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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 BETH R. MEAD EDUCATIONAL TRUST		A Employer identification number 75-6310255
Number and street (or P.O. box number if mail is not delivered to street address) PO BOX 2020	Room/suite	B Telephone number 903-535-4200
City or town, state, and ZIP code TYLER, TX 75710-2020		C If exemption application is pending, check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 538,880. (Part I, column (d) must be on cash basis.)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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).)		(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 ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		4,104.	4,104.		STATEMENT 1
4 Dividends and interest from securities		26,767.	26,767.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		56,284.			
b Gross sales price for all assets on line 6a 618,933.					
7 Capital gain net income (from Part IV, line 2)			56,284.		
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					
12 Total. Add lines 1 through 11		87,155.	87,155.		
13 Compensation of officers, directors, trustees, etc		11,756.	3,378.		8,378.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		1,250.			1,250.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		1,686.			0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		794.	0.		794.
24 Total operating and administrative expenses. Add lines 13 through 23		15,486.	3,378.		10,422.
25 Contributions, gifts, grants paid		15,500.			15,500.
26 Total expenses and disbursements. Add lines 24 and 25		30,986.	3,378.		25,922.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		56,169.			
b Net investment income (if negative, enter -0-)			83,777.		
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	<3,304.>	18,879.	18,879.	
	2 Savings and temporary cash investments				
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock				
	c Investments - corporate bonds				
11 Investments - land, buildings, and equipment basis ▶					
Less: accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other	STMT 6	481,130.	516,716.	520,001.	
14 Land, buildings, and equipment: basis ▶					
Less: accumulated depreciation ▶					
15 Other assets (describe ▶)					
16 Total assets (to be completed by all filers)		477,826.	535,595.	538,880.	
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 ▶)	STATEMENT 7	86.	1,686.	
23 Total liabilities (add lines 17 through 22)		86.	1,686.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	477,740.	533,909.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances		477,740.	533,909.		
31 Total liabilities and net assets/fund balances		477,826.	535,595.		

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	477,740.
2 Enter amount from Part I, line 27a	2	56,169.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	533,909.
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	533,909.

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 REGION'S BANK TRUST #6755000067 - SEE			
b ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
c REGION'S BANK TRUST #6755000067 - SEE			
d ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
e CAPITAL GAINS DIVIDENDS			

(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 108,367.		107,902.	465.
c			
d 504,202.		454,747.	49,455.
e 6,364.			6,364.

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			465.
c			
d			49,455.
e			6,364.

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	56,284.
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	29,358.	534,821.	.054893
2008	34,240.	502,251.	.068173
2007	34,070.	540,088.	.063082
2006	30,601.	571,281.	.053566
2005	24,925.	603,864.	.041276

2 Total of line 1, column (d)	2	.280990
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	.056198
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	535,757.
5 Multiply line 4 by line 3	5	30,108.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	838.
7 Add lines 5 and 6	7	30,946.
8 Enter qualifying distributions from Part XII, line 4	8	25,922.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	1,676.
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	1,676.
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	1,676.
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 ☐ if Form 2220 is attached	8		10.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		1,686.
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 ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>REGIONS MORGAN KEEGAN TRUST DEPARTM</u> Telephone no. ► <u>903-535-4200</u> Located at ► <u>100 E FERGUSON, TYLER, TX</u> ZIP+4 ► <u>75702</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

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

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
REGIONS MORGAN KEEGAN	TRUSTEE-MINIMAL	HRS		
PO BOX 2392				
LONGVIEW, TX 75606	5.00	6,756.	0.	0.
JESSE M DEWARE IV	TRUSTEE-MINIMAL	HRS		
PO BOX 668				
JEFFERSON, TX 75657	2.00	2,500.	0.	0.
MARTHA TOMLINSON	TRUSTEE-MINIMAL	HRS		
509 MAGNOLIA				
JEFFERSON, TX 75657	2.00	2,500.	0.	0.

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

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

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

0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	529,683.
b	Average of monthly cash balances	1b	14,233.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	543,916.
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	543,916.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,159.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	535,757.
6	Minimum investment return. Enter 5% of line 5	6	26,788.

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	26,788.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,676.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,676.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	25,112.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	25,112.
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	25,112.

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	25,922.
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	25,922.
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	25,922.

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				25,112.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006	860.			
c From 2007	7,492.			
d From 2008	9,573.			
e From 2009	2,992.			
f Total of lines 3a through e	20,917.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$	25,922.			
a Applied to 2009, but not more than line 2a			0.	
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				25,112.
e Remaining amount distributed out of corpus	810.			
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	21,727.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	21,727.			
10 Analysis of line 9:				
a Excess from 2006	860.			
b Excess from 2007	7,492.			
c Excess from 2008	9,573.			
d Excess from 2009	2,992.			
e Excess from 2010	810.			

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 9				
Total			3a	15,500.
b Approved for future payment				
NONE				
Total			3b	0.

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

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

**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.

_____ for Regions Bank | 2/6/12
Signature of officer or trustee Date

Vice President & Trust Officer
Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

DENNIS M. SMITH

Preparer's signature

De. M. Smith (PA)

Date

FEB 01 2012

Check ☐ self-employed

1 PTIN

Firm's name ► **HASTY, BYRD & SMITH**

Firm's EIN ▶

Firm's address ► PO BOX 3247

LONGVIEW, TX 75606-3247

Phone no. (903) 753-7288

Form **990-PF** (2010)

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

SOURCE	AMOUNT
ACCRUED INTEREST PAID - AFLAC INC	<34.>
ACCRUED INTEREST PAID - BARCLAYS BANK	<18.>
ACCRUED INTEREST PAID - CREDIT SUISSE NEW YORK	<14.>
ACCRUED INTEREST PAID - CSX CORP	<28.>
ACCRUED INTEREST PAID - INTEL CORP	<13.>
ACCRUED INTEREST PAID - MERRILL LYNCH & CO	<12.>
ACCRUED INTEREST PAID - ORACLE	<12.>
ACCRUED INTEREST PAID - TARGET CORP	<7.>
ACCRUED INTEREST PAID - UNITED STATES TREASURY	
INFLATION INDEX	<10.>
ACCRUED INTEREST PAID - UNITED STATES TREASURY N/B 2.625%	<20.>
ACCRUED INTEREST PAID - VERIZON COMM	<13.>
AMERICAN EXPRESS CREDIT CORP	9.
ANHEUSER-BUSCH	37.
AT&T INC	12.
BB&T CORP	41.
CA INC	26.
CATERPILLAR INC	30.
CITIGROUP INC	28.
CITIGROUP INC FDIC GUARANTEED	27.
COMCAST CORP	36.
CVS/CAREMARK CORP	100.
DIRECTV HOLDINGS	61.
FHLMC POOL #G13485	255.
FNMA 5%	150.
FNMA POOL #190370	663.
FNMA POOL #735580	24.
FNMA POOL #745418	566.
FNMA POOL #889291	256.
FNMA POOL #897936	209.
FNMA POOL #AE3066	14.
FNMA POOL #AH6827	16.
GENERAL ELECTRIC CAPITAL CORP	66.
GENERAL ELECTRIC CAPITAL CORP	52.
GOLDMAN SACHS GROUP INC	78.
GOLDMAN SACHS GROUP INC	4.
HESS CORPORATION	85.
HEWLETT-PACKARD CO	6.
JOHN DEERE CAPITAL CORP	42.
KRAFT FOODS INC	50.
MERRILL LYNCH & CO	66.
MORGAN STANLEY	103.
MORGAN STANLEY	5.
ONTARIO	29.
PETROBRAS INTL	77.
PFIZER INC	85.
PRUDENTIAL FINANCIAL	3.

REGIONS TRUST MONEY MARKET	5.
TALISMAN ENERGY INC	17.
TELEFONICA EMISIONES	72.
TENNESSEE VALLEY AUTHORITY	32.
TIME WARNER CABLE	38.
TIPS INTEREST ADJUSTMENT	405.
UNITED STATES TREASURY 5.375%	24.
UNITED STATES TREASURY 6.25%	198.
UNITED STATES TREASURY INFLATION INDEX	95.
UNITED STATES TREASURY N/B .75%	30.
UNITED STATES TREASURY N/B .75%	20.
UNITED STATES TREASURY N/B 3.5%	16.
WACHOVIA CORP	22.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4,104.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	2
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
PIMCO LOW DURATION INSTL FD	5,389.	448.	4,941.	
PIMCO TOTAL RETURN INSTL FD	27,742.	5,916.	21,826.	
TOTAL TO FM 990-PF, PART I, LN 4	33,131.	6,364.	26,767.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
HASTY BYRD & SMITH	1,250.	0.		1,250.	
TO FORM 990-PF, PG 1, LN 16B	1,250.	0.		1,250.	

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL INCOME TAX	1,686.	0.			0.
TO FORM 990-PF, PG 1, LN 18	1,686.	0.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CONTRACT SCHOLARSHIP APPLICATION REVIEW	794.	0.			794.
TO FORM 990-PF, PG 1, LN 23	794.	0.			794.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
FIXED INCOME FUNDS & SECURITIES	FMV	516,716.	520,001.	
TOTAL TO FORM 990-PF, PART II, LINE 13		516,716.	520,001.	

FORM 990-PF	OTHER LIABILITIES		STATEMENT	7
DESCRIPTION	BOY AMOUNT	EOY AMOUNT		
FEDERAL TAX PAYABLE	86.	1,686.		
TOTAL TO FORM 990-PF, PART II, LINE 22	86.	1,686.		

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	8
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JESSE M DEWARE IV, MARTHA TOMLINSON
PO BOX 486
JEFFERSON, TX 75657

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
903-665-2567	BETH ROWELL MEAD EDUCATIONAL TRUST

FORM AND CONTENT OF APPLICATIONS

APPLICATION FORM ATTACHED

ANY SUBMISSION DEADLINES

NONE
NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

SEE ATTACHED SCHEDULE

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BOLLMAN, HEATHER 279 N PECAN ST NASH, TX 75569	NONE EDUCATION SCHOLARSHIP	N/A	1,000.
CARROLL, JEFFREY COLLIN 211 E CLARKSVILLE ST JEFFERSON, TX 75657	NONE EDUCATION SCHOLARSHIP	N/A	1,400.
CULLINS, JOHN PO BOX 461 QUEEN CITY, TX 75572	NONE EDUCATION SCHOLARSHIP	N/A	400.
DUNCAN, JESSICA PO BOX 8079 MAGNOLIA, AR 71754	NONE EDUCATION SCHOLARSHIP	N/A	1,750.
EGLOFF, ALENA PO BOX 1905 DALLAS, TX 75211	NONE EDUCATION SCHOLARSHIP	N/A	1,000.
GRAYSON, PATRICK 215 FAIRVIEW MARSHALL, TX 75762	NONE EDUCATION SCHOLARSHIP	N/A	650.
JEFFLEY, MONTA 105 W DOUGLAS ST JEFFERSON, TX 75657	NONE EDUCATION SCHOLARSHIP	N/A	1,750.
MCCOY, WHITNEY 21897 FM 134 KARNACK, TX 75661	NONE EDUCATION SCHOLARSHIP	N/A	1,000.

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MURPHY, TREVOR 505 RIVEROAKS DR. JEFFERSON, TX 75657	NONE EDUCATION SCHOLARSHIP	N/A	1,450.
PATRICK, HELAINA 690 FM 728 JEFFERSON, TX 75657	NONE EDUCATION SCHOLARSHIP	N/A	750.
PHY, STEPHANIE 205 S. MARKET JEFFERSON, TX 75657	NONE EDUCATION SCHOLARSHIP	N/A	400.
PORTER, PATRICK PO BOX 1161 LINDEN, TX 75563	NONE EDUCATION SCHOLARSHIP	N/A	400.
SMITH, TAYLOR 1845 FM 134 JEFFERSON, TX 75657	NONE EDUCATION SCHOLARSHIP	N/A	400.
SURRATT, SYDNEY 606 HAMILTON RD LINDEN, TX 75563	NONE EDUCATION SCHOLARSHIP	N/A	1,400.
WATSON, JOSEPH PO BOX 488 LINDEN, TX 75563	NONE EDUCATION SCHOLARSHIP	N/A	1,750.

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

15,500.

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SCHEDULE D - CONTINUATION PAGE
CAPITAL GAINS

ST	DESCRIPTION	DATE ACQD	DATE SOLD	SALES PRICE	COST BASIS	GAIN (LOSS)
ST	1000 AT&T INC	5/11/2011	7/12/2011	1,124	1,117	7
ST	110.709 CVS/CAREMARK CORP	5/11/2011	8/12/2011	1,107	1,059	48
ST	1000 CA INC	5/11/2011	8/12/2011	1,121	1,073	48
ST	111.595 COMCAST CORP	5/11/2011	6/10/2011	1,116	1,113	3
ST	22526 53 FHLMC 5%	5/17/2011	6/15/2011	704	754	(50)
ST	21822 14 FHLMC 5%	5/17/2011	7/15/2011	620	664	(44)
ST	20540 99 FHLMC 5%	5/17/2011	8/12/2011	22,143	21,995	148
ST	21201 71 FHLMC 5%	5/17/2011	8/15/2011	660	707	(47)
ST	1000 FNMA 5%	5/11/2011	8/12/2011	1,162	1,137	25
ST	37928 04 FNMA 6%	5/12/2011	6/27/2011	910	1,002	(92)
ST	37018 13 FNMA 6%	5/12/2011	7/25/2011	922	1,015	(93)
ST	36096 3 FNMA 6%	5/12/2011	8/25/2011	722	795	(73)
ST	35374.72 FNMA 6%	5/12/2011	9/26/2011	756	833	(77)
ST	9597 5 FNMA 4%	8/16/2011	9/26/2011	200	210	(10)
ST	9096 21 FNMA 5%	8/12/2011	9/26/2011	215	232	(17)
ST	35197 87 FNMA 5.5%	5/12/2011	6/27/2011	706	766	(60)
ST	34492 11 FNMA 5.5%	5/12/2011	7/25/2011	744	807	(63)
ST	33747.82 FNMA 5.5%	5/12/2011	8/25/2011	723	784	(61)
ST	33024 37 FNMA 5 5%	5/12/2011	9/26/2011	745	808	(63)
ST	18523 12 FNMA 5%	5/17/2011	6/27/2011	434	465	(31)
ST	18089.48 FNMA 5%	5/17/2011	7/25/2011	421	452	(31)
ST	17668 1 FNMA 5%	5/17/2011	8/25/2011	623	668	(45)
ST	17045 32 FNMA 5%	5/17/2011	9/26/2011	468	502	(34)
ST	13742 51 FNMA 5 5%	5/17/2011	6/27/2011	272	296	(24)
ST	13470 56 FNMA 5.5%	5/17/2011	7/25/2011	435	474	(39)
ST	13035 34 FNMA 5.5%	5/17/2011	8/25/2011	381	415	(34)
ST	12654 09 FNMA 5.5%	5/17/2011	9/26/2011	206	224	(18)
ST	9770 57 FNMA 6%	8/16/2011	9/26/2011	277	288	(11)

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SCHEDULE D - CONTINUATION PAGE
CAPITAL GAINS

	DESCRIPTION	DATE ACQD	DATE SOLD	SALES PRICE	COST BASIS	GAIN (LOSS)
ST	1000 GOLDMAN SACHS 6%	5/11/2011	7/12/2011	1,095	1,108	(13)
ST	1000 ORACLE 5.75%	5/11/2011	6/10/2011	1,151	1,149	2
ST	1000 US TREASURY 6 25%	5/11/2011	6/10/2011	1,286	1,265	21
ST	1000 US TREASURY 6 25%	5/11/2011	7/12/2011	1,268	1,265	3
ST	1000 US TREASURY 5 375%	5/11/2011	6/10/2011	1,191	1,175	16
ST	4000 US TREASURY 5 375%	5/11/2011	6/13/2011	4,826	4,700	126
ST	5000 US TREASURY N/B 3 5%	5/11/2011	6/13/2011	4,445	4,322	123
ST	1038 3 US TREASURY INFLATION INDEX 1 375%	5/11/2011	6/10/2011	1,129	1,127	2
ST	1047 48 US TREASURY INFLATION INDEX 1 375%	5/11/2011	8/12/2011	1,183	1,136	47
ST	21986 37 US TREASURY INFLATION INDEX 1 375%	5/11/2011	8/26/2011	24,678	23,848	830
ST	10000 US TREASURY N/B .75%	5/11/2011	6/16/2011	10,029	10,037	(8)
ST	3000 US TREASURY N/B .75%	5/11/2011	8/19/2011	3,006	3,011	(5)
ST	2000 US TREASURY N/B .75%	5/11/2011	8/25/2011	2,004	2,007	(3)
ST	5000 US TREASURY N/B .75%	5/11/2011	9/15/2011	5,007	5,018	(11)
ST	5000 US TREASURY N/B .75%	5/11/2011	9/19/2011	5,007	5,018	(11)
ST	1000 VERIZON COMM	5/11/2011	8/12/2011	1,145	1,061	84
	TOTAL SHORT-TERM			108,367	107,902	465
LT	11311 787 PIMCO LOW DURATION	3/2/2009	5/5/2011	118,887	104,747	14,140
LT	34965.035 PIMCO TOTAL RETURN FD	3/2/2009	5/5/2011	385,315	350,000	35,315
	TOTAL LONG-TERM			504,202	454,747	49,455
	TOTAL			612,569	562,649	49,920

BETH ROWELL MEAD EDUCATIONAL TRUST

EIN: 75-6310255

SCHOLARSHIP APPLICATION

Name _____ Social Security No. _____

Address _____ Phone number _____

City _____ State _____ Zip Code _____

Marital status _____

Your employer _____

Spouse's name _____

Father's name, address and telephone number: _____

Mother's name, address and telephone number: _____

Parent's or spouse's employer _____

Major field of study _____

Last high school attended _____

Other colleges or universities attended _____

List honors, awards or special achievements you have received during your high school and college career. Also, include student organization memberships

List community activities and recognitions you have received. Also, include civic organization memberships _____

College or university to be attended _____

Father's occupation _____ Last year's income _____

Mother's occupation _____ Last year's income _____

List the names and amounts of other scholarships received and non-family sources of funding for your education:

Names _____ Amounts _____

We hereby verify that the above statements are true and correct.

Date _____ Parents' signatures

Applicant's signature

If awarded a scholarship, I understand and agree that I must take a minimum of twelve (12) hours of instruction per week per semester while participating in the scholarship program. I further understand and agree that I must maintain at least a 2.0 grade point average in order to continue to be considered for this scholarship assistance.

Signature _____

Date _____

Return to: Beth Rowell Mead Educational Trust
 P. O. Box 486
 Jefferson, Texas 75657

Please attach the following:

1. High school transcript (and must recent college transcript if appropriate)
2. Photograph
3. A letter in your own handwriting regarding your educational fields of interest, academic and career goals and some information regarding your need for financial assistance or any other information you feel would be beneficial to our selection progress.
4. Minimum of two letters of recommendation, one from an educator and one from an employer or civic leader.

I hereby verify that the attached documents are authentic and contain correct representations of fact.

Date _____ Applicant's signature _____

Please return to: Beth Rowell Mead Educational Trust
P. O. Box 486
Jefferson, Texas 75657