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

Department of the Treasury
Internal Revenue Service

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

2011

For calendar year 2011 or tax year beginning **, 2011, and ending , 20**

Name of foundation		A Employer identification number 41-6526908		
Number and street (or P O box number if mail is not delivered to street address) 267 HOUSTON STREET		B Telephone number (see instructions) (251) 478-5203		
City or town, state, and ZIP code MOBILE, AL 36606-4318		C If exemption application is pending, check here ► <input type="checkbox"/>		
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>		
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ <small>(Part I, column (d) must be on cash basis.)</small>		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <small>(Part I, column (d) must be on cash basis.)</small>		
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) (see instructions))		(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 (attach schedule)			
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B			
	3 Interest on savings and temporary cash investments	241.55	241.55	241.55
	4 Dividends and interest from securities	55,842.69	55,073.95	56,842.69
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	79,948.20		
	b Gross sales price for all assets on line 6a	443,634.63		
	7 Capital gain net income (from Part IV, line 2)		34,091.66	
	8 Net short-term capital gain		34,091.66	
	9 Income modifications			0
	10a Gross sales less returns and allowances			0
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	EXCISE TAX	1,999.80	1,999.80	
12 Total. Add lines 1 through 11	REFUND	186,032.24	92,175.70	92,175.70
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	10,000.00	10,000.00	10,000.00
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits	0		
	16a Legal fees (attach schedule)	RS		
	b Accounting fees (attach schedule)			
	c Other professional fees (attach schedule)			
	17 Interest			
	18 Taxes (attach schedule) (see instructions)	4,000.00	0	0
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications	LEGAL NOTICES	27.32	27.32
	23 Other expenses (attach schedule)			
	24 Total operating and administrative expenses.		27.32	27.32
Add lines 13 through 23	14,027.32	10,027.32	10,027.32	10,027.32
25 Contributions, gifts, grants paid	46,548.74			46,548.74
26 Total expenses and disbursements. Add lines 24 and 25	10,576.06	10,027.32	10,027.32	56,576.06
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	75,456.18			
b Net investment income (if negative, enter -0-)		82,148.38		
c Adjusted net income (if negative, enter -0-)			82,148.38	

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	Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments		42,130.39	261,881.97	261,881.97
	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 (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ►				
		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 (attach schedule)			83,760.00	98,580.00
	b	Investments—corporate stock (attach schedule)		468,463.73	400,355.71	485,713.77
	c	Investments—corporate bonds (attach schedule)		234,193.31	227,308.37	227,881.50
Liabilities	11	Investments—land, buildings, and equipment: basis ►				
		Less: accumulated depreciation (attach schedule) ►				
	12	Investments—mortgage loans		280,179.64	228,521.89	228,521.89
	13	Investments—other (attach schedule)				
	14	Land, buildings, and equipment: basis ►				
		Less: accumulated depreciation (attach schedule) ►				
	15	Other assets (describe ► <i>MUNICIPAL BONDS</i>)		14,411.85	14,411.85	14,629.35
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item 1)		1,039,378.98	1,216,239.79	1,317,208.48
	17	Accounts payable and accrued expenses				
	18	Grants payable		20,100.00	46,548.74	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ►)		20,100.00	46,548.74	
	23	Total liabilities (add lines 17 through 22)				
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 type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		1,016,786.96	1,159,295.16	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		2,492.02	10,395.89	
	29	Retained earnings, accumulated income, endowment, or other funds		1,019,278.98	1,169,691.05	
	30	Total net assets or fund balances (see instructions)		1,039,378.98	1,216,239.79	
	31	Total liabilities and net assets/fund balances (see instructions)				

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)	1,019,278.98
2	Enter amount from Part I, line 27a	75,456.18
3	Other increases not included in line 2 (itemize) ► <i>64,560.00</i> <i>- RETAINED EARNINGS ADJ.</i>	74,955.89
4	Add lines 1, 2, and 3	1,169,691.05
5	Decreases not included in line 2 (itemize) ►	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	1,169,691.05

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	<i>SEE ATTACHED SHEET!</i>				
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					
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				0	
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	77,948.20
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) (see instructions). If (loss), enter -0- in Part I, line 8			3	34,091.66

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 the 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	55,754.68	1,202,139.31	.0463794
2009	14,608.63	1,60,836.71	.0908289
2008	10,605.49	193,062.88	.0549328
2007	10,542.66	207,841.90	.0507244
2006	10,522.51	209,094.63	.0503241
2 Total of line 1, column (d)			.3006497
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			.06012
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			1,202,139.31
5 Multiply line 4 by line 3			72,284.56
6 Enter 1% of net investment income (1% of Part I, line 27b)			821.48
7 Add lines 5 and 6			73,106.04
8 Enter qualifying distributions from Part XII, line 4			56,576.06
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 ► <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)	1	1,642	97
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	1,642	97
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	1,642	97
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,000	00
b	Exempt foreign organizations—tax withheld at source	6b	0	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0	
d	Backup withholding erroneously withheld	6d	0	
7	Total credits and payments. Add lines 6a through 6d	7	4,000	00
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,357	03
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ► 2,357 03 Refunded	11	0	

Part VII-A Statements Regarding Activities

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	X	
1c	<i>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.</i>	X	
d	Did the foundation file Form 1120-POL for this year?		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes.</i>	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		
b	If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		
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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► ALABAMA		
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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	X	

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 ►	13	X
14	The books are in care of ► MICHAEL D. LANGAN, Telephone no. ► Located at ► 267 HOUSTON STREET MOBILE, AL ZIP+4 ► 36606-4318	14	
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	15	
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 ►	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	X No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . .	<input type="checkbox"/> Yes	X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . .	<input type="checkbox"/> Yes	X No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . .	<input type="checkbox"/> Yes	X 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	X 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	X 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 ► <input type="checkbox"/>	1b	N/A
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)): 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? . . .	2a	
a	If "Yes," list the years ► 20 , 20 , 20 , 20 . . .	2b	N/A
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.) . . .	3a	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 , 20 , 20 , 20 . . .	3b	X
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . .	4a	X
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.) . . .	4b	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . .		
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? . . .		

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	5b <i>N/A</i>
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes," file Form 8870.	6b <i>X</i>
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b <i>X</i>

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 (see instructions).**

(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
<i>MICHAEL D. LANGAN TRUSTEE 267 HOUSTON STREET MOBILE, AL 36606-4318</i>	<i>2</i>	<i>10,000.00</i>	<i>0</i>	<i>0</i>

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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
<i>NONE</i>				

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 (see instructions). If none, enter "NONE."

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

BRUNNEN Verlagsgesellschaft mbH & Co. KG

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

organizations and other beneficiaries served, conferences convened, research papers produced, etc	
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

Describe the five largest program-related investments made by the foundation during the last year on lines 1 and 2.	
1	_____
2	<i>N/A</i>
All other program-related investments. See instructions	
3	_____
Total. Add lines 1 through 3	

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	913,062.00
b	Average of monthly cash balances	1b	78,084.00
c	Fair market value of all other assets (see instructions)	1c	279,300.00
d	Total (add lines 1a, b, and c)	1d	1,220,446.00
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	1,220,446.00
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	18,306.69
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,202,139.31
6	Minimum investment return. Enter 5% of line 5	6	60,106.96

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	60,106.96
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,642.97
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	1,642.97
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	58,463.99
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	58,463.99
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	58,463.99

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	56,576.06
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	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	56,576.06
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 (see instructions)	5	821.48
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	55,754.58

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				<u>58,463.99</u>
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			<u>0</u>	
b Total for prior years: 20 20 20		<u>0</u>		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	<u>183.60</u>			
b From 2007	<u>369.81</u>			
c From 2008	<u>1,072.88</u>			
d From 2009	<u>6,846.91</u>			
e From 2010	<u>0</u>			
f Total of lines 3a through e		<u>8,473.20</u>		
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ <u>56,576.06</u>			<u>0</u>	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)			<u>0</u>	
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				<u>56,576.06</u>
e Remaining amount distributed out of corpus		<u>0</u>		
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)		<u>1,887.93</u>		<u>1,887.93</u>
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		<u>6,585.27</u>		
b Prior years' undistributed income. Subtract line 4b from line 2b		<u>0</u>		
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		<u>0</u>		
d Subtract line 6c from line 6b. Taxable amount—see instructions		<u>0</u>		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions			<u>0</u>	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				<u>0</u>
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	<u>0</u>			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	<u>0</u>			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	<u>6,585.27</u>			
10 Analysis of line 9:				
a Excess from 2007	<u>0</u>			
b Excess from 2008	<u>0</u>			
c Excess from 2009	<u>6,585.27</u>			
d Excess from 2010	<u>0</u>			
e Excess from 2011	<u>0</u>			

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

1a	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 <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2a	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 $\frac{2}{3}$ 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				
	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	

NOT APPLICABLE

NOT
APPLICABLE

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)).

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:

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:

N/A

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

n/a

c Any submission deadlines:

115

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

Me

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				
or approved for future payment:				
United Way of South West Alabama 216 St Francis Street Mobile, AL 36602	N/A	501(C)(3)	Unrestricted Charitable use	\$ 2,327 43
The Community Foundation of South Alabama P O Box 990 Mobile, AL 36601	N/A	501(C)(3)	Unrestricted Charitable use	\$ 2,327 43
Spring Hill College 4000 Dauphin Street Mobile, AL 36608	N/A	501(C)(3)	Scholarship fund for needy students	\$ 9,309 74
University of South Alabama 308 Gaillard Drive Mobile, AL 36608	N/A	501(C)(3)	Scholarship fund for needy students	\$ 9,309 74
Exchange Club Family Center of Mobile 601 Bel Air Boulevard Mobile, AL 36606	N/A	501(C)(3)	Programs to prevent child abuse	\$ 11,637 20
Penelope House P O Box 9127 Mobile, AL 36691	N/A	501(C)(3)	Programs in support of abused spouses & kids	\$ 11,637 20
Total				► 3a 46,548.74
b Approved for future payment				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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						
4 Dividends and interest from securities						
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory						
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue: a <u>MORTGAGE INTEREST</u>						
b						
c						
d						
e						
12 Subtotal. Add columns (b), (d), and (e)						
13 Total. Add line 12, columns (b), (d), and (e)						

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

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). (See instructions.)
<p style="text-align: center;"><i>NOT APPLICABLE</i></p>	

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

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

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		
		5-4-12	TRUSTEE
Signature of officer or trustee		Date	Title
May the IRS discuss this return with the preparer shown below (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

Paid Preparer Use Only	Print/Type preparer's name MICHAEL D. LANGAN	Preparer's signature 	Date 5-4-2012	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	Firm's name ► MICHAEL D. LANGAN, ATTORNEY	Firm's EIN ►			
	Firm's address ► 267 HOUSTON ST., MOBILE, AL 36606	Phone no ►			(251) 478-5203

HELEN M NELSON CHARITABLE TRUST - 41-6526908

2011 STATEMENT OF OPERATIONS

INCOME:

INTEREST

Spring Hill Insurance Company, Inc.-----	\$ 2,697 95
Spring Hill Insurance Company, Inc. -----	\$ 3,520 27
Morgan Keegan -- (Nominee) -----	\$ 16,887 08
Angela Harris (mortgage)-----	\$ 5,524 88
Ranita Smith (mortgage) -----	\$ 3,467 31
Morgan Keegan (as Nominee) tax exempt -----	\$ 768 74
(718 75 received in error - LFT asset)	
Morgan Keegan (as Nominee) REMIC interest -----	\$ 121 00
Banktrust -----	\$ <u>241 55</u>
	\$ 33,228.78

DIVIDENDS:

Morgan Keegan (as Nominee) ----- (18,719 46Q)-----	\$ 22,855 46
--	--------------

NET CAPITAL GAINS & LOSSES ----- \$ 77,948 20
(Part of corpus by trust charter and state law)

REFUND OF TAXES ----- (excise)----- \$ 1,999 80

RETURN OF CAPITAL. \$1,805 00 non-dividend disbursement by
(Frontier Communications Corp. \$1252 04 ;
TAL International Group, Inc. \$518 96; and
Qwest Communication, Inc. \$34 00)

TOTAL INCOME ----- \$ 136,032 24

EXPENSES.

Mobile Register - Legal Notice -----	\$ 27.32
Postage -----	\$ 0
Excise Tax -----	\$ 4,000 00
Trustee fee -----	\$ 10,000 00
Checks -----	\$ 0

\$ 14,027.32

NET BOOK INCOME ----- \$122,004.92

Paid/or approved for payment to Beneficiaries ----- \$ 46 548 74

Helen M. Nelson Charitable Trust - 41-6526908

Capital Account: 12-31-2011

Balance on hand - December 31, 2010 -----	1,016,786 96
Capital Gain and Losses -----	77,948 20
Adjustments for \$1,805 00 principal disbursements : cash -----	1,805.00
Frontier Communication Corp. - basis reduction -----	(1,252 04)
TAL International Group, Inc 259.48 + 259 48 -----	(518 96)
Qwest Communications, Inc. (Merger into CenturyLink) -----	(34 00)
Assets Transferred from the Estate of Helen M. Nelson, Dec. (3,000 sh J P. Morgan Chase Cap Tr (transferred in December 2010))	64,560 00
Capital Account Balance December 31, 2011 -----	1,159,295 16
Balance on hand - Income Account - Dec 31, 2011 -----	56,984 63*
Total Assets December 31, 2011 -----	1,216,279 79

Assets on Hand December 31, 2011:

	<u>Book Value</u>	<u>Estimated Market</u> 12-31-2010
1 Morgan-Keegan Account - cash	193,199.56	193,199.56
4 Banktrust - checking account - cash	68,682.41	68,682.41
10B. Investments in Corporate Stocks		
2000 shares Frontier Communication Co(1-21-05)	24,050.73	10,300.00
145 shares Frontier Communication Co(7-8-09)	946.31	746.75
2000 shares Anworth Mortgage Asset (1-24-05)	19,649.82	12,560.00
1000 shares Anworth Mortgage Asset (6-3-05)	9,403.66	6,280.00
1400 shares Anworth Mortgage Asset (7-8-09)	9,632.00	8,792.00
326 shares Gramercy Capital Corp (4-3-08)	0	815.00
2278 shares AT&T (7-8-09)	53,624.12	68,886.72
37 shares Alcutel Lucent (7-8-09)	75.85	57.72
1195 shares Consolidated Edison, Inc (7-8-09)	43,581.65	74,125.85
800 shares Exxon Mobil Corp (7-8-09)	52,688.00	67,808.00
4 shares Fairpoint Communications (7-8-09)	2.64	0
880 shares First Horizon National Corp (7-8-09)	8,999.90	7,040.00
12 shares Idearc Inc (7-8-09)	0	0
874 shares Esc Mirant Corp (7-8-09)	0	0
70 shares CenturyLink, Inc (Qwest merger) (7-8-09)	1,530.00	2,604.00
637 shares Regions Financial Corp (7-8-09)	2,395.12	2,739.10
2150 shares Southern Co (7-8-09)	65,553.50	99,523.50
75 shares Teradata Corp (7-8-09)	1,636.50	3,638.25
608 shares Verizon Communications (7-8-09)	17,419.20	24,392.96
108 shares Viacom Class B common (7-8-09)	2,199.96	4,904.28
119 shares Wells Fargo & Co (7-8-09)	2,721.53	3,279.64
128 units Mirant Class A warrants (7-8-09)	147.20	0
1000 shares FreeportMcMORanCopper (FCX)	39,304.98	36,790.00

(B 11-09-11) cu356710857

1000 shares TAL International Group, Inc (TAL) (B 11-09-11) c874083108 (259.48 basis red.)	26,952 17	28,790 00
1000 shares Pfizer, Inc. (B 08-19-11) c717081103	17,840 87	21,640 00
	<u>400,355.71</u>	<u>485,713.77</u>

Preferred Stocks & Investment trusts:

3000 shares J P Morgan Chase Cap XIV 6.2%	64,560.00	76,140 00
1200 shares ING Group NV 7 2% (7-8-09)	19,200.00	22,440 00
	<u>83,760 00</u>	<u>98,580 00</u>

10C Investments-Corporate Bonds

15,000 Dilhards Inc 7.13% 8-1-18 (1-14-04)	15,352 07	15,075 00
40,000 GMAC 5.9% 1-15-19 (1-14-04)	40,000.00	32,600 00
25,000 Ford Motor Co. 6.375% 2-1-29 (1-14-04)	24,635.68	25,125 00
10,000 GMAC 7% 5-15-18 (11-16-05)	8,193 40	8,675.00
60,000 Deb Spring Hill Ins. Co 5.5% (8-27-08)	60,000.00	60,000 00
25,000 Torchmark Corp 9 25% 6-15-2019(7-8-09)	25,875.00	30,706 50
40,000 GMAC 7% 6-15-17 (2-4-2010)	34,912 22	36,800 00
20,000 Genworth Fin Inc 4.95% 10-1-2015(2-22-10)	18,340.00	18,900 00
Total Corporate Bonds:	<u>227,308.37</u>	<u>227,881.50</u>

Municipal Bonds

15,000 bond Mobile, AL 2 nd Med Clinic Brd 5.125% 3-1-2022 (7-8-09)	14,411 85	14,629 35
Total Municipal Bonds:	<u>14,411 85</u>	<u>14,629 35</u>

Mortgages

Ranita Smith (552 Williams Street, Mobile, AL) 9% 404 88/mo	43,109 23	43,109.23
Angela Harris (9395 Burnt Tree Dr, Mobile AL) 6 5% 549 90/mo	85,412 66	85,412.66
Spring Hill Insurance Co (3901 Cottage Hill Road, Mobile, AL) 6 5%	100,000 00	100,000 00
Total Mortgages:	<u>228,521.89</u>	<u>228,521.89</u>

Totals	1,216,239.79	1,317,208.48
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Helen M Nelson Charitable Trust - 41-6526908

CAPITAL GAINS & LOSSES - 2011

LONG TERM SECURITY	DATE ACQUIRED	DATE SOLD	SALES PRICE	BASIS	GAIN / LOSS
9M bond FordMotor Cred cu 34539CKG6	01-24-2006	04-20-2011	9,000 00	6,885 00	2,115 00
2000shares ExxonMobil cu 30231G102	05-22-2002	02-23-2011	173,432 43	131,720 00	41,712 43
Centurylink, Inc (merger Qwest) Cash in Lieu cu 156700106	02-24-2010	04-04-2011	29 11	0	29 11
FHLMC CMO Series cu 31696ANT7					
1,000 units	09-20-05	01-18-2011	1,000 00	1,000 00	0
1,000 units	09-20-05	02-15-2011	1,000 00	1,000 00	0
1,000 units	09-20-05	03-15-2011	1,000 00	1,000 00	0
1,000 units	09-20-05	04-15-2011	1,000 00	1,000 00	0
1,000 units	09-20-05	05-16-2011	1,000 00	1,000 00	0
1,000 units	09-20-05	07-15-2011	1,000 00	1,000 00	0
1,000 units	09-20-05	08-15-2011	1,000 00	1,000 00	0
DIRECT LONG TERM GAINS/LOSSES -----					\$ 43,856 54

SHORT TERM SECURITY	DATE ACQUIRED	DATE SOLD	SALES PRICE	BASIS	GAIN / LOSS
2000 sh Ford Mtr Co cu 345370860	08-19-2011	10-24-2011	24,478 29	20,584 50	3,893 79
2000 sh Int Paper cu 460146103	08-19-2011	09-15-2011	48,036 95	55,086 67	7,049 72
2000 sh Int Paper cu 460146103	09-28-2011	12-07-2011	49,828 84	56,320 03	6,491 19
500 sh Park Nat Corp cu 700658107	08-24-2011	10-24-2011	27,361 43	30,461 37	3,099 94
1000 sh TAL Int Grp cu 874083108	08-19-2011	10-24-2011	26,177 96	29,496 18	3,318 22
2000 sh Temple Inland cu 879868107	04-06-2011	06-07-2011	48,091 75	58,330 55	10,238 80

DIRECT SHORT TERM GAINS/LOSSES ----- \$ 34,091 66

TOTAL CAPITAL GAINS/LOSS NET INCOME ----- \$ 77,948 20

*Trust charter directs that gain/losses
shall be considered principal/corpus

PRESS-REGISTER

LEGAL AFFIDAVIT

LANGAN
267 HOUSTON ST
MOBILE, AL 36606-4318

Name LANGAN

Account Number 1004963

Ad Number 0001857669

Sales Rep Christine Bevins
251-219-5000

Billing Inquiries Please Call (251) 219-5424

Date	Position	Description	P O Number	Ad Size	Total Cost
04/26/2012	Other legals	LEGAL NOTICE The Annual Return of the H	NELSON	77 WDS	26.97

Mecia Carlson being sworn, says that she is bookkeeper of Press-Register which publishes a daily newspaper in the City and County of Mobile, State of Alabama with a general circulation in the counties of Baldwin and Mobile, State of Alabama and attached notice appeared in the issue of

LEGAL NOTICE

The Annual Return of the Helen M. Nelson Charitable Trust for 2011 is now available, at the address noted below, for inspection during normal business hours, by any citizen who so requests within 180 days after publication of this notice of its availability

Helen M. Nelson Charitable Trust
267 Houston Street
Mobile, AL 36606-4318

The Principle Manager is:
Michael D. Langan, Trustee
267 Houston Street
Mobile, AL 36606-4318
Telephone (251)478-5203

PRESS REGISTER
APRIL 26, 2012

Mecia Carlson
Sworn to and subscribed before me this 26th day of April
2012

Brandi Cook
NOTARY PUBLIC

FOR QUESTIONS CONCERNING THIS AFFIDAVIT,
PLEASE CALL MECIA CARLSON AT (251) 219-5418
YOU CAN PLACE A LEGAL NOTICE BY EMAIL OR FAX
LEGALS@PRESS-REGISTER.COM OR FAX# (251)