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# Return of Private Foundation

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

### Treated as a Private Foundation

OMB No 1545-0052

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 DEC 1, 2009, and ending NOV 30, 2010

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>THE JOSEPH S. BRUNO CHARITABLE FOUNDATION</b>		A Employer identification number <b>63-0936234</b>
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite <b>P.O. BOX 530727</b>		B Telephone number <b>205-879-0799</b>
	City or town, state, and ZIP code <b>BIRMINGHAM, AL 35253-0727</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>10,499,245.</b> (Part I, column (d) must be on cash basis.)		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	121.	121.		STATEMENT 1
	4 Dividends and interest from securities	357,893.	357,854.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	32,882.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		32,882.		
	8 Net short-term capital gain				
Operating and Administrative Expenses	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	<13,686.>	32,944.		STATEMENT 3
	12 Total. Add lines 1 through 11	377,210.	423,801.		
	13 Compensation of officers, directors, trustees, etc	67,500.	0.		67,500.
	14 Other employee salaries and wages	10,500.	0.		10,500.
	15 Pension plans, employee benefits	11,892.	0.		11,892.
	16a Legal fees				
	b Accounting fees	4,300.	0.		4,300.
	c Other professional fees				
	17 Interest				
	18 Taxes	1,666.	1,656.		10.
	19 Depreciation and depletion	652.	0.		
	20 Occupancy	12,675.	0.		12,675.
	21 Travel, conferences, and meetings	3,567.	0.		3,567.
22 Printing and publications	125.	0.		125.	
23 Other expenses	105,180.	92,455.		10,455.	
24 Total operating and administrative expenses. Add lines 13 through 23	218,057.	94,111.		121,024.	
25 Contributions, gifts, grants paid	389,502.			389,502.	
26 Total expenses and disbursements. Add lines 24 and 25	607,559.	94,111.		510,526.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<230,349.>				
b Net investment income (if negative, enter -0-)		329,690.			
c Adjusted net income (if negative, enter -0-)			N/A		

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<b>Part II Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
<b>Assets</b>	1 Cash - non-interest-bearing	4,852.	33,873.	33,873.	
	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 <b>STMT 9</b>	6,672,273.	6,676,233.	7,490,045.	
	c Investments - corporate bonds <b>STMT 10</b>	2,063,141.	2,126,622.	2,160,584.	
<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other <b>STMT 11</b>	1,154,118.	788,156.	813,262.	
	14 Land, buildings, and equipment: basis ▶ <b>15,364.</b>				
	Less: accumulated depreciation <b>STMT 12 ▶</b>	13,883.	2,133.	1,481.	
	15 Other assets (describe ▶)				
	16 <b>Total assets</b> (to be completed by all filers)	9,896,517.	9,626,365.	10,499,245.	
	17 Accounts payable and accrued expenses	268.	58.		
	18 Grants payable				
<b>Net Assets or Fund Balances</b>	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
	23 <b>Total liabilities</b> (add lines 17 through 22)	268.	58.		
<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>	<b>and complete lines 24 through 26 and lines 30 and 31</b>				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>	<b>and complete lines 27 through 31.</b>			
		27 Capital stock, trust principal, or current funds	0.	0.	
		28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	9,896,249.	9,626,307.			
30 <b>Total net assets or fund balances</b>	9,896,249.	9,626,307.			
31 <b>Total liabilities and net assets/fund balances</b>	9,896,517.	9,626,365.			

**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	9,896,249.
2 Enter amount from Part I, line 27a	2	<230,349.>
3 Other increases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 7</b>	3	53,298.
4 Add lines 1, 2, and 3	4	9,719,198.
5 Decreases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 8</b>	5	92,891.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,626,307.

**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			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			32,882.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			32,882.

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	32,882.
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))
2008	473,912.	9,157,755.	.051750
2007	528,046.	11,062,122.	.047735
2006	612,685.	12,422,548.	.049320
2005	582,240.	11,747,140.	.049564
2004	542,778.	11,086,400.	.048959

2 Total of line 1, column (d)	2	.247328
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	.049466
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	10,205,996.
5 Multiply line 4 by line 3	5	504,850.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,297.
7 Add lines 5 and 6	7	508,147.
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	510,526.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,297.
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	3,297.
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	3,297.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	961.	
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	961.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	2,346.	
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 2010 estimated tax	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
1b 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
1c 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	
4b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
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

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FOUNDATION**

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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>JERA STRIBLING</u> Telephone no. ► <u>205-879-0799</u> Located at ► <u>P.O. BOX 530727, BIRMINGHAM, AL</u> ZIP+4 ► <u>35253-0727</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	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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ► _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<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.)	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 2009?		4b

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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 ☒ Nob 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)?  
Organizations relying on a current notice regarding disaster assistance check hereN/A  
☐

5b

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

6b

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

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

☐ Yes ☒ No

7b

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

N/A

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		67,500.	0.	3,900.

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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**THE JOSEPH S. BRUNO CHARITABLE  
FOUNDATION**

**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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**THE JOSEPH S. BRUNO CHARITABLE  
FOUNDATION**

**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>	9,589,960.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	451,457.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	320,000.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	10,361,417.
<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>	10,361,417.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	155,421.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	10,205,996.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	510,300.

**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>	510,300.
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	3,297.
<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>	3,297.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	507,003.
<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>	507,003.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	507,003.

**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>	510,526.
<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>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	510,526.
<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>	3,297.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	507,229.

**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
1 Distributable amount for 2009 from Part XI, line 7				507,003.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			452,768.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 510,526.				
a Applied to 2008, but not more than line 2a			452,768.	
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 2009 distributable amount				57,758.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				449,245.
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 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

N/A

**b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

b 85% of line 2a

**d** Amounts included in line 2c not used directly for active conduct of exempt activities

Subtract line 2d from line 2c

a "Assets" alternative test - enter:  
(1) Value of all assets

(2) Value of assets qualifying under section 4942(i)(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

## 1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

JERA STRIBLING, 205-879-0799

P.O. BOX 530727, BIRMINGHAM, AL 35253

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

PLEASE CONTACT MS STRIBLING

**c Any submission deadlines:**

PLEASE CONTACT MS STRIBLING

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

PLEASE CONTACT MS STRIBLING

**Part XV** **Supplementary Information** (continued)

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


<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
<div>a Paid during the year</div>				
SEE ATTACHED SCHEDULE	NONE	501(C)3	CHARITABLE	389,000.
FROM BELL FUND I, LLC K-1	NONE	501(C)3	CHARITABLE	2.
NATIONAL CENTER FOR FAMILY PHILANTHROPY (EIN: 52-2055016) - 1101 CONNECTICUT AVENUE NW	NONE	501(C)3	CHARITABLE	500.
<div>Total</div>				<div>▶ 3a</div> <div>389,502.</div>
<div>b Approved for future payment</div>				
NONE				
<div>Total</div>				<div>▶ 3b</div> <div>0.</div>

## Part XVI-A

**1 Program service revenue:**

(See worksheet in line 13 instructions to verify calculations.)

## Part XVI-B

Line No 

## Part XVII

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?

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]

☐ 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 <i>Greg J. Strubberg</i>		Date 12-16-2011	
Paid Preparer's Use Only	Preparer's signature <i>James K. Rink</i>		Date 2/14/11	Check if self-employed <input type="checkbox"/>
	Firm's name (or yours if self-employed), address, and ZIP code SELLERS RICHARDSON HOLMAN & WEST, LLP 216 SUMMIT BOULEVARD, STE 300 BIRMINGHAM, AL 35243			EIN <input type="checkbox"/> 205-278-0001

**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 CORDOVA INTELLIMEDIA VENTURES			VARIOUS	VARIOUS
b CANTERBURY GMO MAA FUND			VARIOUS	VARIOUS
c CANTERBURY GMO MAA FUND			VARIOUS	VARIOUS
d COMMON TRUST FUND SHORT TERM CAPITAL GAIN			VARIOUS	VARIOUS
e COMMON TRUST FUND LONG TERM CAPITAL GAIN			VARIOUS	VARIOUS
f PENN CAPITAL CORE HIGH YIELD BOND FUND, LP			VARIOUS	VARIOUS
g CORDOVA INTELLIMEDIA VENTURES			VARIOUS	VARIOUS
h PENN CAPITAL CORE HIGH YIELD BOND FUND, LP			VARIOUS	VARIOUS
i				
j				
k				
l				
m				
n				
o				

(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			<85,316.>
b			116,509.
c			<365,649.>
d			232,290.
e			141,619.
f			1,437.
g			<4,238.>
h			<3,770.>
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<85,316.>
b			116,509.
c			<365,649.>
d			232,290.
e			141,619.
f			1,437.
g			<4,238.>
h			<3,770.>
i			
j			
k			
l			
m			
n			
o			

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	32,882.
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

## 2009 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
4	COMPUTER RECOVER CHAIRS IN	0201042000	DB	5.00	17	1,285.			1,285.	1,285.		0.
7	JERA'S OFFICE	0201022000	DB	7.00	17	313.			313.	313.		0.
8	SIT ON IT EXECUTIVE CHAIR	0201022000	DB	7.00	17	382.			382.	382.		0.
9	MICROEDGE SOFTWARE	100198SL		3.00	16	5,750.			5,750.	5,750.		0.
10	LATERAL FILE CABINET	0609072000	DB	7.00	17	512.			512.	288.		64.
11	DESK, CREDENZA, BRIDGE	0724072000	DB	7.00	17	3,114.			3,114.	1,753.		389.
12	SERVER ROOM EQUIPMENT	0725072000	DB	5.00	17	186.			186.	133.		21.
13	BOOKCASE	1007962000	DB	7.00	17	1,230.			1,230.	1,230.		0.
14	BOOKCASE	0724072000	DB	7.00	17	668.			668.	376.		83.
15	LABOR & SURCHARGE FOR DESK, CREDENZA,	0724072000	DB	7.00	17	245.			245.	138.		31.
16	ARTWORK	0414042000	DB	7.00	17	961.			961.	897.		43.
17	HP LASER PRINTER	0701042000	DB	7.00	17	718.			718.	686.		21.
	* TOTAL 990-PF PG 1 DEPR					15,364.		0.	15,364.	13,231.	0.	652.



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

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SOURCE	AMOUNT
FIRST COMMERCIAL BANK	121.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	121.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BELL FUND I, LLC	68.	0.	68.
CANTERBURY GMO MAA FUND	84,237.	0.	84,237.
CORDOVA INTELLIMEDIA VENTURES, LP	256.	0.	256.
MELLON BANK	249,603.	0.	249,603.
PENN CORE HIGH YIELD BOND	23,729.	0.	23,729.
TOTAL TO FM 990-PF, PART I, LN 4	357,893.	0.	357,893.

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FORM 990-PF OTHER INCOME STATEMENT 3

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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CORDOVA INTELLIMEDIA VENTURES	<3,836.>	0.	
BELL FUND I, LLC	<11,121.>	0.	
BELL FUND I, LLC	<23,067.>	<23,067.>	
BELL FUND I, LLC	<31,673.>	0.	
CANTERBURY GMO MAA FUND	63,434.	63,434.	
PENN CORE HIGH YIELD BOND FUND, LP	<7,423.>	<7,423.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<13,686.>	32,944.	

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FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	4,300.	0.		4,300.
TO FORM 990-PF, PG 1, LN 16B	4,300.	0.		4,300.

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FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES AND LICENSES	10.	0.		10.
FOREIGN TAXES	1,656.	1,656.		0.
TO FORM 990-PF, PG 1, LN 18	1,666.	1,656.		10.

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FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMPUTER EXPENSE	2,523.	0.		253.
MEALS & ENTERTAINMENT	654.	0.		654.
EQUIPMENT LEASES	175.	0.		175.
INSURANCE	895.	0.		895.
OFFICE SUPPLIES	11.	0.		11.
PAYROLL PROCESSING	1,006.	0.		1,006.
POSTAGE	260.	0.		260.
TELEPHONE	1,563.	0.		1,563.
INVESTMENT FEES	92,319.	92,319.		0.
BANK FEES	136.	136.		0.
TRAINING	248.	0.		248.
CONSULTING	120.	0.		120.
AUTO	3,000.	0.		3,000.
DUES/SUBSCRIPTIONS	2,270.	0.		2,270.
TO FORM 990-PF, PG 1, LN 23	105,180.	92,455.		10,455.

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FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
BOOK/TAX DIFFERENCE - PENN CORE HIGH YIELD BOND FUND, LP	53,298.
TOTAL TO FORM 990-PF, PART III, LINE 3	53,298.

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FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
BOOK/TAX DIFFERENCE - CORDOVA INTELLIMEDIA VENTURES, LP	10,120.
BOOK/TAX DIFFERENCE - BELL FUND I, LLC	81,508.
NONTAXABLE DIVIDENDS	1,263.
TOTAL TO FORM 990-PF, PART III, LINE 5	92,891.

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FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CANTERBURY MAA FUND	4,606,641.	5,073,983.
SPDR TRUST SERIES	497,083.	629,699.
CANTERBURY SMID CAP VALUE FUND	1,572,509.	1,786,363.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,676,233.	7,490,045.

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FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CF SMAM GOV CREDIT INDEX FUND	1,926,622.	1,957,965.
VANGUARD HIGH YIELD CORPORATE FUND	0.	0.
VANGUARD S/T CORPORATE-ADMR	200,000.	202,619.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,126,622.	2,160,584.

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FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CORDOVA INTELLIMEDIA VENTURES	COST	45,142.	45,142.
BELL FUND I, LLC	COST	274,858.	274,858.
PENN CORE HIGH YIELD BOND FUND	COST	317,271.	342,377.
DREYFUS FUNDS CASH MGMT PLUS	COST	150,885.	150,885.
TOTAL TO FORM 990-PF, PART II, LINE 13		788,156.	813,262.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	12
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	1,285.	1,285.	0.
RECOVER CHAIRS IN JERA'S OFFICE	313.	313.	0.
SIT ON IT EXECUTIVE CHAIR	382.	382.	0.
MICROEDGE SOFTWARE	5,750.	5,750.	0.
LATERAL FILE CABINET	512.	352.	160.
DESK, CREDENZA, BRIDGE	3,114.	2,142.	972.
SERVER ROOM EQUIPMENT	186.	154.	32.
BOOKCASE	1,230.	1,230.	0.
BOOKCASE	668.	459.	209.
LABOR & SURCHARGE FOR DESK, CREDENZA, BOOKCASE	245.	169.	76.
ARTWORK	961.	940.	21.
HP LASER PRINTER	718.	707.	11.
TOTAL TO FM 990-PF, PART II, LN 14	15,364.	13,883.	1,481.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BENNY M. LARUSSA JR. 115 OFFICE PARK DRIVE, SUITE 350 BIRMINGHAM, AL 35223	VP/TREASURER 0.00	0.	0.	0.
ROBERT H. SPRAIN, JR. 1707 29TH COURT SOUTH BIRMINGHAM, AL 35209	VP/SECRETARY 0.00	0.	0.	0.
MARIAN L. PHILLIPS 3140 GUILFORD ROAD BIRMINGHAM, AL 35223	DIRECTOR 0.00	0.	0.	0.
ANNE B. LARUSSA 3258 HILLARD DRIVE BIRMINGHAM, AL 35243	DIRECTOR 0.00	0.	0.	0.
NORM DAVIS P.O. BOX 10686 BIRMINGHAM, AL 35202	DIRECTOR 0.00	0.	0.	0.
JERA STRIBLING 4300 KENNESAW DRIVE BIRMINGHAM, AL 35213	EXEC DIRECTOR 20.00	67,500.	0.	3,900.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		67,500.	0.	3,900.

# Payments Made - OBRA Report

12/22/2010

Payee Organization	Request Primary Contact	Project Title	Staff	Amount	Check #	Paid Date	Deduct Amount	Non-Deduct Amount	Tax Status	Sched. Date	Done Date	Receipt
Alabama Association of Nonprofits	Stone, John	P O Box 292305 Birmingham, AL 35229 Standards For Excellence	Admin	\$7,500.00		11/18/2010	\$7,500.00	\$0.00	501(c)(3)			
Alabama Symphony Orchestra	Yarbrough, Kathy	3621 Sixth Ave South Birmingham, AL 35222 ASO Education Program	Admin	\$20,000.00		11/18/2010	\$20,000.00	\$0.00	501(c)(3)			
Alzheimer's of Central Alabama	Piggot, Miller	300 Office Park Drive, Suite 225 Birmingham, AL 35223 Adult Day Care Scholarship Program	Admin	\$10,000.00		5/5/2010	\$10,000.00	\$0.00	501(c)(3)			
Angel Flight - Alabama Branch Office	Chambers, Jeanine	7601 Rovers Cardinal Airport Road Tuscaloosa, AL 35401 Fly an Alabama Patient Project	Admin	\$8,000.00		11/18/2010	\$8,000.00	\$0.00	Non-profit organization 501(c)(3)			
Arthritis Foundation	Cotter, Colleen	300 Vestavia Parkway Suite 3500 Birmingham, AL 35216	Christie Smith	\$2,000.00		11/23/2010	\$2,000.00	\$0.00	501(c)(3)			
Bethel Ensley Action Tasks Inc	Wager, Rich	1524 Ave D Birmingham, AL 35218 Hire an executive director	Christie Smith	\$25,000.00		11/23/2010	\$25,000.00	\$0.00	501(c)(3)			

# Payments Made - OBRA Report

12/22/2010

Payee Organization	Request Primary Contact	Project Title	Staff	Amount	Deduct	Non-Deduct	Sched.	Done
				Check #	Amount	Amount	Date	Date
				Paid Date		Status		
Better Basics	Kapp, Karen		Admin	\$15,000.00	\$15,000.00	\$0.00	501c(3)	
2809 Crescent Ave, Suite 20	Birmingham, AL 35209			5/5/2010				
Program Materials								
Birmingham Children's Theatre	McLaughlin, John		Admin	\$5,000.00	\$5,000.00	\$0.00	501c(3)	
PO Box 1362	Birmingham, AL 35201			5/4/2010				
Tuxedo Junction - Production								
Birmingham Homeownership Center	Brown, Dawn		Admin	\$10,000.00	\$10,000.00	\$0.00	501c(3)	
4117 Second Avenue South	Birmingham, AL 35222			5/4/2010				
Housing Counseling Agency								
Birmingham Hospitality Network Inc	Cowan, Rana		Christie Smith	\$3,000.00	\$3,000.00	\$0.00	501c(3)	
P O Box 531233	Birmingham, AL 35253			11/23/2010				
Birmingham Museum of Art	Trechsel, Gail		Admin	\$20,000.00	\$20,000.00	\$0.00	501c(3)	
2000 Eighth Avenue	Birmingham, AL 35203-2278			11/23/2010				
Multi-use Terrace								
Bridge Ministries	Isay, Lisa		Christie Smith	\$6,000.00	\$6,000.00	\$0.00	501c(3)	
PO Box 55216	Birmingham, AL 35255			11/23/2010				
Cahaba River Society	McCracken, Mike		Admin	\$2,500.00	\$2,500.00	\$0.00	501c(3)	

12/22/2010

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# Payments Made - OBRA Report

12/22/2010

Payee Organization	Request Primary Contact	Project Title	Staff	Amount Check # Paid Date	Deduct Amount	Non- Deduct Tax Amount Status	Sched. Date	Done Date
Williams, Rene C	120 2nd Court North Birmingham, AL 35204	CASA		5/7/2010				
Court Appointed Special Advocates	Williams, Rene C	120 2nd Court North Birmingham, AL 35204	Christie Smith	\$3,000 00 11/23/2010	\$3,000 00	\$0 00 501c(3)		
Episcopal Place	Mueller, Kris	1112 26th Street South Birmingham, AL 35205	Admin	\$5,000 00 11/18/2010	\$5,000 00	\$0 00 501c(3)		
Exceptional Foundation	Kirk, Tricia	1616 Oxmoor Road Birmingham, AL 35209	Admin	\$5,000 00 11/23/2010	\$5,000 00	\$0 00 501c(3)		
Gateway	Loop, Jim	1-401 20th St South Birmingham, AL 35205	Admin	\$5,000 00 5/12/2010	\$5,000 00	\$0 00 501c(3)		
Girl Scouts of North Central Alabama	Coghlan, Patricia K	105 Heatherbrook Park Drive Birmingham, AL 35242-8008	Admin	\$5,000 00 5/7/2010	\$5,000 00	\$0 00 501 (c) (3)		
Girls Incorporated			Admin	\$5,000 00	\$5,000 00	\$0 00 501c(3)		

# Payments Made - OBRA Report

12/22/2010

Payee Organization	Staff	Amount	Deduct	Non-	Receipt	Done
Request Primary Contact		Check #	Amount	Deduct Tax	Sched.	Date
Project Title		Paid Date		Amount Status	Date	
Scanland, Diane 5201 8th Ave South Birmingham, AL 35232 <i>Preventing Adolescent Pregnancy Program</i>		5/6/2010				
Greater Birmingham Ministries Douglas, Scott 2304 12th Avenue North Birmingham, AL 35234	Christie Smith	\$15,000 00 11/23/2010	\$15,000 00	\$0 00 501c(3)		
Holy Family Catholic High School Stenmiller, Alex 2001 19th Street Ensley, AL 35218 <i>Textbooks and Calculators</i>	Admin	\$20,000 00 5/12/2010	\$20,000 00	\$0 00 501c(3)		
Impact Black, Stephen F 1901 6th Avenue North Suite 2400 Birmingham, AL 35203 <i>Impact Alabama</i>	Admin	\$5,000 00 11/18/2010	\$5,000 00	\$0 00 501c(3)		
Jefferson County Council on Aging Graham, George 3712 4th Avenue South Birmingham, AL 35222 <i>Meals on Wheels</i>	Admin	\$10,000 00 11/23/2010	\$10,000 00	\$0 00 501c(3)		
Jefferson County Council on Aging Graham, George 3712 4th Avenue South Birmingham, AL 35222	Christie Smith	\$5,000 00 11/23/2010	\$5,000 00	\$0 00 501c(3)		
Jones Valley Urban Farm Marty, Edwin	Christie Smith	\$10,000 00	\$10,000 00	\$0 00 501c(3)		

# Payments Made - OBRA Report

12/22/2010

Payee Organization	Staff	Amount	Deduct	Non-	Receipt	Done
Request Primary Contact		Check #	Amount	Deduct Tax	Sched.	Date
Project Title		Paid Date	Amount	Amount Status	Date	
PO Box 55357 Birmingham, AL 35255		11/23/2010				
Literacy Council of Central Alabama Beckham, Julie 2301 First Avenue North Suite 102 Birmingham, AL 35203 <i>Ready to Read, Tutor Training and Referral</i>	Admin	\$5,000 00 5/4/2010	\$5,000 00	\$0 00 501c(3)		
McWane Center Zodrov, Tony 200 Nineteenth St North Birmingham, AL 35203 <i>Science Education Program</i>	Admin	\$15,000 00 5/4/2010	\$15,000 00	\$0 00 501c(3)		
Metropolitan Youth Orchestra of Central Alabama Gothorff, Jean P O Box 811 Birmingham, AL 35201 <i>Scrollworks - Music Education Program</i>	Admin	\$5,000 00 5/7/2010	\$5,000 00	\$0 00 501c(3)		
Music Opportunity Program Foundation Salzburg, Rita Alabama School of Fine Arts 1800 8th Ave North Birmingham, AL 35203 <i>String Academy</i>	Admin	\$5,000 00 5/6/2010	\$5,000 00	\$0 00 501c(3)		
Neighborhood Network Neville, Paul P O Box 11512 Birmingham, AL 35202-1512 <i>Camp NorthStar Youth Ministries</i>	Admin	\$5,000 00 8/23/2010	\$5,000 00	\$0 00 501c(3)		
Oasis	Admin	\$7,500 00	\$7,500 00	\$0 00 501c(3)		

# Payments Made - OBRA Report

12/22/2010

Payee Organization	Staff	Amount	Deduct	Non-	Receipt	Done
Request Primary Contact		Check #	Amount	Deduct Tax	Sched.	Date
Project Title		Paid Date		Amount Status	Date	
Bowden, Kathy 1900 14th Ave South Birmingham, AL 35205-4906 <i>Core Counseling Program</i>		5/5/2010				
Red Mountain Theatre Company Cromwell, Keith 2900 First Avenue South Birmingham, AL 35233 <i>Youth and Education Program</i>	Admin	\$5,000 00	\$5,000 00	\$0 00 501c(3)		
Sight Savers of Alabama Haddox, Jeff 169 Cahaba Valley Parkway Pelham, Alabama 35124	Admin	\$5,000 00	\$5,000 00	\$0 00 501c(3)		
Space One Eleven Arrasmith, Anne 2409 Second Avenue North Birmingham, AL 35203-3809 <i>City Center Art</i>	Christie Smith	\$5,000 00	\$5,000 00	\$0 00 501c(3)		
Triumph Services, Inc. Stephens, Brooke G 2216 10th Court South Birmingham, AL 35205 <i>Triumph Services</i>	Admin	\$1,000 00	\$1,000 00	\$0 00 501c(3)		
United Way Community Food Bank, Inc Logan, Larry 107 Walter Davis Drive Birmingham, AL 35209 <i>Food Bank</i>	Admin	\$10,000 00	\$10,000 00	\$0 00 501c(3)		
United Way of Central Alabama	Admin	\$25,000 00	\$25,000 00	\$0 00 501c(3)		

# Payments Made - OBRA Report

12/22/2010

Payee Organization	Request Primary Contact	Project Title	Staff	Amount Check # Paid Date	Deduct Amount	Non- Deduct Tax Amount Status	Sched. Date	— Receipt — Done Date
Langlois, Drew P O Box 320189 Birmingham, AL 35232 Success By Six				11/18/2010				
Urban Ministries Duley, Tom 1229 Cotton Avenue SW Birmingham, AL 35211-1914			Christie Smith	\$6,000 00 11/23/2010	\$6,000 00	\$0 00 501 c(3)		
Very Special Arts Lovoy, Patti PO Box 12504 Birmingham, AL 35202 Children's Programming			Admin	\$5,000 00 5/5/2010	\$5,000 00	\$0 00 501 c(3)		
Workshops, Inc. Crow, Susan C 4244 3rd Avenue South Birmingham, AL 35222 Computer System			Admin	\$15,000 00 11/23/2010	\$15,000 00	\$0 00 501 c(3)		
<b>Grand Total</b> (46 items)				\$389,000 00	\$389,000 00	\$0 00		

# CHARITABLE ORGANIZATION REGISTRATION STATEMENT Annual Renewal

**RETURN TO:**

Office of the Attorney General  
Consumer Protection Section  
500 Dexter Avenue  
Montgomery, Alabama 36130-0152  
(334) 242-7335

This form is for the annual renewal of charitable organizations. If any of the information filed with your organization's Initial Registration has changed, please fill out the original Registration Statement Form and check "update." Please provide the information below.

1      Legal Name of Charitable Organization      Joseph S. Bruno Charitable Foundation

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2.      Attach Annual Written Report

The charitable organization must within ninety (90) days of the close of its fiscal year ending after the date on which it files its initial registration, file an annual written report, which shall include a financial statement covering the fiscal year, clearly setting forth the gross income, expenses, and net income inuring to the benefit of the charitable organization, a balance sheet as of the close of the fiscal year, and a schedule of the activities carried on by the charitable organization in the performance of its purposes and the amounts expended thereon during the fiscal year.

An organization may also meet this requirement by submitting a copy of the Form 990 submitted to the Internal Revenue Service as required by federal law.

A fee of twenty-five dollars (\$25) payable to the Office of the Attorney General must be paid at the time of annual renewal.

**Public Disclosure Notice**

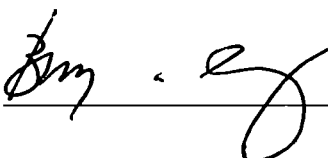
Information in this statement is public record.

THANK YOU FOR YOUR COOPERATION

CERTIFICATION

President or Other Authorized Officer

I, (NAME) Benny M. LaRosa, Jr., (TITLE) Chairman & President hereby certify under penalty of perjury, that the information contained in this statement is true and correct. I further certify that I am authorized to submit this statement on behalf of the company named in line 1 above. I also understand that I am under a continuing obligation to notify the Office of the Attorney General within ten (10) days of any change in the information provided.

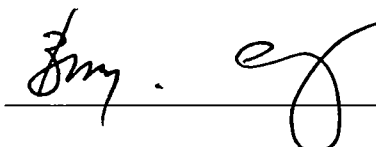
SIGNATURE  DATE 2-15-11

Subscribed and sworn before me this 15 day of February, 2011

NOTARY PUBLIC Christie Turner Smith My Commission Expires 5/13/13

Chief Fiscal Officer

I, (NAME) Benny M. LaRosa, Jr., (TITLE) Chairman & President hereby certify under penalty of perjury, that the information contained in this statement is true and correct. I further certify that I am authorized to submit this statement on behalf of the company named in line 1 above. I also understand that I am under a continuing obligation to notify the Office of the Attorney General within ten (10) days of any change in the information provided.

SIGNATURE  DATE 2-15-11

Subscribed and sworn before me this 15 day of February, 2011

NOTARY PUBLIC Christie Turner Smith My Commission Expires 5/13/13