME:

REGIONS BANK

ADDRESS:

P.O. BOX 2918

CLEARWATER, FL 33757-2918

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 8,673.

TOTAL COMPENSATION: 8,673.
=====

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	865,200.		
FEBRUARY	878,619.		
MARCH	865,541.		
APRIL	884,701.		
MAY	798,041.		
JUNE	790,667.		
JULY	816,695.		
AUGUST	808,915.		
SEPTEMBER	844,958.		
OCTOBER	861,838.		
NOVEMBER	854,420.		
DECEMBER	855,831.		
TOTAL	10,125,514.		
AVERAGE FMV	843,793.		

THOMAS D WILLIAMS CHARITABLE TRUST 3411000248 59-7237756
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
MUHLENBERG COLLEGE
ATTN: KENT DYER
ADDRESS:
2400 CHEW STREET
ALLENTOWN, PA 18104-5586
RELATIONSHIP:

NONE
PURPOSE OF GRANT:
SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 30,663.

TOTAL GRANTS PAID: 30,663.
=====