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# Return of Private Foundation

## or Section 4947(a)(1) Nonexempt Charitable Trust

### Treated as a Private Foundation

2009

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 2009, or tax year beginning, and ending

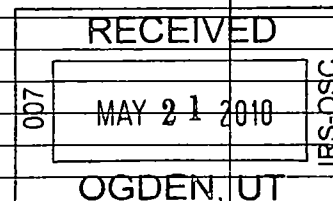
G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Use the IRS label Otherwise, print or type See Specific Instructions.	Name of foundation <b>STEPHENS FOUNDATION</b>		A Employer identification number <b>63-1035698</b>
	Number and street (or P.O. box number if mail is not delivered to street address) <b>P.O. BOX 1943</b>		B Telephone number <b>205-991-6600</b>
	City or town, state, and ZIP code <b>BIRMINGHAM, AL 35201-1943</b>		C If exemption application is pending, check here <input type="checkbox"/>
			D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 9,366,639.</b> (Part I, column (d) must be on cash basis.)			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	186,125.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5,736.	5,736.		STATEMENT 1
	4 Dividends and interest from securities	102,092.	102,092.		STATEMENT 2
	5a Gross rents	21,787.	21,787.		STATEMENT 3
	b Net rental income or (loss) 19,203.				STATEMENT 4
	6a Net gain or (loss) from sale of assets not on line 10	-11,840.			
	b Gross sales price for all assets on line 6a 710,109.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	254.	254.		STATEMENT 5	
12 Total. Add lines 1 through 11	304,154.	129,869.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 6	1,173.	0.		0.
	c Other professional fees STMT 7	2,986.	2,986.		0.
	17 Interest				
	18 Taxes STMT 8	72.	72.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 9	27,244.	2,584.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	31,475.	5,642.		0.
	25 Contributions, gifts, grants paid	1,581,000.			1,581,000.
26 Total expenses and disbursements. Add lines 24 and 25	1,612,475.	5,642.		1,581,000.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-1,308,321.				
b Net investment income (if negative, enter -0-)		124,227.			
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	0.		
	2 Savings and temporary cash investments	2,395,274.	1,671,222.	1,671,222.
	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 STMT 10	5,354,515.	5,527,531.	4,757,707.
	c Investments - corporate bonds STMT 11	740,602.	18,653.	19,091.
	11 Investments - land, buildings, and equipment basis ▶ 2,600,000.			
	Less: accumulated depreciation ▶	2,600,000.	2,600,000.	2,600,000.
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	274,192.	238,846.	318,619.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	11,364,583.	10,056,252.	9,366,639.
Liabilities	17 Accounts payable and accrued expenses	10.		
	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)	10.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	11,537,980.	11,724,106.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	-173,407.	-1,667,854.	
	30 Total net assets or fund balances	11,364,573.	10,056,252.	
	31 Total liabilities and net assets/fund balances	11,364,583.	10,056,252.	

## 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 11,364,573.
2 Enter amount from Part I, line 27a	2 -1,308,321.
3 Other increases not included in line 2 (itemize) ▶	3 0.
4 Add lines 1, 2, and 3	4 10,056,252.
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 10,056,252.

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**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 SI PARTNERSHIP K-1				
b SI PARTNERSHIP K-1				
c PUBLICLY TRADED SECURITIES		P		
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 -35,192.			-35,192.
b -1,779.			-1,779.
c 747,080.		721,949.	25,131.
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) 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	
a			-35,192.
b			-1,779.
c			25,131.
d			
e			

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div> <div style="margin-left: 10px;">           2           <div style="border-left: 1px solid black; padding-left: 10px;">-11,840.</div> </div> </div>
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	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 8, column (c).            If (loss), enter -0- in Part I, line 8         </div> <div style="margin-left: 10px;">           3           <div style="border-left: 1px solid black; padding-left: 10px;">N/A</div> </div> </div>

**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))
2008	1,022,583.	10,159,160.	.100656
2007	751,759.	8,635,773.	.087052
2006	1,432,360.	4,290,522.	.333843
2005	1,206,526.	2,736,499.	.440901
2004	200,000.	3,364,797.	.059439

2 Total of line 1, column (d)	2 1.021891
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 .204378
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4 9,651,263.
5 Multiply line 4 by line 3	5 1,972,506.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 1,242.
7 Add lines 5 and 6	7 1,973,748.
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 1,581,000.

**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)		1	2,485.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	2,485.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	2,485.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 10,693.	7	10,693.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	8,208.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax	8,208. Refunded		

**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>AL</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 2009 or the taxable year beginning in 2009 (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

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**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>J. DAVID WALKER</u> Telephone no. ► <u>205-991-6600</u> Located at ► <u>P.O. BOX 1943, BIRMINGHAM, AL</u> ZIP+4 ► <u>35201</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

**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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <span style="float: right;">N/A</span>	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 2009? <span style="float: right;">► <input type="checkbox"/></span>	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <span style="float: right;">N/A</span>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 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 2009.) <span style="float: right;">N/A</span>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES T. STEPHENS	PRESIDENT			
P.O. BOX 1943				
BIRMINGHAM, AL 352011943	0.00	0.	0.	0.
ELTON B. STEPHENS, JR.	TREASURER			
P.O. BOX 1943				
BIRMINGHAM, AL 352011943	0.00	0.	0.	0.
DELL S. BROOKE	SECRETARY			
P.O. BOX 1943				
BIRMINGHAM, AL 352011943	0.00	0.	0.	0.
JANE S. COMER	TRUSTEE			
P.O. BOX 1943				
BIRMINGHAM, AL 352011943	0.00	0.	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 X** Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	7,764,989.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	2,033,248.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	9,798,237.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	9,798,237.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	146,974.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	9,651,263.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	482,563.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	482,563.
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	2,485.
<b>b</b>	Income tax for 2009. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	2,485.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	480,078.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	480,078.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	480,078.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	1,581,000.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,581,000.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	1,581,000.

**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.

Form 990-PF (2009)

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
<b>1</b> Distributable amount for 2009 from Part XI, line 7				480,078.
<b>2</b> Undistributed income, if any, as of the end of 2009				
<b>a</b> Enter amount for 2008 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2009:				
<b>a</b> From 2004				
<b>b</b> From 2005	1,074,649.			
<b>c</b> From 2006	1,222,474.			
<b>d</b> From 2007	336,846.			
<b>e</b> From 2008	520,812.			
<b>f</b> Total of lines 3a through e	3,154,781.			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4: ► \$ 1,581,000.				
<b>a</b> Applied to 2008, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2009 distributable amount				480,078.
<b>e</b> Remaining amount distributed out of corpus	1,100,922.			
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	4,255,703.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	4,255,703.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2005	1,074,649.			
<b>b</b> Excess from 2006	1,222,474.			
<b>c</b> Excess from 2007	336,846.			
<b>d</b> Excess from 2008	520,812.			
<b>e</b> Excess from 2009	1,100,922.			

**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 2009, 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)

- 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

[illegible]

<b>Part XV</b>	<b>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.)</b>
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## 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.

DELL S. BROOKE

**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:

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

- c Any submission deadlines:**

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

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
<b>SEE STATEMENT 13</b>				
<b>Total</b>			<b>▶ 3a</b>	<b>1,581,000.</b>
b <i>Approved for future payment</i>				
<b>NONE</b>				
<b>Total</b>			<b>▶ 3b</b>	<b>0.</b>



## Part XVII



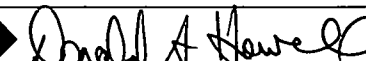
## Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
<b>1</b>	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?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash		X
	(2) Other assets		X
<b>b</b>	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
<b>d</b>	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.			
	 Signature of officer or trustee		5-14-10 Date	 Title
Paid Preparer's Use Only	Preparer's signature 		Date 5/13/10	Check if self-employed <input type="checkbox"/>
	Firm's name (or yours if self-employed), address, and ZIP code LOVOY, SUMMERVILLE & SHELTON, PC 361 SUMMIT BOULEVARD; SUITE 210 BIRMINGHAM, AL 35243		EIN <input type="checkbox"/>	
			Phone no. (205) 970-9080	

**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

**2009**

Name of the organization

Employer identification number

STEPHENS FOUNDATION

63-1035698

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions  
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

STEPHENS FOUNDATION

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**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ESTATE OF ELTON B. STEPHENS POST OFFICE BOX 1943 BIRMINGHAM, AL 35201	\$ 172,891.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	ESTATE OF ELTON B. STEPHENS POST OFFICE BOX 1943 BIRMINGHAM, AL 35201	\$ 13,234.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Employer identification number

63-1035698

[illegible]

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

SOURCE	AMOUNT
FEDERATED	125.
HIGHLAND BANK	16.
STERNE AGEE	29.
SYNOVUS	5,566.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5,736.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS - SYNOVUS	68,962.	0.	68,962.
SI PARTNERSHIP K-1	4,430.	0.	4,430.
STERNE AGEE	28,700.	0.	28,700.
TOTAL TO FM 990-PF, PART I, LN 4	102,092.	0.	102,092.

## FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
BARBOUR COUNTY	3	21,787.
TOTAL TO FORM 990-PF, PART I, LINE 5A		21,787.

## FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
VARIOUS		2,584.	
- SUBTOTAL -	3		2,584.
TOTAL RENTAL EXPENSES			2,584.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			19,203.

FORM 990-PF	OTHER INCOME	STATEMENT	5
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SI PARTNERSHIP	1.	1.	
STOWERS LEASEHOLD	253.	253.	
TOTAL TO FORM 990-PF, PART I, LINE 11	254.	254.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,173.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	1,173.	0.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SI PARTNERSHIP K-1	2,986.	2,986.		0.
TO FORM 990-PF, PG 1, LN 16C	2,986.	2,986.		0.

FORM 990-PF	TAXES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	72.	72.		0.
TO FORM 990-PF, PG 1, LN 18	72.	72.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK FEES	232.	0.		0.	
FARM EXPENSES	2,584.	2,584.		0.	
OTHER EXPENSES	24,428.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	27,244.	2,584.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	10
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
STOCKS	5,503,789.		4,733,965.	
FEDERATED	23,742.		23,742.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,527,531.		4,757,707.	

FORM 990-PF	CORPORATE BONDS		STATEMENT	11
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
ASSET BACKED SECURITIES	18,653.		19,091.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	18,653.		19,091.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	12
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
SI PARTNERSHIP	COST	235,754.	315,527.	
STOWERS LEASEHOLD POOL	COST	3,092.	3,092.	
TOTAL TO FORM 990-PF, PART II, LINE 13		238,846.	318,619.	

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ADAPTIVE AQUATICS 1473 PARADISE COVE LANE WILSONVILLE, AL 35186	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	26,000.
ALABAMA SCHOOL OF FINE ARTS 1800 8TH AVE. NORTH BIRMINGHAM, AL 35203	SUPPORT OF EDUCATION	PUBLIC CHARITY	12,000.
ALABAMA BALLET 2726 1ST AVENUE SOUTH BIRMINGHAM, AL 35233	SUPPORT OF ARTS	PUBLIC CHARITY	22,000.
ALABAMA ENVIRONMENTAL COUNCIL 2717 7TH AVE. SOUTH BIRMINGHAM, AL 35203	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	4,000.
ALABAMA SYMPHONY ENDOWMENT 3621 SIXTH AVENUE SOUTH BIRMINGHAM, AL 35222	SUPPORT OF ARTS	PUBLIC CHARITY	602,000.
ALS ASSOCIATION - AL CHAPTER P.O. BOX 2888 HUNTSVILLE, AL 35804-2888	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	2,000.
AMERICAN COLLEGE OF THE BUILDING ARTS 21 MAGAZINE ST. CHARLESTON, SC 29401	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	13,000.
ATCHAFALAYA BASINKEEPER 162 CROYDON BATON ROUGE, LA 70764	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	1,000.

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BIG BROTHERS BIG SISTERS 1901 14TH AVE. S. BIRMINGHAM, AL 35205	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	7,500.
BIRMINGHAM BOTANICAL GARDENS 2612 LANE PARK ROAD BIRMINGHAM, AL 35223	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	2,000.
BIRMINGHAM MUSEUM OF ART 2000 8TH AVE N. BIRMINGHAM, AL 35203	SUPPORT OF ARTS	PUBLIC CHARITY	132,000.
BIRMINGHAM SOUTHERN COLLEGE P.O. BOX 549003 BIRMINGHAM, AL 35254	SUPPORT OF EDUCATION	PUBLIC CHARITY	4,000.
BOYS & GIRLS CLUB OF CENTRAL ALABAMA P.O. BOX 10391 BIRMINGHAM, AL 35202	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	5,000.
BLACK WARRIOR RIVERKEEPER 712 37TH STREET SOUTH BIRMINGHAM, AL 35259	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	23,750.
CANTERBURY 350 OVERBROOK ROAD BIRMINGHAM, AL 35213	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	65,000.
CHILDRENS HARBOR 1 OUR CHILDREN'S HIGHWAY CHILDRENS HARBOR, AL 35010-8620	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	25,000.
CHURCH TONIGHT MINISTRIES 239 LEXINGTON PLACE SEVIERVILLE, TN 37862	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	11,000.
CHRIST CHURCH 4912 RICHARD SCRUSHY PKWY FAIRFIELD, AL 35064	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	2,500.

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COMPASSION AND CHOICES P.O. BOX 101810 DENVER, CO 80250-1810	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	50,000.
CITIZENS COAL COUNCIL P.O. BOX 964 WASHINGTON, PA 15301	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	6,000.
CONSERVATION ALABAMA P.O. BOX 130656 BIRMINGHAM, AL 35213	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	500.
CAHABA RIVER SOCIETY 2717 7TH AVE. SOUTH BIRMINGHAM, AL 35203	P SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	250.
CHOCTAWATCHEE RIVERKEEPER P.O. BOX 6734 BANKS, AL 36005	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	1,000.
CREATIVE WELLNESS 1116 23RD STREET SOUTH BIRMINGHAM, AL 35205	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	5,000.
FIRST LIGHT 2230 FOURTH AVE. NORTH BIRMINGHAM, AL 35203	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	3,000.
FRIENDS OF LOCUST FORK RIVER P.O. BOX 245 HAYDEN, AL 35079	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	500.
FRIENDS OF HURRICANE CREEK P.O. BOX 40836 TUSCALOOSA, AL 35404	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	1,000.
GATEWAY 1401 20TH STREET SOUTH BIRMINGHAM, AL 35205	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	3,000.

## STEPHENS FOUNDATION

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GLENWOOD 150 GLENWOOD LANE BIRMINGHAM, AL 35242	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	2,500.
GIBBES MUSEUM 135 MEETING STREET CHARLESTON, SC 29401	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	5,500.
HEAL, INC. P.O. BOX 7522 ATLANTA, GA 30357	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	5,000.
IMPACT 1901 6TH AVE. NORTH BIRMINGHAM, AL 35202	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	10,000.
JOHN LARKIN STEPHENS ENDOWED MEMORIAL BOOK FUND 1530 3RD AVE. SO. BIRMINGHAM, AL 35294-0112	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	5,000.
JONES VALLEY URBAN FARMS P.O. BOX 55357 BIRMINGHAM, AL 35255	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	2,000.
KING'S RANCH P.O. BOX 162 CHELSEA, AL 35043	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	1,000.
LAKESHORE FOUNDATION 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35259	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	5,000.
LOUISVILLE CEMETERY ASSOCIATION P.O. BOX 4 LOUISVILLE, AL 36048	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	1,000.
MISSION: WOLF P.O. BOX 1211 WESTCLIFFE, CO 81252	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	1,000.

MAGIC MOMENTS 1600 7TH AVENUE SOUTH BIRMINGHAM, AL 35233	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	9,750.
MCWANE CENTER 200 19TH STREET NORTH BIRMINGHAM, AL 35203-3117	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	5,000.
NATURAL RESOURCE DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	5,000.
OASIS WOMEN'S COUNSELING CENTER 1900 14TH AVE. SOUTH BIRMINGHAM, AL 35205	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	3,000.
PERENITY FLOWER MINISTRY 2761 SMYER CIRCLE BIRMINGHAM, AL 35216	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	3,000.
RAILROAD PARK FOUNDATION 505 20TH ST. NORTH, STE 500 BIRMINGHAM, AL 35203	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	2,000.
RESTORATION ACADEMY P.O. BOX 30 FAIRFIELD, AL 35064	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	2,000.
SEARCH MINISTRIES P.O. BOX 17088 BALTIMORE, MD 21297	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	2,000.
SIMON-CYRENE GROUP 2031 11TH AVENUE SOUTH BIRMINGHAM, AL 35205	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	10,000.
SOUTHERN ENVIRONMENT LAW CENTER P.O. BOX 320189 CHARLOTTESVILLE, VA 22902	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	76,000.

SOUTH CAROLINA MARITIME HERITAGE FOUNDATION P.O. BOX 22405 CHARLESTON, SC 29413	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	4,000.
SOUTHWINGS 35 HAYWOOD STREET, SUITE 201 ASHEVILLE, NC 28801	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	1,000.
STAIR OF BIRMINGHAM 3100 HIGHLAND AVENUE BIRMINGHAM, AL 35205	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	2,500.
TAMPA BAY HISTORY CENTER 100 N. TAMPA STREET, STE 4100 TAMPA, FL 33602-3644	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	2,500.
TAMPA MUSEUM OF ART 2306 N. HOWARD AVE. TAMPA, FL 33607	SUPPORT OF ARTS	PUBLIC CHARITY	7,500.
UAB HOSPITAL EMERGENCY PATIENT ASSISTANCE FUND 500 22ND ST. S, STE 408 BIRMINGHAM, AL 35233-3110	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	10,000.
UROLOGY HEALTH FOUNDATION 3485 INDEPENDENCE DR. HOMEWOOD, AL 35209	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	5,000.
UNITED WAY P.O. BOX 320189 BIRMINGHAM, AL 35232	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	111,000.
UNITED WAY TOCQUEVILLE SOCIETY 3600 8TH AVE. S BIRMINGHAM, AL 35232	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	70,000.
VOICES FOR ALABAMA'S CHILDREN P.O. BOX 4576 MONTGOMERY, AL 36103-4576	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	3,000.

WFU HEALTH SCIENCES - OFFICE OF DEVELOPMENT AND ALUMNI AFFAIRS, MEDICAL CTR. BLVD. WINSTON-SALEM, NC 27157-1021	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	7,500.
WFUMBC - OFFICE OF DEVELOPMENT AND ALUMNI AFFAIRS, MEDICAL CTR. BLVD. WINSTON-SALEM, NC 27157-1021	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	7,500.
WASHINGTON AND LEE UNIVERSITY 204 WEST WASHINGTON STREET LEXINGTON, VA 24450	SUPPORT OF EDUCATION	PUBLIC CHARITY	2,500.
WILD SOUTH 16 EAGLE STREET ASHEVILLE, NC 28801	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	1,000.
WATERKEEPER ALLIANCE 50 SOUTH BUCKHOUT IRVINGTON, NY 10533	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	2,000.
WBHM PUBLIC RADIO 650 11TH STREET SOUTH BIRMINGHAM, AL 35294	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	1,000.
WILDERNESS SOCIETY 1615 M ST., NW WASHINGTON, DC 20036	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	2,000.
WOMEN'S FUND OF GREATER BIRMINGHAM 2100 1ST AVENUE NORTH BIRMINGHAM, AL 35203	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	20,000.
YOUTHSERVE OFFICE 2717 7TH AVE. SOUTH BIRMINGHAM, AL 35233	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	1,000.
YWCA 309 NORTH 23RD STREET BIRMINGHAM, AL 35203	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	3,000.

WOMEN'S AND INFANTS CENTER AT UAB 1530 3RD AVE. S BIRMINGHAM, AL 35294-3412	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	5,000.
MOUNTAIN BROOK CITY SCHOOLS FOUNDATION P.O. BOX 530834 MOUNTAIN BROOK, AL 35223	SUPPORT OF EDUCATION	PUBLIC CHARITY	25,000.
METROPOLITAN MINISTRIES 2002 NORTH FLORIDA AVENUE TAMPA, FL 33602-3644	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	5,000.
RUFFNER MOUNTAIN NATURE CENTER 1214 81ST STREET SOUTH BIRMINGHAM, AL 35206	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	250.
ALABAMA RIVERS ALLIANCE 2027 2ND AVENUE NORTH BIRMINGHAM, AL 35203	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	1,000.
ALABAMA CITIZENS FOR CONSTITUTIONAL REFORM P.O. BOX 10746 BIRMINGHAM, AL 35202	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	1,000.
FRESHWATER LAND TRUST P.O. BOX 549071 BIRMINGHAM, AL 35254	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	250.
APPALACHIAN VOICES 191 HOWARD STREET BOONE, NC 28607	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	1,000.
MOBILE BAYKEEPER 300 DAUPHIN STREET MOBILE, AL 36602	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	250.
ALABAMA WATER WATCH ASSOCIATION P.O. BOX 3875 MONTGOMERY, AL 36109	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	250.

ALLIANCE FOR WATER EFFICIENCY P.O. BOX 804127 CHICAGO, IL 60680	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	1,000.
FOREST STEWARDSHIP COUNCIL - US 212 3RD AVENUE NORTH MINNEAPOLIS, MN 55401	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	500.
ENVIRONMENTAL DEFENSE 1875 CONNECTICUT AVENUE WASHINGTON, DC 20009	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	5,000.
CAMP MCDOWELL 105 DELONG ROAD NAUVOO, AL 35578	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	10,000.
AMERICAN CANCER SOCIETY 1100 IRELAND WAY STE 201 BIRMINGHAM, AL 35205	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	1,000.
DOCTORS WITHOUT BORDERS 333 SEVENTH AVE. 32ND FLOOR NEW YORK, NY 10001-5004	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	5,000.
ALABAMA HUMANITIES FOUNDATION 1100 IRELAND WAY STE 201 BIRMINGHAM, AL 35205	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	3,500.
BETTER BASICS 200 BEACON PKW, W., STE 200 BIRMINGHAM, AL 35254	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	5,000.
CHILDREN'S VOLUNTEER HEALTH NETWORK, INC. P.O. BOX 2142 SANTA ROSA BEACH, FL 32459	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	8,000.
THE FIREHOUSE CENTER FOR THE ARTS MARKET SQUARE NEWBURYPORT, MA 01950	SUPPORT OF ARTS	PUBLIC CHARITY	1,000.

STEPHENS FOUNDATION

63-1035698

COMMUNITY FOUNDATION OF GREATER BIRMINGHAM 2100 1ST AVENUE NORTH BIRMINGHAM, AL 35203-4423	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	2,000.
ALTAMONT SCHOOL P.O. BOX 131429 BIRMINGHAM, AL 35213	SUPPORT OF EDUCATION	PUBLIC CHARITY	5,000.
PARKINSON ASSOCIATION OF ALABAMA P.O. BOX 590146 BIRMINGHAM, AL 35259	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	16,000.
NATURE CONSERVANCY P.O. BOX 6017 ALBERT LEA, MN 56007-9823	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	1,250.
RIVER NETWORK 520 SW 6TH AVE., SUITE 1130 PORTLAND, OR 97204-1535	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	10,500.
FRIENDS OF THE ALABAMA ARCHIVE P.O. BOX 300100 MONTGOMERY, AL 36130-0100	SUPPORT OF THE ORGANIZATION	PUBLIC CHARITY	17,500.

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

1,581,000.