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

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning **OCT 1, 2010**, and ending **SEP 30, 2011**

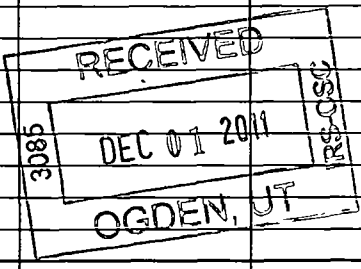
G Check all that apply: Initial return, Initial return of a former public charity, Final return, Amended return, Address change, Name change

Name of foundation JOHN D BUCKMAN CHARITABLE TRUST		A Employer identification number 62-6155483
Number and street (or P O box number if mail is not delivered to street address) PO BOX 84	Room/suite	B Telephone number 901-681-2349
City or town, state, and ZIP code MEMPHIS, TN 38101-0084		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 23,314,184.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	700,741.	700,741.		STATEMENT 1
4 Dividends and interest from securities	325,278.	325,278.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	94,005.			
b Gross sales price for all assets on line 6a	13,830,244.			
7 Capital gain net income (from Part IV, line 2)		94,005.		
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	3,390.	3,390.		STATEMENT 3
12 Total. Add lines 1 through 11	1,123,414.	1,123,414.		
13 Compensation of officers, directors, trustees, etc	135,430.	67,715.		67,715.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees				
c Other professional fees				
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	135,430.	67,715.		67,715.
25 Contributions, gifts, grants paid	960,089.			960,089.
26 Total expenses and disbursements. Add lines 24 and 25	1,095,519.	67,715.		1,027,804.
27 Subtract line 26 from line 12	27,895.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		1,055,699.		
c Adjusted net income (if negative, enter -0-)			N/A	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,326.	740.	740.
	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 4	10,177,546.	7,871,083.	8,066,852.
	b Investments - corporate stock STMT 5	827,082.	860,158.	783,286.
	c Investments - corporate bonds STMT 6	11,628,051.	13,930,919.	14,463,306.
11 Investments - land, buildings, and equipment basis				
Less accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis				
Less accumulated depreciation				
15 Other assets (describe)				
16 Total assets (to be completed by all filers)	22,635,005.	22,662,900.	23,314,184.	
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 <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	5,558,665.	5,558,665.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	17,076,340.	17,104,235.		
30 Total net assets or fund balances	22,635,005.	22,662,900.		
31 Total liabilities and net assets/fund balances	22,635,005.	22,662,900.		

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	22,635,005.
2 Enter amount from Part I, line 27a	2	27,895.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	22,662,900.
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	22,662,900.

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 ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
b CAPITAL GAINS DIVIDENDS			
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 13,794,554.		13,736,239.	58,315.
b 35,690.			35,690.
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			58,315.
b			35,690.
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	94,005.
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	1,010,159.	22,777,611.	.044349
2008	967,238.	21,546,148.	.044891
2007	1,158,030.	22,692,340.	.051032
2006	1,078,418.	23,812,505.	.045288
2005	1,080,160.	23,102,484.	.046755

2 Total of line 1, column (d)	2	.232315
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	.046463
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	23,237,167.
5 Multiply line 4 by line 3	5	1,079,668.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,557.
7 Add lines 5 and 6	7	1,090,225.
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	8	1,027,804.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter. _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	21,114.
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	21,114.
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	21,114.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	0.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	549.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	21,663.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address NONE
14 The books are in care of FIRST TENNESSEE BANK NATIONAL ASSOC Telephone no (901) 681-2349 Located at P.O. BOX 84, MEMPHIS, TN ZIP+4 38101-0084
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
16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? 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?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years
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)
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?
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.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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) N/A

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
 N/A

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.

(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
FIRST TENNESSEE BANK NATIONAL ASSOC. P.O. BOX 84 MEMPHIS, TN 3810100848	TRUSTEE 2.00	135,430.	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

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	
3 All other program-related investments. See instructions	
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	23,591,032.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	23,591,032.
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	23,591,032.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	353,865.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	23,237,167.
6	Minimum investment return. Enter 5% of line 5	6	1,161,858.

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	1,161,858.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	21,114.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	21,114.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,140,744.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,140,744.
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	1,140,744.

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	1,027,804.
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	1,027,804.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,027,804.

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				1,140,744.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			573,342.	
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 ▶ \$ 1,027,804.				
a Applied to 2009, but not more than line 2a			573,342.	
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				454,462.
e Remaining amount distributed out of corpus	0.			
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	0.			
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				686,282.
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	0.			
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				

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		(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 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

SEE STATEMENT 7

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 XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Other investment income, etc.

(See worksheet in line 13 instructions to verify calculations)

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

Table with 2 columns: 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)

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code...
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash
(2) Other assets
b Other transactions
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content includes '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.
BY [Signature] 11/23/11 Vice President - Trust Office

Paid Preparer Use Only Print/Type preparer's name DAVID B. JONES Preparer's signature [Signature] Date 11/23/11 Check [] if self-employed PTIN Firm's name WATKINS UIBERALL, PLLC Firm's EIN Firm's address 1661 AARON BRENNER DR., STE 300 MEMPHIS, TN 38120 Phone no (901) 761-2720

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

SOURCE	AMOUNT
INTEREST	700,741.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	700,741.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	360,949.	35,690.	325,259.
DIVIDENDS	19.	0.	19.
TOTAL TO FM 990-PF, PART I, LN 4	360,968.	35,690.	325,278.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CLASS ACTION SETTLEMENTS	1,854.	1,854.	
MARKET DISCOUNT INCOME	1,536.	1,536.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,390.	3,390.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	4
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVT MUTUAL FUND	X		7,871,083.	8,066,852.
TOTAL U.S. GOVERNMENT OBLIGATIONS			7,871,083.	8,066,852.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			7,871,083.	8,066,852.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	860,158.	783,286.
TOTAL TO FORM 990-PF, PART II, LINE 10B	860,158.	783,286.

FORM 990-PF	CORPORATE BONDS	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COPORATE & FOREIGN BONDS	13,930,919.	14,463,306.
TOTAL TO FORM 990-PF, PART II, LINE 10C	13,930,919.	14,463,306.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 7
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MRS. LEIGH LAWYER, TRUST OFFICER, P.O. BOX 84, MEMPHIS, TN 38101-0084843

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

BRIEF STATEMENT OF THE PURPOSE OF THE ORGANIZATION AND INTENDED USE OF FUNDS

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

ONE-HALF OF THE INCOME FROM THIS TRUST IS INTENDED FOR NEEDY CAUSES WHICH DO NOT RECEIVE EXTENSIVE NATIONAL PUBLICITY AND WHICH ARE OF BENEFIT TO CHILDREN.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 8

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BOY SCOUTS- CHICKASAW COUNCIL 171 S HOLLYWOOD ST MEMPHIS TN 38112	NONE BENEFIT CHILDREN	PUBLIC CHARITY	25,000.
CATHOLIC CHARITIES OF WEST TN, 1325 JEFFERSON AVENUE. MEMPHIS, TN 38104	NONE BENEFIT CHILDREN	PUBLIC CHARITY	24,150.
DIXON GALLERY & GARDENS, 4339 PARK AVENUE MEMPHIS, TN 38117	NONE BENEFIT CHILDREN	PUBLIC CHARITY	52,000.
LEBONHEUR CHILDREN'S HOSPITAL, 50 N. DUNLAP STREET, MEMPHIS, TN 38103	NONE BENEFIT CHILDREN	PUBLIC CHARITY	239,621.
EMMANUEL EPISCOPAL CENTER, 604 ST. PAUL AVENUE, MEMPHIS, TENNESSEE 38126	NONE BENEFIT CHILDREN	PUBLIC CHARITY	80,000.
EXCEPTIONAL FOUNDATION, 1780 MORIAH WOODS BLVD SUITE 4. MEMPHIS, TN 38117	NONE BENEFIT CHILDREN	PUBLIC CHARITY	24,697.
MEMPHIS CHILD ADVOCACY CENTER, 1085 POPLAR AVENUE MEMPHIS, TN 38105-4724	NONE BENEFIT CHILDREN	PUBLIC CHARITY	30,000.
MEMPHIS AREA LEGAL SERVICES, 109 N MAIN ST. STE 200. MEMPHIS, TN 38103	NONE BENEFIT CHILDREN	PUBLIC CHARITY	30,000.

JOHN D BUCKMAN CHARITABLE TRUST

62-6155483

MIFA, 715 SAINT PAUL AVE MEMPHIS TN 38126-3503	NONE BENEFIT CHILDREN	PUBLIC CHARITY	20,000.
NEIGHBORHOOD SCHOOL, 175 TILLMAN ST, MEMPHIS, TN 38111-2721	NONE BENEFIT CHILDREN	PUBLIC CHARITY	15,000.
CHURCH HEALTH CENTER, 1196 PEABODY AVENUE MEMPHIS, TN 38104-4506	NONE BENEFIT CHILDREN	PUBLIC CHARITY	30,000.
SERVICE OVER SELF 2505 POPLAR AVE MEMPHIS TN 38112-3715	NONE BENEFIT CHILDREN	PUBLIC CHARITY	20,000.
MAN RISE FOUNDATION 1245 NORTH 7TH ST, MEMPHIS, TN 38107	NONE BENEFIT CHILDREN	PUBLIC CHARITY	25,000.
HOLY ROSARY PARISH SCHOOL, 4851 PARK AVENUE. MEMPHIS, TENNESSEE 38117-5662	NONE BENEFIT CHILDREN	PUBLIC CHARITY	40,000.
BISHOP BYRNE MIDDLE & HIGH SCHOOLS 1475 E SHELBY DR, MEMPHIS TN 38116	NONE BENEFIT CHILDREN	PUBLIC CHARITY	30,000.
ST. JUDE CHILDREN'S RESEARCH HOSPITAL, 262 DANNY THOMAS PLACE, MEMPHIS, TN	NONE BENEFIT CHILDREN	PUBLIC CHARITY	239,621.
WOMEN'S FOUNDATION, 8 S 3RD ST # 110 MEMPHIS TN 38103-6600	NONE BENEFIT CHILDREN	PUBLIC CHARITY	15,000.
BOOKER T WASHINGTON HIGH SCHOOL, 715 S. LAUDERDALE ST. MEMPHIS, TN 38126			20,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			960,089.

Transaction Detail Section (continued)

Statement of Value and Activity

October 1, 2010 - September 30, 2011

Date	Transaction Description	Principal Cash	Income Cash	Realized G/L
9/28/11	Purchased 1,922.848 Units of Victory Established Value-I Trade Date 9/27/11 Taxable to Federal and State 1,922.848 Units At \$23.59	-\$45,360.00	\$0.00	\$0.00
Total Purchases		-\$10,938,029.75	-\$2,826,155.35	
Sales/Maturities				
	Combined Sales for the Period 10/1/10 - 9/30/11 of Goldman Sachs Fin Sq Govt-Instl	\$3,049,945.08	\$0.00	\$0.00
	Combined Sales for the Period 10/1/10 - 9/30/11 of Goldman Sachs Fin Sq Govt-Instl	\$0.00	\$2,080,140.37	\$0.00
10/1/10	Sold 219,185.46 Units of First Tennessee Bank Deposit Account Trade Date 10/1/10 Taxable to Federal and State	\$219,185.46	\$0.00	\$0.00
10/1/10	Sold 17,895.1 Units of First Tennessee Bank Deposit Account Trade Date 10/1/10 Taxable to Federal and State	\$0.00	\$17,895.10	\$0.00
10/4/10	Sold 12,684.54 Units of First Tennessee Bank Deposit Account Trade Date 10/4/10 Taxable to Federal and State	\$12,684.54	\$0.00	\$0.00
10/13/10	Sold 5,524.88 Units of First Tennessee Bank Deposit Account Trade Date 10/13/10 Taxable to Federal and State	\$0.00	\$5,524.88	\$0.00
10/13/10	Sold 5,524.88 Units of First Tennessee Bank Deposit Account Trade Date 10/13/10 Taxable to Federal and State	\$5,524.88	\$0.00	\$0.00

Transaction Detail Section (continued)

Statement of Value and Activity

October 1, 2010 - September 30, 2011

Date	Transaction Description	Principal Cash	Income Cash	Realized G/L
10/18/10	Sold 383 Shares of Hewlett Packard Co Trade Date 10/13/10 Sold through UNX Inc. Paid \$22.98 Brokerage Paid \$0.27 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 233832 383 Shares At \$42.300099	\$16,177.69	\$0.00	-\$1,163.54
10/28/10	Matured 250,000 Par Value of Bear Stearns Co Inc 4.500% 10/28/10 Trade Date 10/28/10 Taxable to Federal and State 250,000 Par Value At 100 %	\$250,000.00	\$0.00	-\$1,862.50
11/1/10	Sold 150,000 Par Value of American Gen Fin MTN 5.400% 12/01/15 Trade Date 10/27/10 Sold through Regal Securities Inc. Sold on The Otc Bulletin Board Sold Interest \$3,375.00 Taxable to Federal and State 150,000 Par Value At 80.935 %	\$121,402.50	\$0.00	-\$28,111.50
11/1/10	Sold 500,000 Par Value of Amer Genl Fin MTN 6.900% 12/15/17 Trade Date 10/27/10 Sold through Regal Securities Inc. Sold on The Otc Bulletin Board Sold Interest \$13,033.33 Taxable to Federal and State 500,000 Par Value At 83.451 %	\$417,255.00	\$0.00	-\$93,310.00
11/2/10	Sold 3,665 Units of American Beacon L/C Valu-Is Trade Date 11/1/10 Taxable to Federal and State 3,665 Units At \$18.55	\$67,985.75 <i>21990</i> <i>49975</i>	\$0.00	-\$21,990.00
11/2/10	Sold 134 Units of American Fds Europacific Growth #16 Trade Date 11/1/10 Taxable to Federal and State 134 Units At \$41.07	\$5,503.38	\$0.00	\$1,404.32

67985
21990
49975

Transaction Detail Section (continued)**Statement of Value and Activity**

October 1, 2010 - September 30, 2011

Date	Transaction Description	Principal Cash	Income Cash	Realized G/L
11/2/10	Sold 144 Units of Harbor International Fund #11 Trade Date 11/1/10 Taxable to Federal and State 144 Units At \$59.31	\$8,540.64	\$0.00	\$3,178.08
11/2/10	Sold 403 Units of Vanguard Windsor II Fund Trade Date 11/1/10 Taxable to Federal and State 403 Units At \$43.26	\$17,433.78	\$0.00	-\$7,733.57
11/3/10	Sold 607,738.65 Units of First Tennessee Bank Deposit Account Trade Date 11/3/10 Taxable to Federal and State	\$607,738.65	\$0.00	\$0.00
11/3/10	Sold 143,285.66 Units of First Tennessee Bank Deposit Account Trade Date 11/3/10 Taxable to Federal and State	\$0.00	\$143,285.66	\$0.00
11/3/10	Sold 20.15 Units of First Tennessee Bank Deposit Account Trade Date 11/3/10 Taxable to Federal and State	\$20.15	\$0.00	\$0.00
11/4/10	Sold 128,049.53 Units of First Tennessee Bank Deposit Account Trade Date 11/4/10 Taxable to Federal and State	\$0.00	\$128,049.53	\$0.00
11/4/10	Sold 7 Shares of Allstate Corp Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.42 Brokerage Paid \$0.01 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 235139 7 Shares At \$30.00	\$209.57	\$0.00	-\$164.57

Transaction Detail Section (continued)**Statement of Value and Activity**

October 1, 2010 - September 30, 2011

Date	Transaction Description	Principal Cash	Income Cash	Realized G/L
11/4/10	Sold 11 Shares of BMC Software Inc Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.66 Brokerage Paid \$0.01 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 235142 11 Shares At \$45.50	\$499.83	\$0.00	\$74.85
11/4/10	Sold 12 Shares of Bank America Corp Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.72 Brokerage Paid \$0.01 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 235141 12 Shares At \$11.53	\$137.63	\$0.00	-\$450.97
11/4/10	Sold 6 Shares of Apache Corp Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.36 Brokerage Paid \$0.02 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 235140 6 Shares At \$101.77	\$610.24	\$0.00	\$127.51
11/4/10	Sold 11 Shares of Cisco Systems Inc Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.66 Brokerage Paid \$0.01 SEC Fee Sold on The Otc Bulletin Board Taxable to Federal and State Moxy Order Number: 235143 11 Shares At \$23.10	\$253.43	\$0.00	-\$4.72

Transaction Detail Section (continued)**Statement of Value and Activity**

October 1, 2010 - September 30, 2011

Date	Transaction Description	Principal Cash	Income Cash	Realized G/L
11/4/10	Sold 3 Shares of Colgate Palmolive Co Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.18 Brokerage Paid \$0.01 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 235144 3 Shares At \$77.13	\$231.20	\$0.00	\$6.09
11/4/10	Sold 12 Shares of ConocoPhillips Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.72 Brokerage Paid \$0.02 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 235145 12 Shares At \$59.35	\$711.46	\$0.00	-\$233.88
11/4/10	Sold 3 Shares of Costco Wholesale Corp New Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.18 Brokerage Paid \$0.01 SEC Fee Sold on The Otc Bulletin Board Taxable to Federal and State Moxy Order Number: 235146 3 Shares At \$63.50	\$190.31	\$0.00	\$90.60
11/4/10	Sold 7 Shares of Darden Restaurants Inc Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.42 Brokerage Paid \$0.01 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 235149 7 Shares At \$46.09	\$322.20	\$0.00	\$130.50

Transaction Detail Section (continued)**Statement of Value and Activity**

October 1, 2010 - September 30, 2011

Date	Transaction Description	Principal Cash	Income Cash	Realized G/L
11/4/10	Sold 4 Shares of CVS Caremark Corp Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.24 Brokerage Paid \$0.01 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 235147 4 Shares At \$29.99	\$119.71	\$0.00	-\$38.92
11/4/10	Sold 3 Shares of General Dynamics Corp Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.18 Brokerage Paid \$0.01 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 235151 3 Shares At \$68.15	\$204.26	\$0.00	-\$27.00
11/4/10	Sold 7 Shares of Gilead Sciences Inc Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.42 Brokerage Paid \$0.01 SEC Fee Sold on The Otc Bulletin Board Taxable to Federal and State Moxy Order Number: 235152 7 Shares At \$40.43	\$282.58	\$0.00	-\$34.84
11/4/10	Sold 1 Share of Goldman Sachs Group Inc Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.06 Brokerage Paid \$0.01 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 235153 1 Share At \$162.25	\$162.18	\$0.00	-\$26.86

Transaction Detail Section (continued)**Statement of Value and Activity**

October 1, 2010 - September 30, 2011

Date	Transaction Description	Principal Cash	Income Cash	Realized G/L
11/4/10	Sold 3 Shares of Harris Corp DEL Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.18 Brokerage Paid \$0.01 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 235154 3 Shares At \$45.58	\$136.55	\$0.00	\$28.36
11/4/10	Sold 8 Shares of International Business Machines Corp Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.48 Brokerage Paid \$0.02 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 235155 8 Shares At \$143.28	\$1,145.74	\$0.00	\$237.40
11/4/10	Sold 3 Shares of ITT Industries Inc Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.18 Brokerage Paid \$0.01 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 235156 3 Shares At \$46.78	\$140.15	\$0.00	-\$29.83
11/4/10	Sold 3 Shares of JP Morgan Chase & Co Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.18 Brokerage Paid \$0.01 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 235157 3 Shares At \$37.85	\$113.36	\$0.00	-\$11.26

Transaction Detail Section (continued)**Statement of Value and Activity**

October 1, 2010 - September 30, 2011

Date	Transaction Description	Principal Cash	Income Cash	Realized G/L
11/4/10	Sold 1 Share of Medco Health Solutions Inc Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.06 Brokerage Paid \$0.01 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 235161 1 Share At \$52.56	\$52.49	\$0.00	\$12.59
11/4/10	Sold 1 Share of McKesson Corp Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.06 Brokerage Paid \$0.01 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 235160 1 Share At \$67.62	\$67.55	\$0.00	\$13.32
11/4/10	Sold 5 Shares of Metlife Inc Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.30 Brokerage Paid \$0.01 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 235163 5 Shares At \$40.26	\$200.99	\$0.00	\$30.69
11/4/10	Sold 6 Shares of Nucor Corp Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.36 Brokerage Paid \$0.01 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 235164 6 Shares At \$38.31	\$229.49	\$0.00	-\$125.21

Transaction Detail Section (continued)**Statement of Value and Activity**

October 1, 2010 - September 30, 2011

Date	Transaction Description	Principal Cash	Income Cash	Realized G/L
11/4/10	Sold 5 Shares of O Reilly Automotive Inc Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.30 Brokerage Paid \$0.01 SEC Fee Sold on The Otc Bulletin Board Taxable to Federal and State Moxy Order Number: 235165 5 Shares At \$57.69	\$288.14	\$0.00	\$99.56
11/4/10	Sold 1 Share of L3 Communications Hldgs Inccom Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.06 Brokerage Paid \$0.01 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 235158 1 Share At \$73.06	\$72.99	\$0.00	-\$19.79
11/4/10	Sold 7 Shares of Lowe's Cos Inc Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.42 Brokerage Paid \$0.01 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 235159 7 Shares At \$21.40	\$149.37	\$0.00	-\$18.73
11/4/10	Sold 11 Shares of Pfizer Inc Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.66 Brokerage Paid \$0.01 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 235166 11 Shares At \$17.70	\$194.03	\$0.00	-\$127.72

Transaction Detail Section (continued)**Statement of Value and Activity**

October 1, 2010 - September 30, 2011

Date	Transaction Description	Principal Cash	Income Cash	Realized G/L
11/4/10	Sold 8 Shares of PPL Corporation Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.48 Brokerage Paid \$0.01 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 235167 8 Shares At \$26.48	\$211.35	\$0.00	-\$14.45
11/4/10	Sold 4 Shares of Medtronic Inc Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.24 Brokerage Paid \$0.01 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 235162 4 Shares At \$35.44	\$141.51	\$0.00	-\$5.17
11/4/10	Sold 9 Shares of Procter & Gamble Co Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.54 Brokerage Paid \$0.01 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 235168 9 Shares At \$63.95	\$575.00	\$0.00	-\$13.19
11/4/10	Sold 5 Shares of Public Svc Enterprise Group Inc Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.30 Brokerage Paid \$0.01 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 235169 5 Shares At \$32.26	\$160.99	\$0.00	-\$55.11

Transaction Detail Section (continued)**Statement of Value and Activity**

October 1, 2010 - September 30, 2011

Date	Transaction Description	Principal Cash	Income Cash	Realized G/L
11/4/10	Sold 3 Shares of Target Corp Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.18 Brokerage Paid \$0.01 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 235171 3 Shares At \$52.66	\$157.79	\$0.00	-\$3.25
11/4/10	Sold 3 Shares of Stericycle Inc Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.18 Brokerage Paid \$0.01 SEC Fee Sold on The Otc Bulletin Board Taxable to Federal and State Moxy Order Number: 235170 3 Shares At \$71.50	\$214.31	\$0.00	\$56.58
11/4/10	Sold 2 Shares of Travelers Companies Inc Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.12 Brokerage Paid \$0.01 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 235173 2 Shares At \$55.82	\$111.51	\$0.00	\$33.55
11/4/10	Sold 4 Shares of Thermo Fisher Scientific Inc Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.24 Brokerage Paid \$0.01 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 235172 4 Shares At \$51.79	\$206.91	\$0.00	\$70.52

Transaction Detail Section (continued)**Statement of Value and Activity**

October 1, 2010 - September 30, 2011

Date	Transaction Description	Principal Cash	Income Cash	Realized G/L
11/4/10	Sold 3 Shares of Union Pac Corp Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.18 Brokerage Paid \$0.01 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 235174 3 Shares At \$88.90	\$266.51	\$0.00	\$73.30
11/4/10	Sold 3 Shares of UNUMProvident Corp Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.18 Brokerage Paid \$0.01 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 235175 3 Shares At \$22.58	\$67.55	\$0.00	\$2.34
11/4/10	Sold 7 Shares of Verizon Communications Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.42 Brokerage Paid \$0.01 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 235176 7 Shares At \$32.61	\$227.84	\$0.00	\$24.03
11/4/10	Sold 4 Shares of Wal Mart Stores Inc Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.24 Brokerage Paid \$0.01 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 235177 4 Shares At \$54.36	\$217.19	\$0.00	\$19.31

Transaction Detail Section (continued)**Statement of Value and Activity**

October 1, 2010 - September 30, 2011

Date	Transaction Description	Principal Cash	Income Cash	Realized G/L
11/4/10	Sold 7 Shares of Watson Pharmaceuticals Inc Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.42 Brokerage Paid \$0.01 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 235178 7 Shares At \$46.79	\$327.10	\$0.00	\$140.62
11/4/10	Sold 6 Shares of Danaher Corp Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.36 Brokerage Paid \$0.01 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 235148 6 Shares At \$43.37	\$259.85	\$0.00	\$38.92
11/4/10	Sold 1 Share of Federated Investors INC-CL B Trade Date 11/1/10 Sold through UNX Inc. Paid \$0.06 Brokerage Paid \$0.01 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 235150 1 Share At \$24.89	\$24.82	\$0.00	\$6.95
11/4/10	Sold 339,892.48 Units of First Tennessee Bank Deposit Account Trade Date 11/4/10 Taxable to Federal and State	\$339,892.48	\$0.00	\$0.00
11/5/10	Sold 128,049.53 Units of First Tennessee Bank Deposit Account Trade Date 11/5/10 Taxable to Federal and State	\$0.00	\$128,049.53	\$0.00

Transaction Detail Section (continued)**Statement of Value and Activity**

October 1, 2010 - September 30, 2011

Date	Transaction Description	Principal Cash	Income Cash	Realized G/L
11/8/10	Sold 34,965.035 Units of PIMCO Income Fund-Ins Trade Date 11/5/10 Taxable to Federal and State 34,965.035 Units At \$11.43	\$399,650.35	\$0.00	\$42,307.69
11/12/10	Sold 5,268.46 Units of First Tennessee Bank Deposit Account Trade Date 11/12/10 Taxable to Federal and State	\$0.00	\$5,268.46	\$0.00
11/12/10	Sold 5,593.41 Units of First Tennessee Bank Deposit Account Trade Date 11/12/10 Taxable to Federal and State	\$5,593.41	\$0.00	\$0.00
12/1/10	Matured 250,000 Par Value of GE Capital Corp 4.250% 12/01/10 Trade Date 12/1/10 Taxable to Federal and State 250,000 Par Value At 100 %	\$250,000.00	\$0.00	-\$2,987.50
12/13/10	Sold 5,557.99 Units of First Tennessee Bank Deposit Account Trade Date 12/13/10 Taxable to Federal and State	\$5,557.99	\$0.00	\$0.00
12/15/10	Sold 131,478.4 Units of First Tennessee Bank Deposit Account Trade Date 12/15/10 Taxable to Federal and State	\$0.00	\$131,478.40	\$0.00
1/3/11	Sold 302,022.73 Units of First Tennessee Bank Deposit Account Trade Date 1/3/11 Taxable to Federal and State	\$302,022.73	\$0.00	\$0.00
1/3/11	Sold 186,661.35 Units of First Tennessee Bank Deposit Account Trade Date 1/3/11 Taxable to Federal and State	\$0.00	\$186,661.35	\$0.00
1/5/11	Sold 318,252.36 Units of First Tennessee Bank Deposit Account Trade Date 1/5/11 Taxable to Federal and State	\$318,252.36	\$0.00	\$0.00

Transaction Detail Section (continued)

Statement of Value and Activity

October 1, 2010 - September 30, 2011

<i>Date</i>	<i>Transaction Description</i>	<i>Principal Cash</i>	<i>Income Cash</i>	<i>Realized G/L</i>
1/27/11	Sold 282 Shares of ITT Industries Inc Trade Date 1/24/11 Sold through Sidco / Convergex Paid \$16.92 Brokerage Paid \$0.32 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 240161 282 Shares At \$58.564	\$16,497.81	\$0.00	\$519.92
2/9/11	Sold 1,802.241 Units of American Beacon L/C Valu-Is Trade Date 2/8/11 Taxable to Federal and State 1,802.241 Units At \$20.66	\$37,234.30	\$0.00	-\$7,010.72
2/9/11	Sold 355.703 Units of American Europacific Grth-F2 Trade Date 2/8/11 Taxable to Federal and State 355.703 Units At \$42.30	\$15,046.24	\$0.00	\$4,146.88
2/9/11	Sold 482.315 Units of Harbor International Fund #11 Trade Date 2/8/11 Taxable to Federal and State 482.315 Units At \$62.47	\$30,130.22	\$0.00	\$12,168.81
2/9/11	Sold 2,159.244 Units of Munder M/C Core Growth Fd Y Trade Date 2/8/11 Taxable to Federal and State 2,159.244 Units At \$29.73	\$64,194.32	\$0.00	\$9,457.48
2/9/11	Sold 3,551.321 Units of Vanguard S/C Growth Indx Ins Trade Date 2/8/11 Taxable to Federal and State 3,551.321 Units At \$23.24	\$82,532.70	\$0.00	\$16,442.61
2/9/11	Sold 1,677.682 Units of Vanguard Select Value Fund #934 Trade Date 2/8/11 Taxable to Federal and State 1,677.682 Units At \$19.78	\$33,184.55	\$0.00	-\$2,147.43

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Transaction Detail Section (continued)**Statement of Value and Activity**

October 1, 2010 - September 30, 2011

Date	Transaction Description	Principal Cash	Income Cash	Realized G/L
2/9/11	Sold 1,866.346 Units of Vanguard Small Cap Value Stk Instl Trade Date 2/8/11 Taxable to Federal and State 1,866.346 Units At \$16.71	\$31,186.64	\$0.00	\$354.60
2/9/11	Sold 843 Units of Vanguard Windsor II Fund Trade Date 2/8/11 Taxable to Federal and State 843 Units At \$48.46	\$40,851.78	\$0.00	-\$11,793.57
2/15/11	Matured 500,000 Par Value of JP Morgan & Co Inc 6.250% 2/15/11 Trade Date 2/15/11 Taxable to Federal and State 500,000 Par Value At 100 %	\$500,000.00	\$0.00	\$1,590.00
3/7/11	Matured 100,000 Dollars of Wachovia Bk TX CD 3.900% 3/07/11 Trade Date 3/7/11 Taxable to Federal and State 100,000 Dollars At 100 %	\$100,000.00	\$0.00	\$0.00
3/7/11	Matured 100,000 Dollars of American Chrt'd CD 3.900% 3/07/11 Trade Date 3/7/11 Taxable to Federal and State 100,000 Dollars At 100 %	\$100,000.00	\$0.00	\$0.00
4/6/11	Full Call 100,000 Dollar Renasant Bank MS CD 5.600% 7/06/12 on 04/06/11 At \$1.00 Taxable to Federal and State Corporate Action Id: 20329	\$100,000.00	\$0.00	\$0.00
4/13/11	Sold 314 Units of American Europacific Grth-F2 Trade Date 4/12/11 Taxable to Federal and State 314 Units At \$42.99	\$13,498.86	\$0.00	\$4,436.94
4/13/11	Sold 282 Units of Harbor International Fund #11 Trade Date 4/12/11 Taxable to Federal and State 282 Units At \$63.82	\$17,997.24	\$0.00	\$7,495.56

Transaction Detail Section (continued)**Statement of Value and Activity**

October 1, 2010 - September 30, 2011

Date	Transaction Description	Principal Cash	Income Cash	Realized G/L
4/13/11	Sold 16,427.028 Units of Munder M/C Core Growth Fd Y Trade Date 4/12/11 Taxable to Federal and State 16,427.028 Units At \$29.94	\$491,825.21	\$0.00	\$75,400.05
4/13/11	Sold 5,785 Units of Vanguard S/C Growth Indx Ins Trade Date 4/12/11 Taxable to Federal and State 5,785 Units At \$23.72	\$137,220.20	\$0.00	\$29,561.35
4/13/11	Sold 478 Units of Vanguard Small Cap Value Stk Instl Trade Date 4/12/11 Taxable to Federal and State 478 Units At \$16.82	\$8,039.96	\$0.00	\$143.40
4/13/11	Sold 31 Units of Vanguard Windsor II Fund Trade Date 4/12/11 Taxable to Federal and State 31 Units At \$48.38	\$1,499.78	\$0.00	-\$436.17
4/15/11	Sold 645 Units of iShares DJ Select Dividend Index Fd Trade Date 4/12/11 Sold through Sidco / Convergex Paid \$38.70 Brokerage Paid \$0.65 SEC Fee Sold on The NYSE Alternext US Taxable to Federal and State Moxy Order Number: 252378 645 Units At \$51.69849612	\$33,306.18	\$0.00	-\$7,122.42
5/10/11	Matured 385,000 Par Value of FFCB 5.350% 5/10/11 Trade Date 5/10/11 Taxable to Federal Only 385,000 Par Value At 100 %	\$385,000.00	\$0.00	-\$500.50
5/16/11	Sold 24,745.373 Units of Vanguard Select Value Fund #934 Trade Date 5/13/11 Taxable to Federal and State 24,745.373 Units At \$20.38	\$504,310.70	\$0.00	\$11,235.57
5/17/11	Full Call 100,000 \$1 PV FHLB 2.300% 8/04/15 on 05/17/11 At \$1.00 Taxable to Federal Only Corporate Action Id: 20821	\$100,000.00	\$0.00	\$0.00

Transaction Detail Section (continued)**Statement of Value and Activity**

October 1, 2010 - September 30, 2011

Date	Transaction Description	Principal Cash	Income Cash	Realized G/L
5/18/11	Full Call 100,000 \$1 PV FHLMC MTN 1.250% 11/18/13 on 05/18/11 At \$1.00 Taxable to Federal and State Corporate Action Id: 20822	\$100,000.00	\$0.00	\$0.00
5/26/11	Sold 9,430 Units of iShares DJ Select Dividend Index Fd Trade Date 5/23/11 Sold through Sidco / Convergex Paid \$565.80 Brokerage Paid \$9.68 SEC Fee Sold on The NYSE Alternext US Taxable to Federal and State Moxy Order Number: 259293 9,430 Units At \$53.422	\$503,193.98	\$0.00	-\$27,733.87
7/15/11	Sold 111 Shares of Medco Health Solutions Inc Trade Date 7/12/11 Sold through Sidco / Convergex Paid \$6.66 Brokerage Paid \$0.12 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 265682 111 Shares At \$55.1403	\$6,113.79	\$0.00	\$1,685.37
7/28/11	Full Call 100,000 \$1 PV FHLB V-A 2.000% 10/28/16 on 07/28/11 At \$1.00 Taxable to Federal Only Corporate Action Id: 21396	\$100,000.00	\$0.00	\$0.00
7/29/11	Full Call 100,000 \$1 PV FHLB V-A 1.500% 10/29/15 on 07/29/11 At \$1.00 Taxable to Federal Only Corporate Action Id: 21409	\$100,000.00	\$0.00	\$0.00
8/1/11	Sold 14,482.313 Units of Vanguard Small Cap Value Stk Instl Trade Date 7/29/11 Taxable to Federal and State 14,482.313 Units At \$16.26	\$235,482.41	\$0.00	-\$2,050.45

Transaction Detail Section (continued)

Statement of Value and Activity

October 1, 2010 - September 30, 2011

Date	Transaction Description	Principal Cash	Income Cash	Realized G/L
8/15/11	Matured 300,000 Par Value of U.S. Treasury Notes 5.000% 8/15/11 Trade Date 8/15/11 Taxable to Federal Only 300,000 Par Value At 100 %	\$300,000.00	\$0.00	\$82.03
9/6/11	Sold 208 Shares of Darden Restaurants Inc Trade Date 8/31/11 Sold through Sidco / Convergenx Paid \$12.48 Brokerage Paid \$0.20 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 267664 208 Shares At \$48.87048077	\$10,152.38	\$0.00	\$4,456.05
9/6/11	Sold 175 Shares of O'Reilly Automotive Inc Trade Date 8/31/11 Sold through Sidco / Convergenx Paid \$10.50 Brokerage Paid \$0.23 SEC Fee Sold on The Otc Bulletin Board Taxable to Federal and State Moxy Order Number: 267667 175 Shares At \$65.49022857	\$11,450.06	\$0.00	\$4,849.74
9/6/11	Sold 2 Shares of Colgate Palmolive Co Trade Date 8/31/11 Sold through Sidco / Convergenx Paid \$0.12 Brokerage Paid \$0.01 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 267670 2 Shares At \$89.85	\$179.57	\$0.00	\$29.49

Transaction Detail Section (continued)

Statement of Value and Activity

October 1, 2010 - September 30, 2011

Date	Transaction Description	Principal Cash	Income Cash	Realized G/L
9/6/11	Sold 313 Shares of Apache Corp Trade Date 8/31/11 Sold through Sidco / Convergex Paid \$18.78 Brokerage Paid \$0.63 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 267677 313 Shares At \$103.38600639	\$32,340.41	\$0.00	\$7,158.06
9/6/11	Sold 679 Shares of ConocoPhillips Trade Date 8/31/11 Sold through Sidco / Convergex Paid \$40.74 Brokerage Paid \$0.90 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 267678 679 Shares At \$68.34	\$46,361.22	\$0.00	-\$7,129.04
9/6/11	Sold 711 Shares of Procter & Gamble Co Trade Date 8/31/11 Sold through Sidco / Convergex Paid \$42.66 Brokerage Paid \$0.87 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 267675 711 Shares At \$63.70009845	\$45,247.24	\$0.00	-\$1,219.45
9/6/11	Sold 140 Shares of Gilead Sciences Inc Trade Date 8/31/11 Sold through Sidco / Convergex Paid \$8.40 Brokerage Paid \$0.11 SEC Fee Sold on The Otc Bulletin Board Taxable to Federal and State Moxy Order Number: 267690 140 Shares At \$40.00021429	\$5,591.52	\$0.00	-\$756.84

Transaction Detail Section (continued)

Statement of Value and Activity

October 1, 2010 - September 30, 2011

Date	Transaction Description	Principal Cash	Income Cash	Realized G/L
9/6/11	Sold 321 Shares of Medtronic Inc Trade Date 8/31/11 Sold through Sidco / Convergex Paid \$19.26 Brokerage Paid \$0.22 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 267692 321 Shares At \$35.24258567	\$11,293.39	\$0.00	-\$477.68
9/6/11	Sold 869 Shares of Pfizer Inc Trade Date 8/31/11 Sold through Sidco / Convergex Paid \$52.14 Brokerage Paid \$0.32 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 267693 869 Shares At \$19.07049482	\$16,519.80	\$0.00	-\$8,262.38
9/6/11	Sold 347 Shares of Watson Pharmaceuticals Inc Trade Date 8/31/11 Sold through Sidco / Convergex Paid \$20.82 Brokerage Paid \$0.46 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 267695 347 Shares At \$67.61020173	\$23,439.46	\$0.00	\$14,195.38
9/6/11	Sold 123 Shares of Danaher Corp Trade Date 8/31/11 Sold through Sidco / Convergex Paid \$7.38 Brokerage Paid \$0.11 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 267696 123 Shares At \$45.8004878	\$5,625.97	\$0.00	\$1,096.87

Transaction Detail Section (continued)**Statement of Value and Activity**

October 1, 2010 - September 30, 2011

Date	Transaction Description	Principal Cash	Income Cash	Realized G/L
9/6/11	Sold 3 Shares of General Dynamics Corp Trade Date 8/31/11 Sold through Sidco / Convergex Paid \$0.18 Brokerage Paid \$0.01 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 267697 3 Shares At \$64.38	\$192.95	\$0.00	-\$38.31
9/6/11	Sold 19 Shares of Roper Inds Inc Trade Date 8/31/11 Sold through Sidco / Convergex Paid \$1.14 Brokerage Paid \$0.03 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 267698 19 Shares At \$77.41	\$1,469.62	\$0.00	\$53.74
9/6/11	Sold 100 Shares of Stericycle Inc Trade Date 8/31/11 Sold through Sidco / Convergex Paid \$6.00 Brokerage Paid \$0.17 SEC Fee Sold on The Otc Bulletin Board Taxable to Federal and State Moxy Order Number: 267699 100 Shares At \$87.7803	\$8,771.86	\$0.00	\$3,514.15
9/6/11	Sold 9 Shares of Thermo Fisher Scientific Inc Trade Date 8/31/11 Sold through Sidco / Convergex Paid \$0.54 Brokerage Paid \$0.01 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 267700 9 Shares At \$55.22	\$496.43	\$0.00	\$189.56

Transaction Detail Section (continued)

Statement of Value and Activity

October 1, 2010 - September 30, 2011

<i>Date</i>	<i>Transaction Description</i>	<i>Principal Cash</i>	<i>Income Cash</i>	<i>Realized G/L</i>
9/6/11	Sold 97 Shares of Union Pac Corp Trade Date 8/31/11 Sold through Sidco / Convergex Paid \$5.82 Brokerage Paid \$0.18 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 267701 97 Shares At \$92.93	\$9,008.21	\$0.00	\$2,761.07
9/6/11	Sold 540 Shares of BMC Software Inc Trade Date 8/31/11 Sold through Sidco / Convergex Paid \$32.40 Brokerage Paid \$0.43 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 267703 540 Shares At \$40.612	\$21,897.65	\$0.00	\$1,035.13
9/6/11	Sold 547 Shares of International Business Machines Corp Trade Date 8/31/11 Sold through Sidco / Convergex Paid \$32.82 Brokerage Paid \$1.82 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 267708 547 Shares At \$172.96060329	\$94,574.81	\$0.00	\$32,467.34
9/6/11	Sold 54 Shares of Nucor Corp Trade Date 8/31/11 Sold through Sidco / Convergex Paid \$3.24 Brokerage Paid \$0.04 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 267712 54 Shares At \$36.45	\$1,965.02	\$0.00	-\$1,227.27

Transaction Detail Section (continued)

Statement of Value and Activity

October 1, 2010 - September 30, 2011

<i>Date</i>	<i>Transaction Description</i>	<i>Principal Cash</i>	<i>Income Cash</i>	<i>Realized G/L</i>
9/6/11	Sold 105 Shares of PPL Corporation Trade Date 8/31/11 Sold through Sidco / Convergex Paid \$6.30 Brokerage Paid \$0.06 SEC Fee Sold on The New York Stock Exchange, Inc. Taxable to Federal and State Moxy Order Number: 267714 105 Shares At \$28.77009524	\$3,014.50	\$0.00	\$50.83
Total Sales/Maturities		\$10,968,201.44	\$2,826,353.28	\$8,315
Security Receipts				
12/22/10	Share Class Conversion Received 14,793.085 Units of American Europacific Grth-F2 Effective Date 12/16/10 Distribution 12/22/10 0.99831081 Units for Each Unit Held of American Fds Europacific Growth #16	\$0.00	\$0.00	\$0.00
1/4/11	Name Change 455 Shares of O'Reilly Automotive Inc Name Changed from O Reilly Automotive Inc Effective Date 12/29/10	\$0.00	\$0.00	\$0.00
		\$0.00	\$0.00	
Security Deliveries				
12/22/10	Share Class Conversion Delivered 14,818.116 Units of American Fds Europacific Growth #16 Effective Date 12/16/10	\$0.00	\$0.00	\$0.00
1/4/11	Name Change 455 Shares of O Reilly Automotive Inc Name Changed to O'Reilly Automotive Inc Effective Date 12/29/10	\$0.00	\$0.00	\$0.00
		\$0.00	\$0.00	