Form **990-PF**

Department of the Treasury
Internal Revenue Service

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.

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation
THE BEN MAY CHARITABLE TRUST
REGIONS BANK TRUSTEE #1255000027

A Employer identification number
23-7145009

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P.O. DRAWER 1628

B Telephone number
(251)438-8260

City or town, state, and ZIP code
MOBILE, AL 36633-1628

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 10,985,989.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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 ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	44.	44.		STATEMENT 1
	4 Dividends and interest from securities	115,271.	115,271.		STATEMENT 2
	5a Gross rents	1,822.	1,822.		STATEMENT 3
	b Net rental income or (loss) 1,822.				
	6a Net gain or (loss) from sale of assets not on line 10	507,976.			
	b Gross sales price for all assets on line 6a 268,476.				
	7 Capital gain net income (from Part IV, line 2)		507,976.		
	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	<23,408.>	<45,213.>		STATEMENT 4
	12 **Total** Add lines 1 through 11	601,705.	579,900.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	31,744.	13,868.		17,876.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 5	21,091.	2,974.		18,117.
	b Accounting fees STMT 6	175.	0.		175.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 7	13,790.	11,838.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	20,575.	0.		20,575.
	22 Printing and publications				
	23 Other expenses STMT 8	7,253.	5,653.		1,600.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	94,628.	34,333.		58,343.
	25 Contributions, gifts, grants paid	489,000.			489,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	583,628.	34,333.		547,343.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	18,077.			
	b **Net investment income** (if negative, enter -0-)		545,567.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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12-02-11 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2011)

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		1.	1.
	2	Savings and temporary cash investments	111,283.	116,114.	116,114.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 10	815,211.	868,356.	868,356.
	b	Investments - corporate stock STMT 11	3,364,504.	2,867,795.	2,867,795.
	c	Investments - corporate bonds STMT 12	621,864.	674,647.	674,647.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 13	7,367,798.	6,459,076.	6,459,076.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	12,280,660.	10,985,989.	10,985,989.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds	12,280,660.	10,985,989.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances**	12,280,660.	10,985,989.	
	31	**Total liabilities and net assets/fund balances**	12,280,660.	10,985,989.	

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	12,280,660.
2	Enter amount from Part I, line 27a	2	18,077.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	12,298,737.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	1,312,748.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,985,989.

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	TIMBER SALES	P	VARIOUS	12/31/11
b	PUBLICLY TRADED SECURITIES			
c	CAPITAL GAINS DIVIDENDS			
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	252,490.		12,625.	239,865.
b				252,125.
c	15,986.			15,986.
d				
e				

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				239,865.
b				252,125.
c				15,986.
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	507,976.
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	567,703.	11,891,635.	.047740
2009	609,156.	10,599,643.	.057469
2008	601,829.	12,051,855.	.049937
2007	617,148.	13,068,269.	.047225
2006	601,369.	12,627,014.	.047626

2	**Total** of line 1, column (d)	2	.249997
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	.049999
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	11,263,854.
5	Multiply line 4 by line 3	5	563,181.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,456.
7	Add lines 5 and 6	7	568,637.
8	Enter qualifying distributions from Part XII, line 4	8	547,343.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	10,911.
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	10,911.
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	10,911.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 6,600.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 2,143.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	8,743.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	18.
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	2,186.
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 2012 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A | Statements Regarding Activities

		Line	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AL			
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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ KEN NIEMEYER; REGIONS BANK TRUSTEE Telephone no. ▶ 251-438-8260
Located at ▶ 11 NORTH WATER STREET, 28TH FLOOR, MOBILE, AL ZIP+4 ▶ 36602

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

		Line	Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)*	N/A	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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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
SEE STATEMENT 14		31,744.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,724,800.
b	Average of monthly cash balances	1b	191,740.
c	Fair market value of all other assets	1c	5,518,845.
d	**Total** (add lines 1a, b, and c)	1d	11,435,385.
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	11,435,385.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	171,531.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,263,854.
6	**Minimum investment return.** Enter 5% of line 5	6	563,193.

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	563,193.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	10,911.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	10,911.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	552,282.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	552,282.
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	552,282.

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	547,343.
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	547,343.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	547,343.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				552,282.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			529,569.	
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: ▶ $ 547,343.				
a Applied to 2010, but not more than line 2a			529,569.	
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				17,774.
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:**				
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				534,508.
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				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon. a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

THE BEN MAY CHARITABLE TRUST, ATTN: MR. KENNETH E. NIEMEYER, 251-438-8260
REGIONS BANK TRUST DEPT., P.O. DRAWER 1628, MOBILE, AL 36633-1628

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

NO PRESCRIBED FORM

c Any submission deadlines:

NONE

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

ONLY 501(C)(3) ORGANIZATIONS THAT ARE NOT PRIVATE FOUNDATIONS

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ALABAMA ARCHIVES & HISTORY FOUNDATION P.O. BOX 300100 MONTGOMERY, AL 36130-0100		PUBLIC	GENERAL PURPOSES	5,000.
ALABAMA SHAKESPEARE FESTIVAL ENDOWMENT TRUST 1 FESTIVAL DR. MONTGOMERY, AL 36617		PUBLIC	GENERAL PURPOSES	5,000.
ALABAMA SHAKESPEARE FESTIVAL INC. 1 FESTIVAL DR. MONTGOMERY, AL 36117		PUBLIC	GENERAL PURPOSES	10,000.
AMERICAN COMMITTEE FOR THE WEITZMAN INSTITUTE OF SCIENCE 144 TENNESSEE AVE. NE WASHINGTON, DC 20002		PUBLIC	FUNDING "BEN MAY PROFESSORIAL CHAIR"	100,000.
AMERICAN SOCIETY OF THE MOST VENERABLE ORD OF HOSP OF ST JOHN OF JERUSALEM 1875 K ST NW STE 603 WASHINGTON, DC 20006		PUBLIC	GENERAL PURPOSES	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	489,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	44.	
4 Dividends and interest from securities			14	115,271.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			15	1,822.	
6 Net rental income or (loss) from personal property					
7 Other investment income	531120	21,805.	14	<45,213.>	
8 Gain or (loss) from sales of assets other than inventory			18	507,976.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		21,805.		579,900.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 601,705.

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

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ 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) is based on all information of which preparer has any knowledge

REGIONS BANK AS TRUSTEE
KENNETH E. NIEMEYER
VICE PRESIDENT

Signature of officer or trustee — Date: 10/1/12 — Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
J WILBERT JORDAN, JR	J Wilbert Jordan Jr	09/21/12		P00275848

Firm's name ▶ SMITH DUKES & BUCKALEW LLP — Firm's EIN ▶ 63-0191630

Firm's address ▶ 3800 AIRPORT BLVD
MOBILE, AL 36608-1667 — Phone no. (251)343-1200

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
AVODAH THE JEWISH SERVICE CORPS 45 W 36TH ST, 8TH FLOOR NEW YORK, NY 10018		PUBLIC	GENERAL PURPOSES	10,000.
BEN MAY MAIN LIBRARY 704 GOVERNMENT ST MOBILE, AL 36602		PUBLIC	GENERAL PURPOSES	16,000.
CHILDREN OF THE WORLD 811 FAIRHOPE AVE FAIRHOPE, AL 36532		PUBLIC	GENERAL PURPOSES	15,000.
CONGREGATION SHA'ARAI SHOMAYIM 1769 SPRINGHILL AVE MOBILE, AL		PUBLIC	GENERAL PURPOSES	5,000.
DAUPHIN ISLAND SEA LAB PO BOX 82151 MOBILE, AL 36689		PUBLIC	GENERAL PURPOSES	1,000.
ALABAMA COASTAL FOUNDATION PO BOX 1073 MOBILE, AL 36633		PUBLIC	GENERAL PURPOSES	3,500.
BELLINGRATH GARDENS 12401 BELLINGRATH GARDENS RD THEODORE, AL 36582		PUBLIC	GENERAL PURPOSES	2,500.
GOVERNMENT STREET PRESBYTERIAN CHURCH 300 GOVERNMENT ST. MOBILE, AL 36602		PUBLIC	GENERAL PURPOSES	5,000.
HUDSON ALPHA INST FOR BIOTECHNOLOGY 601 GENOME WAY HUNTSVILLE, AL 35806		PUBLIC	GENERAL PURPOSES	5,000.
JEWISH THEOLOGICAL SEMINARY 3080 BROADWAY NEW YORK, NY 10027		PUBLIC	GENERAL PURPOSES	15,000.
Total from continuation sheets				364,000.

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
LEROY HIGH SCHOOL P.O. BOX 40 LEROY, AL 36548		PUBLIC	ATHLETIC FACILITY	5,000.
CHILDREN'S BRAIN INJURY ASSN.		PUBLIC	GENERAL PURPOSES	3,000.
LITTLE SISTERS OF THE POOR 1655 MCGILL AVE MOBILE, AL 36604		PUBLIC	GENERAL PURPOSES	3,000.
MCGILL-TOOLEN CATHOLIC HIGH SCHOOL 1501 OLD SHELL RD. MOBILE, AL 36604		PUBLIC	ART SUPPLIES	3,000.
MOBILE AREA JEWISH FEDERATION 273 AZALEA RD MOBILE, AL 36609		PUBLIC	GENERAL PURPOSES	5,000.
HISTORIC MOBILE PRESERVATION 350 OAKLEIGH PLACE MOBILE, AL 36601		PUBLIC	GENERAL PURPOSES	10,000.
MOUNT VERNON LADIES ASSOC. OF THE UNION P.O. BOX 110 MOUNT VERNON, VA 22121		PUBLIC	GENERAL PURPOSES	6,250.
MOBILE ASSOC. FOR RETARDED CITIZENS 2424 GORDON SMITH DRIVE MOBILE, AL 36617		PUBLIC	GENERAL PURPOSES	5,000.
MAIN STREET MOBILE PO BOX 112 MOBILE, AL 36601		PUBLIC	GENERAL PURPOSES	5,000.
RAMAH DAROM PLANNING CORP.		PUBLIC	MAINTAIN "BEN MAY CABIN" AT CAMP	5,000.
Total from continuation sheets				

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
SALVATION ARMY PO BOX 1025 MOBILE, AL 36633		PUBLIC	NEEDIST FAMILIES CAMPAIGN	2,500.
SHUBUTA MEMORIAL CEMETERY TRUST PO BOX 375 SHUBUTA, MS 39360		PUBLIC	GENERAL PURPOSES	2,500.
SHUBUTA UNITED METHODIST CHURCH PO BOX 375 SHUBUTA, MS 39360		PUBLIC	GENERAL PURPOSES	2,500.
RONALD MCDONALD HOUSE 1626 SPRINGHILL AVE MOBILE, AL 36601		PUBLIC	GENERAL PURPOSES	5,750.
ST. STEPHENS HISTORICAL COMMISSION P.O. BOX 78 ST STEPHENS, AL 36569		PUBLIC	GENERAL PURPOSES	18,000.
ST. STEPHENS NUTRITIONAL CENTER P.O. BOX 78 ST STEPHENS, AL 36569		PUBLIC	GENERAL PURPOSES	5,000.
STANFORD UNIVERSITY SCHOOL OF MEDICINE 269 CAMPUS DR W STANFORD, CA 94305		PUBLIC	GENERAL PURPOSES	30,000.
THE UNIVERSITY OF CHICAGO 929 E 57TH ST, W421C CHICAGO, IL 60637		PUBLIC	CANCER RESEARCH FUNDING	125,000.
UNITED JEWISH APPEAL 130 E 59TH STREET NEW YORK, NY 10018		PUBLIC	GENERAL PURPOSES	10,000.
EDITH MURPHY FOUNDATION PO BOX 864 MOBILE, AL 36601		PUBLIC	INTERNATIONAL BACCALAUREATE PROGRAM	5,000.
Total from continuation sheets				

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
BOYS & GIRLS CLUB 1102 GOVERNMENT ST MOBILE, AL 36601		PUBLIC	GENERAL PURPOSES	5,000.
WATERFRONT RESCUE MISSION 3404 MOFFETT RD MOBILE, AL 36601		PUBLIC	GENERAL PURPOSES	10,000.
VICTORY HEALTH PARTNERS 3750 PROFESSIONAL PKWY MOBILE, AL 36609		PUBLIC	GENERAL PURPOSES	5,000.
YMCA OF SOUTH ALABAMA, INC. 101 N WATER ST MOBILE, AL 36602		PUBLIC	BIG BROTHERS BIG SISTERS	5,000.
SOCIETY OF 1868 PO BOX 25 MOBILE, AL 36601		PUBLIC	GENERAL PURPOSES	2,500.
EMMANUEL CONNECTION PO BOX 53 DALEVILLE, MS 39326		PUBLIC	GENERAL PURPOSES	2,000.
Total from continuation sheets				

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

SOURCE	AMOUNT
SHORT TERM INVESTMENT FUNDS	44.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	44.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BOND INTEREST	28,169.	0.	28,169.
CORPORATE DIVIDENDS	69,078.	15,986.	53,092.
US INTEREST INCOME	34,010.	0.	34,010.
TOTAL TO FM 990-PF, PART I, LN 4	131,257.	15,986.	115,271.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
HUNTING LEASE INCOME	1	1,822.
TOTAL TO FORM 990-PF, PART I, LINE 5A		1,822.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
HARBERT REAL ESTATE FD	<45,298.>	<45,298.>	
HARBERT REAL ESTATE FD	21,805.	0.	
CLASS ACTION PROCEEDS	85.	85.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<23,408.>	<45,213.>	

FORM 990-PF | LEGAL FEES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	21,091.	2,974.		18,117.
TO FM 990-PF, PG 1, LN 16A	21,091.	2,974.		18,117.

FORM 990-PF | ACCOUNTING FEES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	175.	0.		175.
TO FORM 990-PF, PG 1, LN 16B	175.	0.		175.

FORM 990-PF | TAXES | STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX, NET	1,952.	0.		0.
REAL ESTATE TAXES	11,756.	11,756.		0.
FOREIGN TAX	82.	82.		0.
TO FORM 990-PF, PG 1, LN 18	13,790.	11,838.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES	1,600.	0.		1,600.
ROAD & TIMBER MAINTENANCE	3,829.	3,829.		0.
INSURANCE	1,151.	1,151.		0.
PROCESSING FEES	48.	48.		0.
AERIAL PHOTOS	625.	625.		0.
TO FORM 990-PF, PG 1, LN 23	7,253.	5,653.		1,600.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
INCREASE (DECREASE) IN UNREALIZED GAINS	1,312,748.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,312,748.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT OBLIGATIONS - SEE ATTACHED LIST	X		868,356.	868,356.
TOTAL U.S. GOVERNMENT OBLIGATIONS			868,356.	868,356.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			868,356.	868,356.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCK - SEE ATTACHED LIST	1,718,215.	1,718,215.
EQUITY MUTUAL FUNDS	1,149,580.	1,149,580.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,867,795.	2,867,795.

FORM 990-PF CORPORATE BONDS STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE OBLIGATIONS - SEE ATTACHED LIST	674,647.	674,647.
TOTAL TO FORM 990-PF, PART II, LINE 10C	674,647.	674,647.

BEN MAY CHARITABLE TRUST
REGIONS BANK, TRUSTEE
23-7145009
2011 FORM 990-PF

Schedule of Government Obligations

	December 31, 2011	
Description	Par	Market Value
FNMA 5%, 3/15/16	23,000	26,802 36
FNMA Pool #255770, 5 5%, 7/1/35	8,777	9,584 34
FNMA Pool #256200, 5.5%, 4/1/21	2,243	2,436 38
FNMA Pool #AH6827, 4%, 3/1/26	32,281	34,095 96
FNMA Pool #AL0393 4 5%	13,309	14,249 07
FNMA Pool #725424 5 5%	31,324	34,242 21
FNMA Pool #725773, 5.5%, 9/1/34	54,560	59,608 49
FNMA Pool #725946, 5 5%, 11/1/34	7,945	8,680 19
FNMA Pool #735580 5%	33,323	36,036 49
FNMA Pool #735681, 5 5%, 7/1/20	2,875	3,129 79
FNMA Pool #735989 5 5%	25,251	27,603 69
FNMA Pool #745079, 5%, 4/1/34	22,941	24,800 32
FNMA Pool #811499, 5%, 9/1/20	2,683	2,900 88
FNMA Pool #831124, 5%,, 11/1/20	3,497	3,779 71
FNMA Pool #849915, 6%, 9/1/35	92,257	102,841 24
FNMA Pool #872463, 6%, 6/1/36	11,565	12,758 49
FNMA Pool #888356, 5 5%, 3/1/22	9,605	10,433 96
FNMA Pool #888021 6%	30,780	33,955 70
FNMA Pool #931675 5 5%	22,672	24,629 91
FNMA Pool #995431, 5 5%, 2/1/23	7,950	8,635 98
FNMA Pool #995724, 6%, 4/1/39	13,029	14,454 46
FNMA Pool #995960 5%	17,600	18,964 60
FNMA Pool #AD0336 5%	19,350	20,893 72
FNMA Pool #AE3066 3 5%	32,196	33,698 90
Tenn Valley Auth Ser A 6 79%, 5/23/12	38,000	38,980 40
US Treasury 6 25%, 8/15/23	29,000	41,506 25
US Treasury Inflation Index 625%, 7/15/21	57,266	61,261 65
US Treasury N/B 75%, 8/15/13	27,000	27,224 64
US Treasury N/B 75%, 5/13/12	89,000	89,257 21
US Treasury N/B 2 625%, 11/15/20	38,000	40,909 28
		868,356 27

BEN MAY CHARITABLE TRUST
REGIONS BANK, TRUSTEE
23-7145009
2011 FORM 990-PF

Schedule of Common Stocks

Description	December 31, 2011 Shares	Market Value
Allergan Inc	455	39,921 70
American Express Co	730	34,434 10
Apache Corp	295	26,721 10
Auto Desk Inc	825	25,022 25
Blackrock Inc	220	39,212 80
Broadcom Corp	1010	29,653 60
CVS/Caremark Corp	945	38,537 10
Caterpillar Inc	425	38,505 00
Chevron Corp	355	37,772 00
Cisco Systems Inc	2055	37,154 40
EMC Corp	1331	28,669 74
Emerson Electric	690	32,147 10
Exxon Mobil	435	36,870 60
General Electric	1800	32,238 00
Goldman Sachs Group	240	21,703 20
Google Inc	70	45,213 00
Halliburton Co	765	26,400 15
Hasbro Inc	920	29,338 80
Intel Corp	1550	37,587 50
JP Morgan Chase & Co	1010	33,582 50
Johnson & Johnson	565	37,052 70
Juniper Networks	960	19,593 60
Laboratory Corp	460	39,546 20
Mattel Inc	1355	37,614 80
McGraw Hill Inc	855	38,449 35
Merck & Co	1080	40,716 00
Monsanto Co	555	38,888 85
Nextera Energy Inc	580	35,310 40
Norfolk Southern Corp	500	36,430 00
Occidental Pete	355	33,263 50
Oracle Corp	1310	33,601 50
Pepsico Inc	520	34,502 00
Philip Morris Intl Inc	530	41,594 40
Praxair Inc	360	38,484 00
Proctor & Gamble Co	575	38,358 25
Prudential Financial Inc	600	30,072 00
Qualcomm Inc	640	35,008 00
Schlumberger Ltd	435	29,714 85
Staples Inc	1590	22,085 10
State Street Corp	1060	42,728 60
Stryker Corp	780	38,773 80
3M Co	380	31,057 40
Teva Pharmaceutical	765	30,875 40
Texas Instruments	1275	37,115 25
Thermo Fisher Scientific	605	27,206 85
Travelers Cos Inc	573	33,904 41
United Technologies Corp	405	29,601 45
Verizon Communications	971	38,956 52
Visa Inc	420	42,642 60
Walgreen Co	1040	34,382 40
		1,718,214 82

BEN MAY CHARITABLE TRUST
REGIONS BANK, TRUSTEE
23-7145009
2011 FORM 990-PF

Schedule of Corporate Obligations

	December 31, 2011	
Description	Par	Market Value
AT&T Inc , 5 6%, due 5/15/18	11,000	12 781 45
AFLAC Inc , 8 5%, due 5/1519	11,000	13,481 05
AMEX Credit Corp , 2 75%, due 9/15/15	13,000	13 068 90
Anheuser Busch Inbev 2 875%, 2/15/16	13,000	13 716 82
Barclay's Bank PLC, 3 9%, due 4/7/15	19 000	13,055 51
CSX Corp , 6 25%, due 4/1/15	11,000	12 568 71
CVS/Caremark 6 125%, due 9/15/39	12,000	14,602 56
CA Inc , 5 375%, due 12/1/19	12 000	13 089 24
Caterpillar Make Whole, 7 9%, 12/15/18	10 000	13,313 00
Citigroup 2 25%, due 12/10/12	40,000	40 742 80
Citigroup 6%, due 12/13/13	13 000	13 451 88
Comcast Corp , 5 7%, due 7/1/19	11,000	12 760 99
Credit Suisse FB, 5 5%, due 5/1/14	25 000	25,985 50
Deere John Capl Corp Insd, 2 875%	40 000	40,518 80
DirecTV Hldgs, 3 55%, due 3/15/15	13,000	13,531 31
Duke Energy 2 15%, due 11/15/16	16,000	16 045 44
General Elec Capl Corp , 5 3%, due 2/11/21	13,000	13 896 35
General Elec Capl Corp , 5 875%, due 1/14/38	13 000	13 774 67
Goldman Sachs Grp, 7 5%, due 2/15/19	12,000	13 252 92
Goldman Sachs Grp, 6%, due 5/1/14	12 000	12,498 00
Hess Corp , 8 125%, due 2/15/19	10 000	12 836 60
Hewlett Packard Co , 2 2%, due 12/1/15	13,000	12 695 02
Intel Corp , 3 3%, 10/1/21	16 000	16,854 88
JP Morgan Chase 6 3%, due 4/23/19	11 000	12 459 04
Kraft Foods Inc , 4 125%, due 2/9/16	13,000	14,114 49
Merrill Lynch & Co , Inc , 6 875%, due 4/25/18	13 000	12 817 22
Merrill Lynch & Co , Inc , 6 11%, due 1/29/37	16,000	12 335 04
Morgan Stanley 5 625%, due 9/23/19	13 000	12,039 04
Morgan Stanley 4 2%, due 11/20/14	13 000	12 537 72
Ontario (Prov Of) 1 375%, due 1/27/14	27,000	27 282 69
Oracle Corp , 5 75%, due 4/15/18	11,000	13,348 28
Petrobras Intl Fin 5 75%, due 1/20/20	25 000	26,753 00
Pfizer Inc , 6 2%, due 3/15/19	11,000	13,573 01
Prudential Finl, 4 5%, due 11/15/20	13,000	13,072 15
Suntrust Bks 3 5%, due 1/20/17	13 000	13,067 08
Talisman Energy 7 75%, due 6/1/19	11,000	13,563 66
Target Corp , 5 375%, due 5/1/17	11 000	12 928 08
Telefonica Emisiones 5 462% due 2/16/21	14 000	13 359 78
Teva Pharm 1 7%, due 11/10/14	16,000	16 123 68
Time Warner Cable 6 75%, due 7/1/18	11 000	13 064 81
Toyota Motor Crecit 3 4% due 9/15/21	16 000	16 489 60
Verizon Communication, 6%, due 4/1/41	11,000	13 638 57
Wachovia Corp , 5 75%, due 6/15/17	12 000	13,557 96
		674,647 30

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
TIMBERLANDS & MINERALS	FMV	5,443,825.	5,443,825.
K2 OVERSEAS INVESTORS I LTD.	FMV	685,268.	685,268.
HARBERT REAL ESTATE FUND III	FMV	329,983.	329,983.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,459,076.	6,459,076.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
REGIONS BANK P.O. DRAWER 1628 MOBILE, AL 36629	TRUSTEE 2.00	21,744.	0.	0.
MARTIN PERLMAN MD 4876 VIA LOS SANTOS SANTA BARBARA, CA 93111	DIST COMMITTEE-CHAIRMAN 0.50	10,000.	0.	0.
VIVIAN G. JOHNSTON JR P.O. BOX 123 MOBILE, AL 36601	DIST. COMMITTEE MEMBER 0.25	0.	0.	0.
JOHN D. PEEBLES 118 N ROYAL ST MOBILE, AL 36602	DIST. COMMITTEE MEMBER 0.25	0.	0.	0.
LYNETTE P. KOPPEL 245 E 93RD ST NEW YORK, NY 10128	DIST. COMMITTEE MEMBER 0.25	0.	0.	0.
VIVIAN G. JOHNSTON III 813 DOWNTOWNER BLVD MOBILE, AL 36609	DIST. COMMITTEE MEMBER 0.25	0.	0.	0.
ALLISON H. PEEBLES 118 N ROYAL ST MOBILE, AL 36602	DIST. COMMITTEE MEMBER 0.25	0.	0.	0.

VIVIAN G. JOHNSTON V P.O. BOX 41105 MOBILE, AL 36640	DIST. COMMITTEE MEMBER 0.25	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		31,744.	0.	0.

Form **8868**
(Rev January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- 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* 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	Employer identification number (EIN) or
File by the due date for filing your return See instructions	THE BEN MAY CHARITABLE TRUST REGIONS BANK TRUSTEE #1255000027	[X] 23-7145009
	Number, street, and room or suite no If a P O box, see instructions P.O. DRAWER 1628	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions MOBILE, AL 36633-1628	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

- The books are in the care of ▶ KEN NIEMEYER; REGIONS BANK TRUSTEE 11 NORTH WATER STREET, 28TH FLOOR - MOBILE, AL 36602
  Telephone No ▶ 251-438-8260 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:
▶ [X] 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	$ 10,918.
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	$ 9,852.
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	$ 1,066.

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)

123841
01-04-12

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print. File by the due date for filing your return. See instructions

Name of exempt organization or other filer, see instructions
THE BEN MAY CHARITABLE TRUST
REGIONS BANK TRUSTEE #1255000027

Employer identification number (EIN) or
[X] 23-7145009

Number, street, and room or suite no If a P O box, see instructions
P.O. DRAWER 1628

Social security number (SSN)
[ ]

City, town or post office, state, and ZIP code For a foreign address, see instructions
MOBILE, AL 36633-1628

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ KEN NIEMEYER; REGIONS BANK TRUSTEE 11 NORTH WATER STREET, 28TH FLOOR - MOBILE, AL 36602

Telephone No ▶ 251-438-8260 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

4 I request an additional 3-month extension of time until NOVEMBER 15, 2012

5 For calendar year 2011 , or other tax year beginning ______, and ending ______

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO ALLOW THE PROPER PREPARATION AND REVIEW OF THE RETURN PRIOR TO FILING.

8a	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	8a	$ 10,929.
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 and any amount paid previously with Form 8868	8b	$ 9,852.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 1,077.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ [signature] Title ▶ CPA Date ▶ 8/13/12

123842
01-06-12