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

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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation <b>THE W. JAMES SAMFORD, JR. FOUNDATION C/O LUCINDA SAMFORD CANNON</b>		A Employer identification number <b>20-0246688</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>P.O. BOX 3080</b>	Room/suite	B Telephone number <b>334-749-8481</b>
City or town, state, and ZIP code <b>OPELIKA, AL 36803-3080</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. 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>\$ 8,673,810.</b>	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)
1 Contributions, gifts, grants, etc., received		88,940.		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		4,026.	4,026.		STATEMENT 1
4 Dividends and interest from securities		224,096.	213,369.		STATEMENT 2
5a Gross rents		17,500.	17,500.		STATEMENT 3
b Net rental income or (loss) <b>&lt;5,648.&gt;</b>					STATEMENT 4
6a Net gain or (loss) from sale of assets not on line 10		39,006.			
b Gross sales price for all assets on line 6a <b>2,937,131.</b>					
7 Capital gain net income (from Part IV, line 2)			39,006.		
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		<563.>	<1,096.>		STATEMENT 5
12 Total. Add lines 1 through 11		373,005.	272,805.		
13 Compensation of officers, directors, trustees, etc		12,500.	2,500.		10,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 6		38,890.	28,390.		10,500.
c Other professional fees STMT 7		50,157.	36,614.		13,543.
17 Interest					
18 Taxes STMT 8		7,237.	6,617.		0.
19 Depreciation and depletion		20,730.	20,432.		
20 Occupancy					
21 Travel, conferences, and meetings		11,249.	8,437.		2,812.
22 Printing and publications					
23 Other expenses STMT 9		26,613.	18,484.		6,174.
24 Total operating and administrative expenses. Add lines 13 through 23		167,376.	121,474.		43,029.
25 Contributions, gifts, grants paid		377,095.			377,095.
26 Total expenses and disbursements. Add lines 24 and 25		544,471.	121,474.		420,124.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<171,466.>			
b Net investment income (if negative, enter -0-)			151,331.		
c Adjusted net income (if negative, enter -0-)				N/A	

123501  
12-02-11

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011)

**THE W. JAMES SAMFORD, JR. FOUNDATION**  
**C/O LUCINDA SAMFORD CANNON**

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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		151,431.	40,158.	40,158.		
	2 Savings and temporary cash investments		952,167.	200,270.	200,270.		
	3 Accounts receivable ▶ 294,247.						
	Less: allowance for doubtful accounts ▶		1,076.	294,247.	294,247.		
	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	5,573,729.	5,547,110.	5,267,302.			
	c Investments - corporate bonds STMT 11	2,016,945.	2,380,093.	2,375,264.			
11 Investments - land, buildings, and equipment basis ▶ 500,839.							
Less accumulated depreciation STMT 12 ▶ 83,763.	437,508.	417,076.	417,076.				
12 Investments - mortgage loans							
13 Investments - other STMT 13	25,482.	0.	0.				
14 Land, buildings, and equipment basis ▶ 1,707.							
Less accumulated depreciation STMT 14 ▶ 749.	393.	958.	958.				
15 Other assets (describe ▶ STATEMENT 15)	0.	78,535.	78,535.				
16 Total assets (to be completed by all filers)	9,158,731.	8,958,447.	8,673,810.				
Liabilities	17 Accounts payable and accrued expenses						
	18 Grants payable						
	19 Deferred revenue						
	20 Loans from officers, directors, trustees, and other disqualified persons						
	21 Mortgages and other notes payable						
22 Other liabilities (describe ▶ STATEMENT 16)	439,620.	410,802.					
23 Total liabilities (add lines 17 through 22)	439,620.	410,802.					
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	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	8,719,111.	8,547,645.				
30 Total net assets or fund balances	8,719,111.	8,547,645.					
31 Total liabilities and net assets/fund balances	9,158,731.	8,958,447.					

**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	8,719,111.
2 Enter amount from Part I, line 27a	2	<171,466.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	8,547,645.
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	8,547,645.

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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			
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 2,937,131.		2,898,125.	39,006.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			
b			
c			
d			
e			39,006.

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	39,006.
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))
2010	337,131.	8,286,077.	.040686
2009	280,520.	7,541,545.	.037197
2008	279,585.	8,770,460.	.031878
2007	288,502.	9,334,503.	.030907
2006	779,096.	8,190,175.	.095126

2 Total of line 1, column (d)	2	.235794
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	.047159
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	8,404,336.
5 Multiply line 4 by line 3	5	396,340.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,513.
7 Add lines 5 and 6	7	397,853.
8 Enter qualifying distributions from Part XII, line 4	8	420,124.

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.

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**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	1,513.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,513.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,513.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,240.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	1,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,240.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	727.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 727. Refunded <input type="checkbox"/> 0.	11	0.	

**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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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) <input checked="" type="checkbox"/> AL, NC		
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 2011 or the taxable year beginning in 2011 (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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**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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	13	X	
14	The books are in care of <b>LUCINDA CANNON</b> Located at <b>P.O. BOX 3080, OPELIKA, AL</b> Telephone no. <b>334-749-8481</b> ZIP+4 <b>36803</b>			
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 <b>15</b> <b>N/A</b>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <b>N/A</b>	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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 instructions)? Organizations relying on a current notice regarding disaster assistance check here <b>N/A</b>	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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years <b>N/A</b>	2a	
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.) <b>N/A</b>	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 2011 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 2011.) <b>N/A</b>	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 2011?	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

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
LUCINDA SAMFORD CANNON P.O. BOX 3080 OPELIKA, AL 36803	PRESIDENT AND	DIRECTOR		
PRESTON B. BARNETT P.O. BOX 3080 OPELIKA, AL 36803	TREASURER AND	DIRECTOR		
E. RASHA CANNON P.O. BOX 3080 OPELIKA, AL 36803	SECRETARY AND	DIRECTOR		

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

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

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

0

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

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

Total number of others receiving over \$50,000 for professional services

0

**Part IX-A** Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	7,716,362.
b	Average of monthly cash balances	1b	230,006.
c	Fair market value of all other assets	1c	585,953.
d	Total (add lines 1a, b, and c)	1d	8,532,321.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	8,532,321.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	127,985.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,404,336.
6	Minimum investment return. Enter 5% of line 5	6	420,217.

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

1	Minimum investment return from Part X, line 6	1	420,217.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,513.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,513.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	418,704.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	418,704.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	418,704.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	420,124.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	420,124.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,513.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	418,611.

**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 (2011)

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

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				418,704.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			374,115.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 420,124.				
a Applied to 2010, but not more than line 2a			374,115.	
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 2011 distributable amount				46,009.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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:	0.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				372,695.
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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

2011.03060 THE W. JAMES SAMFORD, JR. F 9895 111

THE W. JAMES SAMFORD, JR. FOUNDATION  
C/O LUCINDA SAMFORD CANNON

Form 990-PF (2011)

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**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 Paid during the year				
AUBURN UNIVERSITY FOUNDATION 317 SOUTH COLLEGE STREET AUBURN, AL 36849	NONE	501C(3)	SCHOLARSHIP AWARD PROGRAM	22,000.
AUBURN ALUMNI ASSOCIATION 317 SOUTH COLLEGE STREET AUBURN, AL 36849	NONE	501C(3)	GENERAL FUNDING	3,000.
AUBURN FOOTBALL LETTERMAN CLUB 219 SOUTH 8TH STREET OPELIKA, AL 36801	NONE	501C(3)	SCHOLARSHIP FUND	5,000.
AUBURN COLLEGE OF LIBERAL ARTS 323 BIGGIN HALL AUBURN, AL 36849	NONE	501C(3)	PROFESSORSHIP ENDOWMENT	2,500.
BIG OAK RANCH 5469 JAKE MINTZ ROAD OHATCHEE, AL 36271	NONE	501C(3)	MEMORIAL DONATION	1,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	377,095.
b Approved for future payment				
OPELIKA SPORTSPLEX & AQUATICS CENTER 801 S. RAILROAD AVENUE, SUITE 202A MONTGOMERY, AL 36106	NONE	501C(3)	HELP UNDERWRITE CONSTRUCTION COST FOR RECREATIONAL COMPLEX IN OPELIKA,AL	700,000.
JOHN ED MATHISON LEADERSHIP MINISTRIES 4131 CARMICHAEL ROAD, JAM EXECUTIVE SUITE 4 MONTGOMERY, AL 36109	NONE	501C(3)	AID IN SUPPORT FOR WORLD-WIDE PREACHING/TEACHING MINISTRIES	10,000.
STEGALL SEMINARY SCHOLARSHIP FOUNDATION 2416 WEST CLOVERDALE PARK BIRMINGHAM, AL 35209	NONE	501C(3)	ASSIST SEMINARY STUDENTS WITH TUITION, BOOKS, TRANSPORTATION, LODGING	10,000.
Total			▶ 3b	720,000.

Form 990-PF (2011)

123611 12-02-11





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

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

OMB No 1545-0047

**2011****Name of the organization**THE W. JAMES SAMFORD, JR. FOUNDATION  
C/O LUCINDA SAMFORD CANNON**Employer identification number**

20-0246688

**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 foundation

Check 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, total 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 total 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 Part I, 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 Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)**

Name of organization

THE W. JAMES SAMFORD, JR. FOUNDATION  
C/O LUCINDA SAMFORD CANNON

Employer identification number

20-0246688

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF WILLIAM J. SAMFORD, JR P.O. BOX 3080 OPELIKA, AL 36803	\$ 88,440.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Employer identification number

20-0246688

## Part II

[illegible]

Name of organization

Employer identification number

THE W. JAMES SAMFORD, JR. FOUNDATION  
C/O LUCINDA SAMFORD CANNON

20-0246688

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

THE W. JAMES SAMFORD, JR. FOUNDATION  
C/O LUCINDA SAMFORD CANNON

20-0246688

**Part XV** Supplementary Information

**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BIRMINGHAM SOUTHERN COLLEGE 900 ARKADELPHIA ROAD BIRMINGHAM, AL 35254	NONE	501C(3)	SCHOLARSHIP AWARD PROGRAM	5,000.
BRIDGE BUILDERS 434 NORTH MCDONOUGH STREET MONTGOMERY, AL 36104	NONE	501C(3)	FUND PROGRAM COSTS FOR OPELIKA HIGH SCHOOL STUDENTS TO PARTICIPATE IN PROGRAM	5,000.
CAMP ASCCA 5278 CAMP ASCCA DRIVE JACKSON'S GAP, AL 36861	NONE	501C(3)	CAMPERSHIP PROGRAM FOR PHYSICALLY & MENTALLY HANDICAPPED CHILDREN & ADULTS	5,000.
CHILD ADVOCACY CENTER 1810 CORPORATE DRIVE OPELIKA, AL 36801	NONE	501C(3)	PROGRAM DEVELOPMENT & EXPANSION	5,000.
COMMUNITY FOUNDATION OF GREATER BIRMINGHAM 2100 FIRST AVENUE NORTH, #700 BIRMINGHAM, AL 35203	NONE	501C(3)	VREDENBURGH COMMUNITY CENTER	10,000.
EAST ALABAMA ARTS ASSOCIATION 1032 SOUTH RAILROAD AVENUE OPELIKA, AL 36801	NONE	501C(3)	GRAND PIANO FOR PERFORMING ARTS CENTER	10,000.
FIRST UNITED METHODIST CHURCH 702 AVENUE A OPELIKA, AL 36801	NONE	501C(3)	METHODIST CHILDREN'S HOME/BLUE LAKE CAMP/HONDURAS MISSION TRIP	5,000.
FOOD BANK OF EAST ALABAMA 375 INDUSTRY DRIVE AUBURN, AL 36830	NONE	501C(3)	DISTRIBUTE FOOD & ESSENTIALS TO PEOPLE IN NEED IN EAST ALABAMA	5,000.
GOODWILL EASTER SEALS OF THE GULF COAST 2448 GORDON SMITH DRIVE MOBILE, AL 36617	NONE	501C(3)	FINANCIAL ASSISTANCE FOR CHALLENGED, INJURED, ABUSED CHILDREN IN BLACK BELT AREA	5,000.
HARVEST EVANGELISM 1415 2ND AVENUE OPELIKA, AL 36801	NONE	501C(3)	GENERAL FUNDING FOR HOSANNA HOME FOR SINGLE MOMS WITH DRUG ADDICTIONS	2,500.
Total from continuation sheets				343,595.

THE W. JAMES SAMFORD, JR. FOUNDATION  
C/O LUCINDA SAMFORD CANNON

20-0246688

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HUDSON FAMILY FOUNDATION 300 NORTH DEAN ROAD, SUITE 5, #163 AUBURN, AL 36830	NONE	501C(3)	PROVIDE FINANCIAL SUPPORT FOR CHILDREN/FAMILIES LIVING W/ TERMINAL ILLNESS	7,500.
HUNTINGDON COLLEGE 1500 EAST FAIRVIEW AVENUE MONTGOMERY, AL 36106	NONE	501C(3)	FUNDING FOR FACILITIES IMPROVEMENT	20,000.
HUNTINGDON COLLEGE 1500 EAST FAIRVIEW AVENUE MONTGOMERY, AL 36106	NONE	501C(3)	BOND INTEREST	21,930.
IMPACT ALABAMA 1901 6TH AVENUE NORTH, SUITE 2400 MONTGOMERY, AL 36116	NONE	501C(3)	FOCUS FIRST PROGRAM - VISION CARE INITIATIVE FOR YOUNG CHILDREN	5,000.
JOHN ED MATHISON LEADERSHIP MINISTRIES 4131 CARMICHAEL ROAD, JAM EXECUTIVE SUITE 4 MONTGOMERY, AL 36109	NONE	501C(3)	AID IN SUPPORT FOR WORLD-WIDE PREACHING/TEACHING MINISTRIES	10,000.
LEE COUNTY EDUCATIONAL FOUNDATION/LEE SCOTT ACADEMY 1601 ACADEMY DRIVE OPELIKA, AL 36801	NONE	501C(3)	PROVIDE PHILANTHROPIC EDUCATION TO SELECT HIGH SCHOOL STUDENTS	22,824.
LEE COUNTY EDUCATIONAL FOUNDATION 1601 ACADEMY DRIVE OPELIKA, AL 36801	NONE	501C(3)	FUTURE PLANNING AND EXPANSION	35,000.
LIFESONG FOR ORPHANS 202 NORTH FORD STREET GRIDLEY, IL 61744	NONE	501C(3)	SUPPORT ADOPTION PROGRAM	5,000.
MONTGOMERY ACADEMY 3420 VAUGHN ROAD BIRMINGHAM, AL 35203	NONE	501C(3)	PROVIDE PHILANTHROPIC EDUCATION TO SELECT HIGH SCHOOL STUDENTS	24,841.
OPELIKA SPORTSPLEX & AQUATICS CENTER 801 S. RAILROAD AVENUE, SUITE 202A MONTGOMERY, AL 36106	NONE	501C(3)	HELP UNDERWRITE CONSTRUCTION COST FOR RECREATIONAL COMPLEX IN OPELIKA, AL	50,000.
Total from continuation sheets				

THE W. JAMES SAMFORD, JR. FOUNDATION  
C/O LUCINDA SAMFORD CANNON

20-0246688

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PARTNERSHIP FOR CHILDREN/CHILD CARE RESOURCE CENTER 2015 GATEWAY DRIVE MONTGOMERY, AL 36108	NONE	501C(3)	SCHOLARSHIPS FOR WORKING PARENTS FOR CHILD DAYCARE	5,000.
RONALD MCDONALD HOUSE 920 17TH STREET SOUTH BIRMINGHAM, AL 35205	NONE	501C(3)	ASSIST IN PROVIDING HOUSING FOR FAMILIES WITH HOSPITALIZED CHILDREN	1,000.
SALVATION ARMY OF OPELIKA 720 COLUMBUS PARKWAY OPELIKA, AL 36801	NONE	501C(3)	SENIOR FEEDING PROGRAM IN LEE COUNTY, AL	3,000.
SOUTHEASTERN COUNCIL OF FOUNDATIONS 50 HURT PLAZE, SUITE 350 OPELIKA, AL 36801	NONE	501C(3)	HELP MAINTAIN REGIONAL ASSOC. OF GRANTMAKERS	500.
STEGALL SEMINARY SCHOLARSHIP FOUNDATION 2416 WEST CLOVERDALE PARK BIRMINGHAM, AL 35209	NONE	501C(3)	ASSIST SEMINARY STUDENTS WITH TUITION, BOOKS, TRANSPORTATION, LODGING	10,000.
STORYBOOK FARM 300 CUSSETA ROAD OPELIKA, AL 36801	NONE	501C(3)	SUPPORT EQUINE ASSISTED ACTIVITIES FOR PHYSICALLY HANDICAPPED CHILDREN	2,000.
TIGERS UNLIMITED FOUNDATION 392 SOUTH DONAHUE DRIVE MONTGOMERY, AL 36106	NONE	501C(3)	BUILDING FOR EXCELLENCE CAMPAIGN BASKETBALL & BASEBALL AT AUBURN UNIVERSITY	45,000.
UNITED METHODIST CHURCH/ALABAMA WEST FLORIDA CONFERENCE 100 INTERSTATE PARK, SUITE 120-A MONTGOMERY, AL 36109	NONE	501C(3)	NORTH ALABAMA TORNADO DISASTER RESPONSE	10,000.
UNITED WAY OF LEE COUNTY 2133 EXECUTIVE PARK DRIVE TUSCALOOSA, AL 35487	NONE	501C(3)	ASSIST CHILDREN, YOUTH, FAMILIES, COMMUNITY OF AUBURN/OPELIKA, AL	5,000.
UNIVERSITY OF ALABAMA FOUNDATION COLLEGE OF COMMUNICATION TUSCALOOSA, AL 35487	NONE	501C(3)	SPRINGFIELD MEMORIAL ENDOWMENT SCHOLARSHIP	1,000.
Total from continuation sheets				

20-0246688

**3 Grants and Contributions Paid During the Year (Continuation)****Total from continuation sheets**

**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	DISSOLUTION OF K-1 PEPPERELL CORNERS, LTD	D		10/21/11
b	PUBLICLY TRADED SECURITIES	P		12/31/11
c	PUBLICLY TRADED SECURITIES	P		12/31/11
d	PUBLICLY TRADED SECURITIES	P		12/31/11
e	PUBLICLY TRADED SECURITIES	P		12/31/11
f	THRU K-1 ISHARES S&P COMMODITY-INDEXED TRUST	P		12/31/11
g	THRU K-1 ISHARES S&P COMMODITY-INDEXED TRUST	P		12/31/11
h	THRU PEPPERELL CORNERS, LTD	D		12/31/11
i	CAPITAL GAINS DIVIDENDS			
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		4,728.	<4,728.>
b	81,687.	102,703.	<21,016.>
c	1,178,478.	1,175,943.	2,535.
d	1,212,413.	1,220,497.	<8,084.>
e	397,974.	394,254.	3,720.
f	733.		733.
g	15,717.		15,717.
h	13,207.		13,207.
i	36,922.		36,922.
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			<4,728.>
b			<21,016.>
c			2,535.
d			<8,084.>
e			3,720.
f			733.
g			15,717.
h			13,207.
i			36,922.
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	39,006.
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

CONDO, HIGHLANDS, NC

2

128111  
05-01-11

(D) - Asset disposed

\* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone



## FORM 990-PF PAGE 1

[illegible]

(D) - Asset disposed

\* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

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

SOURCE	AMOUNT
MELLON CHECKING	3,936.
THRU K-1 ISHARES S&P COMMODITY-INDEXED TRUST	88.
THRU K-1 SPECTRA ENERGY PARTNERS LP	2.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4,026.

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

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MELLON 2410	157,653.	36,922.	120,731.
MELLON 2410-NONDIV DISTRIB	1,482.	0.	1,482.
MELLON 3920	101,883.	0.	101,883.
TOTAL TO FM 990-PF, PART I, LN 4	261,018.	36,922.	224,096.

## FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
CONDO, HIGHLANDS, NC	2	17,500.
TOTAL TO FORM 990-PF, PART I, LINE 5A		17,500.

## FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		20,432.	
TURNING LEAF CONDO		430.	
UTILITIES		1,786.	
MAINTENANCE & REPAIRS		500.	
- SUBTOTAL -	2		23,148.
TOTAL RENTAL EXPENSES			23,148.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			<5,648.>

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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
THRU K-1 SPECTRA ENERGY PARTNERS, LP	<28.>	<28.>	
THRU K-1 SPECTRA ENERGY PARTNERS, LP	<1,068.>	<1,068.>	
EXCISE TAX REFUND	533.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<563.>	<1,096.>	

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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	38,890.	28,390.		10,500.
TO FORM 990-PF, PG 1, LN 16B	38,890.	28,390.		10,500.

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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
INVESTMENT FEES	49,473.	36,115.		13,358.
PROFESSIONAL FEES	684.	499.		185.
TO FORM 990-PF, PG 1, LN 16C	50,157.	36,614.		13,543.

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 TAXES	4,325.	4,325.		0.
FEDERAL TAXES	620.	0.		0.
PROPERTY TAXES	2,292.	2,292.		0.
TO FORM 990-PF, PG 1, LN 18	7,237.	6,617.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	9
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK EXPENSE	30.	22.		8.
GRANT EXPENSES	6,082.	0.		6,082.
POSTAGE	79.	57.		22.
MEMBERSHIP DUES	15,075.	15,075.		0.
AMORTIZATION	1,313.	0.		0.
SUPPLIES	79.	57.		22.
INSURANCE	453.	453.		0.
MARKETING	50.	36.		14.
OTHER NONDEDUCTIBLE EXPENSE	642.	0.		0.
STATE REGISTRATION FEE	94.	68.		26.
TURNING LEAF CONDO	430.	430.		0.
UTILITIES	1,786.	1,786.		0.
MAINTENANCE & REPAIRS	500.	500.		0.
TO FORM 990-PF, PG 1, LN 23	26,613.	18,484.		6,174.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCK (MELLON 2410)	5,427,504.	5,155,578.
ISHARES	108,206.	98,940.
SPECTRA ENERGY PARTNERS LP	11,400.	12,784.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,547,110.	5,267,302.

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FORM 990-PF	CORPORATE BONDS	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BONDS (MELLON 3920)	2,380,093.	2,375,264.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,380,093.	2,375,264.

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FORM 990-PF	DEPRECIATION OF ASSETS HELD FOR INVESTMENT	STATEMENT	12
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
CONDO	480,000.	72,004.	407,996.
FURNISHINGS	15,000.	9,643.	5,357.
CREDENZA	142.	55.	87.
BAKER'S RACK	99.	39.	60.
END TABLE	129.	50.	79.
BOOKSHELVES	389.	154.	235.
42 INCH FLATSCREEN TV	1,145.	451.	694.
BOOKSELF	108.	42.	66.
SIDE TABLE	108.	42.	66.
TV STAND	194.	77.	117.
RECLINER	853.	325.	528.
GAS FURNACE	2,370.	763.	1,607.
ARTWORK	302.	118.	184.
TOTAL TO FM 990-PF, PART II, LN 11	500,839.	83,763.	417,076.

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FORM 990-PF	OTHER INVESTMENTS	STATEMENT	13
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PEPPERELL CORNERS	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	0.

## FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 14

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE EQUIPMENT - SCANNER	844.	620.	224.
LAPTOP	863.	129.	734.
TOTAL TO FM 990-PF, PART II, LN 14	1,707.	749.	958.

## FORM 990-PF OTHER ASSETS STATEMENT 15

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
EAGLE IMPORTS/ COBIA	0.	78,535.	78,535.
TO FORM 990-PF, PART II, LINE 15	0.	78,535.	78,535.

## FORM 990-PF OTHER LIABILITIES STATEMENT 16

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
BOND PAYABLE	445,000.	415,000.
DISCOUNT ON BOND PAYABLE	<5,511.>	<4,198.>
VISA	131.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	439,620.	410,802.

## Asset detail

## Equities

U.S. large cap

Shares/per value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
900	Covidien PLC (COV)	\$ 45.0100	\$ 40,509.00	\$ 49,631.94	\$ -9,122.94	\$ 810.00	2.0%	0.8%
1,200	Invesco Limited (IVZ)	20.0900	24,108.00	28,330.08	-4,282.08	588.00	2.4	0.4
900	Tyco International Ltd (TYC)	46.7100	42,039.00	35,945.64	6,093.36	900.00	2.1	0.8
2,000	AT&T Inc (T)	30.2400	60,480.00	79,288.00	-18,808.00	3,520.00	5.8	1.1
1,200	Allscripts Healthcare Solutions Inc (MDRX)	18.9400	22,728.00	25,832.40	-3,104.40	0.00	0.0	0.4
900	American Express Company (AXP)	47.1700	42,453.00	37,346.40	5,106.60	648.00	1.5	0.8
800	Ameriprise Financial Inc (AMP)	49.8400	39,712.00	29,907.68	9,804.32	896.00	2.3	0.7
400	Apple Inc (AAPL)	405.0000	162,000.00	55,579.00	106,421.00	0.00	0.0	3.0
350	Autoliv Inc (ALV)	53.4900	18,721.50	9,547.61	9,173.89	630.00	3.4	0.3
1,000	B B & T Corporation (BBT)	25.1700	25,170.00	25,137.00	33.00	640.00	2.5	0.5
1,000	Baxter International Inc (BAX)	49.4800	49,480.00	51,477.20	-1,997.20	1,340.00	2.7	0.9
1,000	Cbs Corp (CBS)	27.1400	27,140.00	29,330.00	-2,190.00	400.00	1.5	0.5
	Class B							
800	CIGNA Corp (CI)	42.0000	33,600.00	34,341.60	-741.60	32.00	0.1	0.6
1,400	Capital One Financial Corp (COF)	42.2900	59,208.00	63,859.60	-4,653.60	280.00	0.5	1.1
600	Cardinal Health Inc (CAH)	40.6100	24,366.00	27,874.20	-3,508.20	516.00	2.1	0.5



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## Equities

U.S. large cap  
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
550	Caterpillar Inc (CAT)	90.6000	49,830.00	52,737.15	-2,907.15	1,012.00	2.0	0.9
700	Chubb Corp (CB)	69.2200	48,454.00	35,459.75	12,994.25	1,092.00	2.3	0.9
1,025	Conocophillips (COP)	72.9700	74,691.75	65,477.25	9,214.50	2,708.00	3.6	1.4
600	Costco Whol Corp New (COST)	83.3200	49,992.00	50,114.40	-122.40	578.00	1.2	0.9
500	Danaher Corp (DHR)	47.0400	23,520.00	13,785.50	9,734.50	50.00	0.2	0.4
550	Deere & Co (DE)	77.3500	42,542.50	37,527.55	5,014.95	902.00	2.1	0.8
1,000	The Walt Disney Company (DIS)	37.5000	37,500.00	32,508.00	4,992.00	500.00	1.6	0.7
550	DU Pont (E I) De Nemours And (DD) Company	45.7800	25,179.00	15,290.00	9,889.00	902.00	3.6	0.5
1,800	E M C Corp Mass (EMC)	21.5400	40,978.00	32,989.00	7,937.00	0.00	0.0	0.8
700	Enesco International PLC (ESV)	46.9200	32,844.00	31,476.25	1,367.75	980.00	3.0	0.6
1,100	Exxon Mobil Corp (XOM)	84.7800	93,236.00	57,234.46	36,001.54	2,068.00	2.2	1.7
3,225	General Electric Company (GE)	17.9100	57,759.75	115,215.17	-57,455.42	2,183.00	3.8	1.1
1,000	Genuine Parts Co (GPC)	61.2000	61,200.00	51,949.00	9,251.00	1,800.00	2.9	1.1
100	Google Inc (GOOG)	645.9000	64,590.00	50,444.57	14,145.33	0.00	0.0	1.2
800	Halliburton Co (HAL)	34.5100	27,608.00	29,214.80	-1,606.80	288.00	1.0	0.5
800	Hess Corporation (HES)	58.8000	45,440.00	33,715.00	11,725.00	320.00	0.7	0.8
900	Home Depot Inc (HD)	42.0400	37,836.00	24,010.95	13,825.05	1,044.00	2.8	0.7
800	Honeywell Intl Inc (HON)	54.3500	43,480.00	31,342.75	12,137.25	1,192.00	2.7	0.8
500	Informatica Corp (INFA)	36.9300	18,485.00	22,842.00	-4,177.00	0.00	0.0	0.3
2,200	Intel Corp (INTC)	24.2500	53,350.00	47,588.94	5,761.06	1,948.00	3.5	1.0
300	International Business Machines (IBM) Corporation	183.8800	55,164.00	32,083.80	23,080.20	900.00	1.6	1.0
750	Intuit (INTU)	52.5900	39,442.50	39,742.50	-300.00	450.00	1.1	0.7
1,600	JP Morgan Chase & Co (JPM)	33.2500	53,200.00	59,574.56	-6,374.56	1,600.00	3.0	1.0
750	Kimberly Clark Corp (KMB)	73.5500	55,170.00	47,951.95	7,218.05	2,100.00	3.8	1.0
1,000	Kraft Foods Inc Cl A (KFT)	37.3500	37,350.00	37,350.00	10.00	1,160.00	3.1	0.7

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## Attachment A

W. James Samford Jr. Foundation

## Equities

U.S. large cap  
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
1,600	Limited Brands Inc (LTD)	40.3500	60,525.00	29,497.05	31,027.95	1,200.00	2.0	1.1
800	Lincoln Natl Corp Ind (LNC)	19.4200	17,478.00	18,171.00	-693.00	288.00	1.7	0.3
600	Lockheed Martin Corp (LMT)	80.9000	48,540.00	41,484.00	7,056.00	2,400.00	4.9	0.9
500	M & T BK Corp (MTB)	76.3400	38,170.00	44,244.80	-6,074.80	1,400.00	3.7	0.7
800	McKesson Corporation (MCK)	77.9100	62,328.00	50,157.09	12,170.91	640.00	1.0	1.2
1,300	Merck & Co Inc (MRK)	37.7000	49,010.00	54,414.38	-5,404.38	2,184.00	4.5	0.9
2,600	Microsoft Corporation (MSFT)	25.9600	67,498.00	88,252.20	-768.20	2,080.00	3.1	1.2
1,400	Microchip Technology Inc (MCHP)	35.6300	51,282.00	49,262.00	2,020.00	1,948.80	3.8	0.9
900	National Oilwell Varco Inc. (NOV)	67.9900	61,191.00	60,358.50	832.50	432.00	0.7	1.1
1,200	Nextera Energy Inc (NEE)	60.8800	73,056.00	67,239.08	5,816.94	2,640.00	3.6	1.4
900	Nordstrom Inc (JWN)	49.7100	44,739.00	40,232.67	4,506.33	828.00	1.9	0.8
650	Norfolk Southern Corporation (NSC)	72.8600	47,359.00	34,488.40	12,872.60	1,118.00	2.4	0.9
1,000	Occidental Petroleum Corp (OXY)	93.7000	93,700.00	85,119.38	8,580.62	1,840.00	2.0	1.7
700	Omnitec Group Inc (OMC)	44.5800	31,208.00	36,521.92	-5,315.92	700.00	2.2	0.6
2,800	Oracle Corp (ORCL)	25.6500	71,820.00	63,242.20	8,577.80	672.00	0.9	1.3
950	Ppl Corp (PPL)	29.4200	27,949.00	26,780.41	1,168.59	1,330.00	4.8	0.5
500	Parter Hannifin Corp (PH)	76.2500	38,125.00	27,943.50	10,181.50	740.00	1.9	0.7
1,200	Paychex Inc (PAYX)	30.1100	36,132.00	39,000.00	-2,868.00	1,538.00	4.3	0.7
700	Pepsico Inc (PEP)	66.3500	46,445.00	38,950.25	7,494.75	1,442.00	3.1	0.9
4,400	Pfizer Inc (PFE)	21.8400	95,216.00	100,789.50	-5,573.50	3,872.00	4.1	1.8
1,300	Phillip Morris International Inc (PM)	78.4800	102,024.00	66,532.00	35,492.00	4,004.00	3.9	1.9
1,400	Plains Exploration & PR-WA (PXP)	36.7200	51,408.00	40,145.00	11,263.00	0.00	0.0	1.0
300	Praxair Inc (PX)	106.8000	32,070.00	14,638.00	17,372.00	600.00	1.9	0.8
700	The Procter & Gamble Company (PG)	66.7100	46,697.00	37,946.00	8,751.00	1,470.00	3.2	0.9
500	Progress Energy Inc (PGN)	56.0200	28,010.00	21,779.05	6,230.95	1,240.00	4.4	0.5
250	Schlumberger Ltd (SLB)	68.3100	17,077.50	15,857.50	1,220.00	250.00	1.5	0.3
600	Teradata Corporation (TDC)	48.5100	29,108.00	30,198.86	-1,090.86	0.00	0.0	0.5

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 BNY MELLON  
WEALTH MANAGEMENT


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Attachment A

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**Equities****U.S. large cap**  
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
883	Time Warner Inc ( TWX )	38.1400	31,911.82	23,985.91	7,925.71	830.02	2.6	0.6
900	Unilever PLC ( UL ) Sponsored ADR New	33.5200	30,168.00	28,375.74	1,792.26	1,116.00	3.7	0.6
1,200	Vale SA ( VALE )	21.4500	25,740.00	13,788.75	11,951.25	33.50	0.1	0.5
1,400	Verizon Communications Inc ( VZ )	40.1200	56,168.00	49,978.47	6,189.53	2,800.00	5.0	1.0
1,750	Wells Fargo & Company ( WFC )	27.5900	48,230.00	53,930.25	-5,700.25	840.00	1.7	0.9
600	Yum! Brands Inc ( YUM )	59.0100	35,406.00	32,665.02	2,740.98	684.00	1.9	0.7
500	Zimmer Holdings Inc ( ZMH )	53.4200	26,710.00	27,954.95	-1,254.95	360.00	1.4	0.5
<b>Total U.S. large cap</b>			<b>\$ 3,482,988.12</b>	<b>\$ 3,054,901.55</b>	<b>\$ 398,086.45</b>	<b>\$ 80,501.42</b>		<b>63.8%</b>
<b>U.S. mid cap</b>								

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
1,100	Comarica Inc ( CMA )	\$ 25.8000	\$ 28,380.00	\$ 45,176.20	\$ -16,796.20	\$ 440.00	1.6%	0.5%
35,181.125	BNY Mellon Mid Cap Stock Fund ( MPMCX )	10.7900	379,604.34	450,912.53	-111,308.29	1,583.15	0.4	7.0
<b>Total U.S. mid cap</b>			<b>\$ 407,984.34</b>	<b>\$ 536,088.83</b>	<b>\$ -128,104.49</b>	<b>\$ 2,023.15</b>		<b>7.5%</b>
<b>U.S. small cap</b>								

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
19,114.311	BNY Mellon Small Cap Stock Fund ( MPSSX )	\$ 10.3500	\$ 197,833.12	\$ 304,440.00	\$ -106,606.88	\$ 5,552.26	2.8%	3.6%
1,146.789	Dreyfus Select Managers Small Cap ( DSGIX ) Growth Fund	16.6100	19,048.17	20,000.00	-951.83	0.00	0.0	0.4
<b>Total U.S. small cap</b>			<b>\$ 216,881.29</b>	<b>\$ 324,440.00</b>	<b>\$ -107,558.71</b>	<b>\$ 5,552.26</b>		<b>4.0%</b>

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## Attachment A

W. James Samford Jr. Foundation

## U.S. small-mid cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
6,201.11	BNY Mellon Small/Mid Cap Fund (MIMCMX)	\$ 12.1600	\$ 75,405.50	\$ 89,540.00	\$ -14,134.50	\$ 1,085.19	1.4%	1.4%
<b>Total U.S. small-mid cap</b>			\$ 75,405.50	\$ 89,540.00	\$ -14,134.50	\$ 1,085.19		1.4%

## Developed international

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
3,500	Taiwan Semiconductor Mfg Co Ltd (TSM) Sponsored ADR	\$ 12.9100	\$ 45,185.00	\$ 43,038.50	\$ 2,146.50	\$ 1,452.50	3.2%	0.8%
49,761.052	BNY Mellon International Fund (MIPITX)	8.8200	438,892.57	815,053.17	-376,160.60	16,271.87	3.7	8.1
4,070.111	Dreyfus Newton International Equity (SNIEX) Fund	14.5000	59,179.41	61,584.00	-2,404.59	1,353.49	2.3	1.1
3,462.504	Strategic Global Stock Fund (DGLRX)	13.2100	45,818.94	45,390.00	428.94	339.91	0.7	0.8
<b>Total developed international</b>			\$ 589,075.92	\$ 965,083.67	\$ -375,987.75	\$ 19,427.77		10.9%

## Emerging markets

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
24,518.691	BNY Mellon Emerging Markets Fund (MEMKX)	\$ 8.8500	\$ 216,972.72	\$ 402,234.42	\$ -185,261.70	\$ 2,721.35	1.3%	4.0%
18,508.771	Dreyfus Emerging Markets Fund (DRPEX)	9.0500	168,551.35	192,116.00	-42,564.65	2,476.02	1.7	2.8
<b>Total emerging markets</b>			\$ 385,524.07	\$ 594,350.42	\$ -277,826.35	\$ 5,197.37		6.8%
<b>Total equities</b>			\$ 5,118,857.24	\$ 5,574,384.58	\$ -455,527.34	\$ 119,797.15		94.3%

## Alternative investments

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
3,000	ISHARES S&P GSCI Commodity-Indexed Trust	\$ 32.9800	\$ 98,940.00	\$ 108,206	\$ 5,954.40	\$ 0.00	0.0%	1.8%
2,143.641	Highbridge Dynamic Commodities Strategy Fund - E	17.1300	36,720.57	45,920.00	-9,199.43	0.00	0.0	0.7

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BNY MELLON
   
WEALTH MANAGEMENT


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Alternative investments

continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
400	Spectra Energy Partners LP	\$1.9600	12,784.00	\$11,400	-288.00	762.00	5.9	0.2
Total alternative investments			\$ 148,444.57	\$ 151,557.60	\$ -3,513.03	\$ 762.00		2.7%
Total assets			\$5,267,302	\$5,547,110				

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## Asset detail

## Fixed income

## Taxable

## Individual securities

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
15,000	Intuit Inc DTD 3/12/2007 5.4% 3/15/2012 Moody's: BAA1 S&P: BBB	\$ 100.8450	\$ 15,126.75	\$ 15,838.95	\$ -712.20	\$ 810.00	5.4%	0.6%
22,000	Jefferies Group Inc New Sr NT DTD 3/12/2002 7.75% 3/15/2012 Moody's: BAA2 S&P: BBB	101.5000	22,330.00	21,879.00	451.00	1,705.00	7.6	0.9
40,000	Diageo Finance Bv DTD 3/30/2006 5.5% 4/1/2013 Moody's: A3 S&P: A-	105.7250	42,291.60	43,763.20	-1,471.60	2,200.00	5.2	1.8
55,000	Nyse Euronext DTD 5/29/2008 4.8% 6/28/2013 Moody's: A3 S&P: A+	105.2150	57,868.25	59,577.25	-1,709.00	2,840.00	4.6	2.4
55,000	Goldman Sachs Group Inc DTD 7/15/2003 4.75% 7/15/2013 Moody's: A1 S&P: A-	101.3230	55,727.65	58,539.70	-2,812.05	2,612.50	4.7	2.3
25,000	North Tex Twy Auth Rev DTD 4/28/2011 2.441% 9/1/2013 Taxable-Bd Antic Ntb-Spl P/B-A Moody's: N/R S&P: SP-1	102.4680	25,617.00	25,000.00	617.00	810.25	2.4	1.1



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**Fixed income****Taxable****Individual securities**  
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
55,000	Citi America Inc DTD 8/29/2003 5.3% 10/15/2013 Moody's: BAA1 S&P: BBB+	103.8840	57,125.20	58,681.70	-1,556.50	2,915.00	5.1	2.4
50,000	Daimlerchrysler North Amer Hldg Corp Sr NT DTD 11/8/2003 6.50% 11/15/2013 Moody's: A3 S&P: BBB+	108.9200	54,460.00	56,774.50	-2,314.50	3,250.00	6.0	2.3
50,000	Vodafone Group PLC DTD 9/22/2003 5% 12/16/2013 Moody's: A3 S&P: A-	107.3000	53,650.00	54,339.50	-689.50	2,500.00	4.7	2.2
50,000	Rogers Wireless Inc DTD 2/20/2004 6.375% 3/1/2014 Moody's: BAA1 S&P: BBB	110.2830	55,131.50	56,603.00	-1,371.50	3,187.50	6.8	2.3
55,000	Morgan Stanley Global DTD 3/30/2004 4.75% 4/1/2014 Moody's: A3 S&P: BBB+	98.5080	54,179.95	56,678.05	-2,498.10	2,612.50	4.8	2.2
40,000	Bova US Senior SA Uniper DTD 5/18/2011 3.25% 5/16/2014 Moody's: AA3 S&P: A+	94.7230	37,889.20	39,554.00	-1,664.80	1,300.00	3.4	1.6
55,000	Wachovia Corporation DTD 7/22/2004 5.25% 8/1/2014 Moody's: A3 S&P: A	105.4770	58,012.35	59,023.25	-1,010.90	2,887.50	5.0	2.4
45,000	Citigroup Inc DTD 9/18/2004 5% 9/15/2014 Moody's: BAA1 S&P: BBB+	98.9710	44,536.95	47,368.50	-2,831.55	2,250.00	5.1	1.8
55,000	JP Morgan Chase & Co DTD 9/15/2004 5.125% 9/15/2014 Moody's: A1 S&P: A-	105.4300	57,986.50	58,994.50	-1,008.00	2,818.75	4.8	2.4
55,000	Td Ameritrade Holding Corp DTD 11/25/2009 4.15% 2/1/2014 Moody's: BAA1 S&P: A-	105.6890	58,128.95	57,078.40	1,050.55	2,282.50	3.9	2.4

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**Fixed income****Taxable**Individual securities  
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
50,000	News America Inc DTD 12/3/2004 5.3% 12/15/2014 Moody's: BAA1 S&P: BBB+	108.9120	54,455.00	55,310.00	-854.00	2,650.00	4.9	2.3
30,000	Illinois ST DTD 1/15/2010 4.421% 1/1/2015 Taxable Moody's: A1 S&P: A+	104.0220	31,208.60	30,082.10	1,114.50	1,326.30	4.3	1.3
55,000	Telefonica Emisiones Sau DTD 7/6/2009 4.949% 1/15/2015 Moody's: BAA1 S&P: BBB+	99.4740	54,710.70	57,752.30	-3,041.60	2,721.95	5.0	2.3
55,000	Royal Bank Of Scotland PLC DTD 3/16/2010 4.875% 3/16/2015 Moody's: A2 S&P: A	95.6180	52,589.90	57,342.10	-4,752.20	2,681.25	5.1	2.2
50,000	California ST DTD 4/28/2009 5.45% 4/1/2015 Build America Bonds-Taxable-Var Purp Moody's: A1 S&P: A-	109.3210	54,660.50	52,664.00	1,998.50	2,725.00	5.0	2.3
55,000	Shell International Fin DTD 6/28/2010 3.1% 6/28/2015 Moody's: AA1 S&P: AA	107.2140	58,967.70	56,622.50	2,345.20	1,705.00	2.9	2.4
55,000	HSBC Finance Corp DTD 6/27/2005 5% 6/30/2015 Moody's: A3 S&P: A	101.5390	55,848.45	58,832.25	-2,985.80	2,750.00	4.9	2.3
55,000	Time Warner Inc DTD 7/14/2010 3.15% 7/15/2015 Moody's: BAA2 S&P: BBB	104.0120	57,206.60	56,195.75	1,010.85	1,732.50	3.0	2.4
60,000	American Express Credit Co DTD 9/13/2010 2.75% 9/15/2015 Moody's: A2 S&P: BBB+	100.5300	60,318.00	58,806.00	1,512.00	1,650.00	2.7	2.5
55,000	Prudential Financial Inc DTD 9/16/2009 4.75% 9/17/2015 Moody's: BAA2 S&P: A	105.5890	58,073.95	58,648.05	-572.10	2,612.50	4.5	2.4

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December 1 - December 31, 2011

Attachment A

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## Fixed income

## Taxable

Individual securities  
continued

Shares/per value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
60,000	Pabobank Nederland DTD 10/13/2010 2.125% 10/13/2015 Moody's: AAA S&P: AA	97.9900	58,794.00	58,062.00	732.00	1,275.00	2.2	2.4
50,000	Dr Pepper Snapple Group DTD 1/11/2011 2.9% 1/15/2016 Moody's: BAA1 S&P: BBB	103.7120	51,856.00	49,820.50	2,035.50	1,450.00	2.8	2.2
30,000	Kraft Foods Inc DTD 2/8/2010 4.125% 2/9/2016 Moody's: BAA2 S&P: BBB-	108.5730	32,571.90	31,441.80	1,130.10	1,237.50	3.8	1.4
45,000	BP Capital Markets PLC DTD 3/11/2011 3.2% 3/11/2016 Moody's: A2 S&P: A	104.8020	47,160.90	44,934.30	2,226.60	1,440.00	3.1	2.0
50,000	Comcast Corp DTD 3/2/2008 5.9% 3/15/2016 Moody's: BAA1 S&P: BBB+	114.4590	57,229.50	58,720.70	508.80	2,950.00	5.2	2.4
30,000	Wal-Mart Stores Inc DTD 4/18/2011 2.8% 4/15/2016 Moody's: AA2 S&P: AA	108.8800	32,064.00	29,889.30	2,174.70	840.00	2.6	1.3
55,000	Bank Of America Corp DTD 8/14/2008 5.75% 8/15/2016 Moody's: BAA2 S&P: BBB+	92.8730	51,080.15	58,558.35	-7,478.20	3,162.50	6.2	2.1
55,000	Barclays Bank PLC DTD 9/22/2009 5% 9/22/2016 Moody's: AAS S&P: A+	103.5660	56,951.30	59,328.85	-2,357.55	2,750.00	4.8	2.4
50,000	Intel Corp DTD 9/19/2011 1.95% 10/1/2016 Moody's: A1 S&P: A+	102.8020	51,401.00	49,923.50	1,477.50	975.00	1.9	2.1
50,000	Astrazeneca PLC DTD 9/12/2007 6.9% 9/15/2017 Moody's: A1 S&P: AA-	120.7900	60,395.00	57,788.00	2,607.00	2,950.00	4.9	2.5

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## Attachment A

W. James Samford Jr. Foundation

**Fixed income****Taxable****Individual securities**  
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
50,000	Blackrock Inc DTD 9/17/2007 6.25% 8/15/2017 Moody's: A1 S&P: A+	116.3410	58,170.50	56,718.40	1,452.10	3,125.00	5.4	2.4
55,000	General Elec Cap Corp DTD 9/24/2007 5.625% 9/15/2017 Moody's: AA2 S&P: AA+	110.6780	60,872.90	60,371.85	501.05	3,093.75	5.1	2.5
50,000	Verizon Communications DTD 2/12/2008 5.5% 2/15/2018 Moody's: A3 S&P: A-	116.5810	58,290.50	56,413.75	1,876.75	2,750.00	4.7	2.4
50,000	Oracle Corp DTD 4/9/2008 5.75% 4/15/2018 Moody's: A1 S&P: A	121.3480	60,674.00	57,802.75	2,871.25	2,875.00	4.7	2.5
50,000	GlaxoSmithKline Cap Inc DTD 5/13/2008 5.65% 5/15/2018 Moody's: A1 S&P: A+	120.3610	60,180.50	56,997.50	3,183.00	2,825.00	4.7	2.5
50,000	AT&T Inc DTD 2/3/2009 5.8% 2/15/2019 Moody's: A2 S&P: A-	118.0030	59,001.50	57,759.50	1,242.00	2,900.00	4.9	2.4
45,000	Met Life Glob Funding I DTD 2/17/2009 7.717% 2/15/2019 Moody's: A3 S&P: A-	125.3950	56,427.75	55,685.50	842.25	3,472.85	6.2	2.3
50,000	Simon Property Group LP DTD 1/25/2010 5.65% 2/1/2020 Moody's: A3 S&P: A-	114.6060	57,303.00	56,495.40	807.60	2,825.00	4.9	2.4
55,000	Lloyds Tsb Bank PLC DTD 1/21/2011 6.375% 1/21/2021 Moody's: A1 S&P: A	100.2140	55,117.70	56,056.00	-938.30	3,506.25	6.4	2.3

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December 1 - December 31, 2011

Attachment A W James Samford Jr Fdn-IMA-Sub

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# Fixed income

## Taxable

### Individual securities continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
60,000	Time Warner Cable Inc DTD 11/15/2010 4.125% 2/15/2021 Moody's: BAA2 S&P: BBB	102.6800	61,614.00	57,567.85	4,046.15	2,475.00	4.0	2.6
Total taxable individual securities					\$ -4,828.00	\$ 108,013.65		98.4%
Total taxable fixed income					\$ -4,828.00	\$ 108,013.65		98.4%
Total fixed income					\$ -4,828.00	\$ 108,013.65		98.4%

EIN: 20-0246688



## Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ☒ **X**
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on **e-file for Charities & Nonprofits**.

### Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

**All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.**

Type or print	Name of exempt organization or other filer, see instructions. <b>THE W. JAMES SAMFORD, JR. FOUNDATION C/O LUCINDA SAMFORD CANNON</b>	Employer identification number (EIN) or
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. <b>P.O. BOX 3080</b>	<input checked="" type="checkbox"/> <b>20-0246688</b>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>OPELIKA, AL 36803-3080</b>	<input type="checkbox"/>

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**LUCINDA CANNON**

- The books are in the care of ► **P.O. BOX 3080 - OPELIKA, AL 36803**

Telephone No. ► **334-749-8481**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
► ☒ calendar year **2011** or  
► ☐ tax year beginning , and ending .

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	<b>2,240.</b>
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	<b>1,240.</b>
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	<b>1,000.</b>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)