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

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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

LANCE ROBERT MCLENDON FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

10 INNISBROOK LANE

A Employer identification number

63-1269799

City or town, state, and ZIP code

SHOAL CREEK, AL 35242

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name changeH Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year **J Accounting method:** Cash Accrual
(from Part II, col. (c), line 16) Other (specify) _____

► \$ 1,022,830. (Part I, column (d) must be on cash basis.)

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	125,682.		N/A	
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	20,938.	20,938.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	28,201.			
	b Gross sales price for all assets on line 6a	946,876.			
	7 Capital gain net income (from Part IV, line 2)		28,201.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total Add lines 1 through 11	174,821.	49,139.		
	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	1,650.	1,650.		0.
	c Other professional fees				
	17 Interest				
RECEIVED	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	2,666.	2,666.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	4,316.	4,316.		0.
	25 Contributions, gifts, grants paid	60,000.			60,000.
	26 Total expenses and disbursements Add lines 24 and 25	64,316.	4,316.		60,000.
	27 Subtract line 26 from line 12:	110,505.			
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		44,823.		
	c Adjusted net income (if negative, enter -0-)			N/A	

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		173,058.	344,634.	344,634.
	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 ►				
Assets	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock	STMT 4	1,093,928.	597,970.	678,196.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		1,266,986.	942,604.	1,022,830.
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 ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31				
	27 Capital stock, trust principal, or current funds		0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		1,266,986.	942,604.	
	30 Total net assets or fund balances		1,266,986.	942,604.	
	31 Total liabilities and net assets/fund balances		1,266,986.	942,604.	

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	1,266,986.
2 Enter amount from Part I, line 27a	2	110,505.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	1,377,491.
5 Decreases not included in line 2 (itemize) ► ADJUSTMENT TO COST BASIS	5	434,887.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	942,604.

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 WELLS FARGO SHORT TERM (4655)			P	VARIOUS	VARIOUS
b WELLS FARGO LONG TERM (4655)			P	VARIOUS	VARIOUS
c WELLS FARGO OPTIONS SHORT TERM (4655)			P	VARIOUS	VARIOUS
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 642,691.		654,883.	<12,192.>		
b 163,103.		151,218.	11,885.		
c 141,082.		112,574.	28,508.		
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			<12,192.>		
b			11,885.		
c			28,508.		
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	28,201.	
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	47,509.	747,262.	.063577
2009	48,082.	645,833.	.074450
2008	55,087.	733,633.	.075088
2007	55,595.	903,735.	.061517
2006	35,000.	676,764.	.051717

2 Total of line 1, column (d)

2 **.326349**

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 **.065270**

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4 **964,733.**

5 Multiply line 4 by line 3

5 **62,968.**

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 **448.**

7 Add lines 5 and 6

7 **63,416.**

8 Enter qualifying distributions from Part XII, line 4

8 **60,000.**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.	}	1	896.
Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input 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	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
3 Add lines 1 and 2			
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:	}	6a	920.
a 2011 estimated tax payments and 2010 overpayment credited to 2011			
b Exempt foreign organizations - tax withheld at source			
c Tax paid with application for extension of time to file (Form 8868)			
d Backup withholding erroneously withheld			
7 Total credits and payments. Add lines 6a through 6d	}	7	920.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ► 24. Refunded ► 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?	}	1a	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <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>				
c 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 ► \$ 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? <i>If "Yes," attach a detailed description of the activities</i>				
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>				
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?				N/A
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?				
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>				
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>AL</u>				
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>				
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>				
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	STMT 5			
	8b	X		
	9	X		
	10	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 ► **N/A** 13 **X**

14 The books are in care of ► **BENSON R. MCLENDON** Telephone no. ► **205-991-1050**
Located at ► **104 INVERNESS CENTER PLACE, BIRMINGHAM, AL, BIRMI ZIP+4 ►35242**

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

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? Yes **X** No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes **X** No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes **X** No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? 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)? 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.) 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 ► **N/A** 1b

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 **X** 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 **X** 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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(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)?	<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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		N/A	5b
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
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 type="checkbox"/> No		N/A	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		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
BENSON R. MCLENDON 10 INNISBROOK LANE SHOAL CREEK, AL 35242	PRESIDENT 0.00	0.	0.	0.
AMY M. MCLEVAINE 1040 BLUE HERON POINT BIRMINGHAM, AL 35242	VICE PRESIDENT 0.00	0.	0.	0.
JOAN G. MCLENDON 10 INNISBROOK LANE SHOAL CREEK, AL 35242	SECRETARY AND TREASURER 0.00	0.	0.	0.

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

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

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

► 0

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

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

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

0
Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

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

Amount

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	795,666.
b Average of monthly cash balances	1b	183,758.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	979,424.
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	979,424.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,691.
5 Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	964,733.
6 Minimum investment return. Enter 5% of line 5	6	48,237.

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	48,237.
2a Tax on investment income for 2011 from Part VI, line 5	2a	896.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	896.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	47,341.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	47,341.
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	47,341.

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	60,000.
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	60,000.
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	60,000.

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

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				47,341.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	3,896.			
b From 2007	14,218.			
c From 2008	18,541.			
d From 2009	16,026.			
e From 2010	11,954.			
f Total of lines 3a through e	64,635.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 60,000.			0.	
a Applied to 2010, but not more than line 2a			0.	
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			47,341.	
e Remaining amount distributed out of corpus	12,659.			
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:	77,294.			
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				0.
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	3,896.			
9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a	73,398.			
10 Analysis of line 9:				
a Excess from 2007	14,218.			
b Excess from 2008	18,541.			
c Excess from 2009	16,026.			
d Excess from 2010	11,954.			
e Excess from 2011	12,659.			

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
a Paid during the year				
CAMPUS OUTREACH	NONE	RELIGIOUS	GENERAL FUND	10,000.
CROHN'S & COLITIS FOUNDATION OF AMERICA	NONE	PUBLIC CHARITY	GENERAL FUND	10,000.
TROY STATE UNIVERSITY FOUNDATION	NONE	PUBLIC CHARITY	GENERAL FUND	40,000.
Total				► 3a 60,000.
b Approved for future payment				
NONE				
Total				► 3b 0.

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
	(a) Business code	(b) Amount	(c) Exclu- sion 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			14	20,938.	
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			18	28,201.	
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)		0.		49,139.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	49,139.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

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

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
- (2) Other assets

b. Other transactions

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitation

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

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.

May the IRS discuss this return with the preparer shown below (see instr.)?

Signature of officer or trustee		Date	File No.			
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN	
	JAMES L. RICHARDSON	<i>James L. Richardson</i>	8/24/12		P00020025	
	Firm's name ► SELLERS RICHARDSON HOLMAN & WEST, LLP			Firm's EIN ► 26-2732677		
Firm's address ► 216 SUMMIT BOULEVARD, STE 300 BIRMINGHAM, AL 35243			Phone no. 205-278-0001			

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

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

OMB No 1545-0047

2011**Name of the organization****LANCE ROBERT MCLENDON FOUNDATION****Employer identification number****63-1269799****Organization type (check one)****Filers of:****Section:**

Form 990 or 990-EZ

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

Form 990-PF

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

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year

► \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

LANCE ROBERT MCLENDON FOUNDATION

Employer identification number

63-1269799

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MR. & MRS. BENSON R. MCLENDON 10 INNISBROOK LANE SHOAL CREEK, AL 35242	\$ 125,682.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

LANCE ROBERT MCLENDON FOUNDATION

63-1269799

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	VARIOUS SECURITIES: SEE ATTACHED	\$ 125,682.	06/23/11
		\$	
		\$	
		\$	
		\$	
		\$	
123453 01-23-12	Schedule B (Form 990, 990-EZ, or 990-PF) (2011)		

Name of organization

Employer identification number

LANCE ROBERT MCLENDON FOUNDATION

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

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
-------------	--	-----------	---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WELLS FARGO (4655-7506)	20,938.	0.	20,938.
TOTAL TO FM 990-PF, PART I, LN 4	20,938.	0.	20,938.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
-------------	-----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,650.	1,650.		0.
TO FORM 990-PF, PG 1, LN 16B	1,650.	1,650.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	3
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	2,666.	2,666.		0.
TO FORM 990-PF, PG 1, LN 23	2,666.	2,666.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	4
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS	597,970.	678,196.
TOTAL TO FORM 990-PF, PART II, LINE 10B	597,970.	678,196.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 5

NAME OF CONTRIBUTOR

MR. AND MRS. BENSON R. MCLENDON

ADDRESS

10 INNISBROOK LANE
SHOAL CREEK, AL 35242

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 6

NAME OF MANAGER

BENSON R. MCLENDON
JOAN G. MCLENDON

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 7

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

BENSON R. MCLENDON
104 INVERNESS CTR PL, STE 100
BIRMINGHAM, AL 35242

TELEPHONE NUMBER

(205)991-1050

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS SHOULD BE IN WRITTEN FORM AND INCLUDE INFORMATION REGARDING
THE PURPOSE OF THE APPLICATION AND THE ENTITY MAKING THE APPLICATION.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

Security Transfer from Joan & Mac McLendon:	# Shares	Cost Basis	Sales Price	FMV
American Express	300	12,475.95	49.85	14,955.00
American Express	400	18,554.00	49.85	19,940.00
American Express	200	8,961.14	49.85	9,970.00
Anadarko Petroleum	51	1,985.12	72.59	3,702.09
Anadarko Petroleum	100	4,588.00	72.59	7,259.00
Anadarko Petroleum	149	11,150.12	72.59	10,815.91
Caterpillar	200	11,991.30	100.15	20,030.00
Caterpillar	200	13,674.52	100.15	20,030.00
Caterpillar	200	18,926.50	100.15	20,030.00
American Express - Calls	-2	(313.99)	49.85	(99.70)
American Express - Calls	-7	(559.98)	49.85	(348.95)
Caterpillar - Calls	-6	(5,388.55)	100.15	(600.90)
Total		<u>96,044.13</u>		<u>125,682.45</u>

Schedule of Realized Gains and Losses
2011 Tax Year

Tuesday, February 07, 2012
 PBMA MCLENDON MAC

Prepared For:
 4655-7506
 LANCE ROBERT MCLENDON
 FOUNDATION

Short - Continued	Open Date	Close Date	Cost Basis	Adjusted Basis	Gain or Loss	Short Sale	Long Sale	Short Gain	Long Gain	Short Loss	Long Loss	Short Actions	Long Actions
-7 C AXP 07/16/11 50	000000000000	02/25/2011*	-559.98	0 8000	06/27/2011	-455.00	0 6500	104.98	-18.75				
-15 P CSCO 10/22/11 15	4124-692	07/25/2011*	-599.99	0 4000	08/15/2011	-870.00	0 5800	-270.01	45.00				
-15 P CSCO 08/20/11 16	4124-716	06/06/2011*	-1,094.98	0 7300	07/25/2011	-600.00	0 4000	494.98	-45.20				
-20 P CSCO 08/17/11 15	4124-722	08/25/2011*	-899.98	0 5000	08/29/2011	-500.00	0 2500	499.98	-50.00				
-3 P PG 11/19/11 60	000000000000	09/20/2011*	-249.00	0 8300	10/18/2011	-114.00	0 3800	135.00	-54.22				
-4 C KO 05/21/11 67 50	000000000000	12/13/2010*	-515.99	1 2900	03/31/2011	-392.00	0 9800	123.99	-24.03				
-1 C KO 05/21/11 67 50	000000000000	12/13/2010*	-130.00	1 3000	03/31/2011	-98.00	0 9800	32.00	-24.62				
-6 C CAT 05/18/12 92 50	CAT1219E92 5	10/25/2011*	-6,298.88	10 3500	11/15/2011	-7,980.00	13 3000	-1,770.12	28.50				
-1 P HK 06/18/11 15	000000000000	01/26/2011*	-50.00	0 5000	02/22/2011	-24.00	0 2400	28.00	-52.00				
-12 P HK 12/17/11 20	000000000000	06/22/2011*	-1,507.05	1 2559	07/25/2011	-48.00	0 0400	1,459.05	-96.81				
-12 C HK 09/17/11 21	000000000000	02/24/2011*	-2,939.94	2 4500	06/22/2011	-5,040.00	4 2000	-2,100.06	71.43				
-10 C WMT 06/18/11 57 50	4169-588	11/30/2010*	-1,339.98	1 3400	04/18/2011	-100.00	0 1000	1,239.98	-92.54				
-4 C KMB 10/22/11 67.50	000000000000	02/24/2011*	-563.99	1 4100	08/25/2011	-740.00	1 8500	-176.01	31.21				
-15 C MSFT 02/18/12 28	MSFT1218B26	12/20/2011*	-1,319.97	0 8800	1/22/2011	-1,065.00	0 7100	254.97	-19.32				
-15 P MSFT 09/17/11 24	4197-823	06/06/2011*	-1,634.97	1 1300	07/25/2011	-165.00	0 1100	1,529.97	-90.27				
-10 P MSFT 09/17/11 24	4197-823	08/25/2011*	-579.99	0 5800	08/29/2011	-270.00	0 2700	309.99	-53.45				
-6 P TGT 09/17/11 45	000000000000	08/25/2011*	-252.00	0 4200	08/29/2011	-132.00	0 2200	120.00	-47.62				
-10 C SWN 06/16/12 44	SWN1216F44	11/08/2011*	-3,999.92	4 0000	1/22/2011	-570.00	0 5700	3,429.92	-85.75				
-6 P XOM 04/21/12 65	XOM1221P65	11/08/2011*	-1,095.98	1 8100	1/21/2011	-504.00	0 8400	581.98	-53.59				
-8 C GIS 10/22/11 36	000000000000	03/17/2011*	-1,527.97	1 9100	08/25/2011	-1,320.00	1 6500	207.97	-13.61				
-6 P DIS 11/19/11 33	4230-897	10/19/2011*	-655.99	1 0600	10/25/2011	-432.00	0 7200	203.99	-32.07				
-7 P DIS 04/21/12 30	DIS1221P30	10/25/2011*	-1,140.98	1 6300	1/22/2011	-567.00	0 8100	573.88	-50.31				
-6 C PEP 04/21/12 62 50	PEP1221D62 5	09/20/2011*	-1,763.97	2 8400	1/28/2011	-2,790.00	4 6500	-1,026.03	56.17				
-12 C LOW 07/16/11 25	000000000000	11/30/2010*	-1,357.98	1 1400	05/25/2011	-636.00	0 5300	731.98	-53.51				
-12 C LOW 04/21/12 23	LOW1221D23	08/29/2011*	-1,259.98	1 0500	1/28/2011	-3,480.00	2 9000	-2,220.02	176.19				
-4 C MCD 08/17/11 80	000000000000	01/26/2011*	-633.99	1 6600	08/29/2011	-4,198.00	10 4900	-3,532.01	531.94				
-4 C MCD 03/17/12 85	MCD1217C85	08/29/2011*	-3,238.94	8 1000	1/22/2011	-5,780.00	14 4500	-2,540.06	78.40				
-12 C LOW 10/22/11 26	000000000000	05/25/2011*	-947.98	0 7900	08/29/2011	-36.00	0 0300	911.98	-96.20				
-9 C AXP 01/21/12 50	AXP1221A50	09/20/2011*	-3,284.94	3 6500	1/15/2011	-2,637.00	2 9300	647.94	-19.72				
-15 P AXP 01/21/12 30	AXP1221M30	12/09/2010*	-1,964.97	1 3100	04/19/2011	-870.00	0 5800	1,094.97	-55.72				
-15 C CSCO 07/16/11 23	4288-204	12/09/2010*	-839.99	0 5600	06/06/2011	-15.00	0 0100	824.98	-98.21				
-15 C MSFT 07/16/11 27	4246-293	12/09/2010*	-3,119.95	2 0800	06/06/2011	-75.00	0 0500	3,044.95	-97.60				
-15 C LUV 12/17/11 12	4297-288	05/02/2011*	-1,424.97	0 9500	1/08/2011	-75.00	0 0500	1,349.97	-94.74				
-15 C LUV 12/17/11 13	4297-292	05/02/2011*	-899.98	0 6000	1/08/2011	-75.00	0 0500	824.98	-91.67				
-15 C LUV 06/18/11 13	4287-591	11/30/2010*	-2,189.96	1 4600	05/02/2011	-120.00	0 0800	2,069.96	-94.52				
-10 C SWN 01/21/12 40	SWN1221A40	12/30/2010*	-3,999.93	4 0000	1/08/2011	-3,750.00	3 7500	249.93	-6.25				

Schedule of Realized Gains and Losses

Tuesday, February 07, 2012
PBMA MCLENDON MAC

2011 Tax Year

Prepared For:

4655-7506
LANCE ROBERT MCLENDON
FOUNDATION

Quantity	Name	Security	Open Date	Cost Amount	Adjusted Cost Amount	Cost/Unit	Close Date	Gain/Loss	Cost/Unit
----------	------	----------	-----------	-------------	----------------------	-----------	------------	-----------	-----------

Short - Continued

-20	C LUV 081612 8	LUV1216F8	11/15/2011*	-2,199.96	1,100.00	1,090.00	-2,180.00	1,090.00	19.96	-0.91
-10	C ITW 012112 47.50	ITW1221A47.5	09/20/2010*	-5,099.91	5,100.00	1,520.00	-1,520.00	1,520.00	3,579.91	-70.20
-4	C BRKB 012112 80	BRKB1221A80	06/22/2011*	-1,399.97	3,500.00	10/18/2011	-804.00	2,010.00	595.97	-42.57
-4	C CVX 012112 85	CVX1221A85	12/09/2010*	-3,187.95	7,970.00	11/29/2011	-5,440.00	13,600.00	-2,252.05	70.64
-3	C IBM 071611 145	4321-196	12/13/2010*	-2,459.96	8,200.00	06/10/2011	-5,643.00	18,810.00	-3,183.04	129.39
-2	P IBM 071611 155	4321-214	05/26/2011*	-206.00	1,030.00	06/22/2011	-84.00	0,420.00	122.00	-59.22
-2	P IBM 082011 155	4321-258	06/22/2011*	-365.99	1,830.00	07/25/2011	-14.00	0,070.00	351.99	-96.17
-5	C MMM 012112 80	MMM1221A80	09/20/2011*	-2,474.95	4,950.00	11/08/2011	-1,990.00	3,980.00	494.95	-19.59
-5	P MMM 1022/11 65	4321-681	08/25/2011*	-479.99	0,960.00	09/20/2011	-130.00	0,260.00	349.99	-72.92
-6	C ABT 012112 37.50	ABT1221A57.5	05/02/2011*	-443.99	0,740.00	11/08/2011	-180.00	0,300.00	283.99	-55.46
-10	P SWN 031712 30	SWN1217030	11/08/2011*	-939.98	0,940.00	12/22/2011	-1,190.00	1,190.00	-250.02	26.60
-20	C XLF 121711 16	000000000000	03/17/2011*	-2,779.95	1,390.00	06/22/2011	-1,080.00	0,540.00	1,699.95	-61.15
-4	C JNJ 012112 67.50	JNJ1221A67.5	05/25/2011*	-871.98	2,180.00	11/08/2011	-196.00	0,490.00	675.98	-77.52
-8	C GIS 012112 37.50	GIS1221A37.5	08/25/2011*	-1,175.98	1,470.00	11/15/2011	-2,120.00	2,650.00	-944.02	80.28
-3	C IBM 012112 155	IBM1221A155	06/10/2011*	-4,439.91	14,800.00	12/28/2011	-8,670.00	28,900.00	-4,230.09	95.27
-6	C PG 012112 67.50	PG1221A67.5	06/06/2011*	-1,085.98	1,810.00	11/08/2011	-198.00	0,330.00	887.98	-81.77
-10	C WMT 012112 57.50	WMT1221A57.5	04/19/2011*	-1,139.98	1,440.00	11/08/2011	-2,250.00	2,250.00	-1,110.02	97.37
-20	C INTC 012112 24	INTC1221A24	05/25/2011*	-2,259.96	1,1500.00	11/08/2011	-2,740.00	1,370.00	-440.04	18.13
-20	C INTC 016111 23	4361-163	11/30/2010*	-1,899.97	0,9500.00	05/25/2011	-1,260.00	0,630.00	839.97	-33.68
-8	C GIS 011913 40	GIS1319A40	11/15/2011*	-2,039.96	2,5500.00	12/22/2011	-2,032.00	2,540.00	7.98	-0.39
-6	P DIS 1022/11 35	4373-278	05/26/2011*	-437.99	0,7300.00	01/19/2011	-680.00	1,100.00	-222.01	50.69
-4	P SLB 082011 70	000000000000	05/26/2011*	-383.99	0,9600.00	06/22/2011	-268.00	0,870.00	115.89	-30.21
-8	P COP 021812 50	COP2181N50	09/20/2011*	-959.98	1,2000.00	11/08/2011	-424.00	0,530.00	535.98	-55.83
-6	C CAT 012112 115	CAT1221A115	03/29/2011*	-5,388.55	8,8811.00	10/25/2011	-312.00	0,520.00	5,076.55	-94.21
-4	P EMR 0917/11 48	000000000000	05/26/2011*	-439.99	1,1000.00	08/15/2011	-1,120.00	2,800.00	-880.01	154.55
-5	P SLB 021812 50	SLB1218N60	11/08/2011*	-1,119.98	2,2400.00	12/08/2011	-850.00	1,700.00	289.98	-24.11
-5	C SLB 021812 70	SLB1218B70	08/25/2011*	-5,559.89	11,2000.00	11/29/2011	-3,125.00	6,250.00	2,474.89	-44.20
-5	P SLB 111911 65	000000000000	06/22/2011*	-754.99	1,5100.00	07/25/2011	-230.00	0,460.00	524.99	-65.54
-6	P UTX 111911 55	000000000000	08/25/2011*	-707.99	1,1800.00	09/20/2011	-258.00	0,430.00	449.99	-63.56
-6	P KO 051812 60	KO1218Q60	11/15/2011*	-971.98	1,6200.00	12/22/2011	-468.00	0,780.00	503.98	-51.85
-30	C LUV 011913 12.50	LUV1319A12.5	11/08/2011*	-929.98	0,3100.00	12/22/2011	-780.00	0,260.00	149.98	-16.13
-15	C SYY 012112 30	SYY1221A30	12/09/2010*	-2,549.96	1,7000.00	11/08/2011	-328.95	0,2193.00	2,221.01	-87.10
-6	C BRKB 012112 82.50	BRKB1221A82.5	04/19/2011*	-3,269.94	5,4500.00	10/18/2011	-702.00	1,170.00	2,567.94	-78.53
-4	P EMR 12/11 44	000000000000	08/15/2011*	-1,123.98	2,8100.00	11/08/2011	-212.00	0,530.00	911.98	-81.14
-4	C KMB 012112 70	KMB1221A70	08/25/2011*	-679.99	1,7000.00	11/15/2011	-1,000.00	2,500.00	-320.01	47.06
-10	C ECA 012112 22.50	ECA1221A22.5	10/26/2011*	-899.98	0,8000.00	11/08/2011	-900.00	0,9000.00	-0.02	

Schedule of Realized Gains and Losses

Tuesday, February 07, 2012
PBMA MCLENDON MAC

2011 Tax Year

Prepared For:

4655-7506
LANCE ROBERT MCLENDON
FOUNDATION

Quantity	Symbol	Security	Open Date	Cost Amount	Adj. Cost	Close Date	Close Price	Realized Gain	Realized Loss
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Short - Continued

-7	P	PPG 012112 60	PPG1221M60	10/19/2011*	.734 99	1 0500	1/08/2011	-385 00	0 5500
-3	C	APC 012112 80	APC1221A80	10/25/2011*	-1,841 96	6 1400	1/08/2011	-2,460 00	8 2000
-5	C	KO 012112 70	KO1221A70	03/31/2011*	-964 98	1 9300	06/22/2011	-690 00	1 3800
2,000	A	AMERICAN EX 2.5% 022511	0258BT-GA-6	12/31/2010*	2,005 68	100 2840	02/25/2011	2,000 00	100 0000
5,000	C	CATERPILLAR 6.55% 5/01/11	149123-BH-3	12/31/2010*	5,082 50	101 8500	05/02/2011	5,000 00	100 0000
6,000	C	CATERPILLAR 4.6% 3/15/11	14912H-NQ-9	12/31/2010*	6,045 00	100 7500	03/15/2011	6,000 00	100 0000
10,000	C	COMCAST 5.5% 3/15/11	20030N-AD-3	02/22/2011*	10,026 50	100 2650	03/15/2011	10,000 00	100 0000
5,000	D	DEVON 6.875% 9/30/11	25178S-AC-4	02/22/2011*	5,176 00	103 5200	09/30/2011	5,000 00	100 0000
2,000	D	DEVON 6.875% 9/30/11	25178S-AC-4	06/22/2011*	2,032 76	101 6380	09/30/2011	2,000 00	100 0000
15,000	E	ENTERPRISE 7.50% 2/1/11	293791-AB-5	08/24/2010*	15,439 20	102 9280	02/01/2011	15,000 00	100 0000
3,000	F	PROVIDIAN 6.00% 07/05/11	74407M-K4-6	04/20/2011*	3,039 20	100 9732	07/05/2011	3,000 00	100 0000

483,800.37

Long	Symbol	Security	Open Date	Cost Amount	Adj. Cost	Close Date	Close Price	Realized Gain	Realized Loss
500	A	AUTOMATIC DATA PROCESSIN	ADP	03/02/2010*	20,928 80	41 8576	05/17/2011	23,099 55	46 2000
100	A	AUTOMATIC DATA PROCESSIN	ADP	03/09/2010*	4,314 65	43 1465	05/17/2011	4,819 92	46 2000
100	A	AUTOMATIC DATA PROCESSIN	ADP	03/09/2010*	4,314 65	43 1465	05/20/2011	4,619 90	46 2000
500	K	COCA COLA COMPANY	KO	10/20/2008*	23,574 23	46 7184	06/22/2011	33,161 41	66 3241
1,000	I	IL TOOL WORKS INC	ITW	09/20/2010*	46,739 80	46 7998	12/07/2011	46,946 90	48 9478
500	P	PEPSICO INCORPORATED	PEP	01/22/2010*	30,355 00	60 7900	05/31/2011	34,764 33	69 5300
1,500	L	SOUTHWEST AIRLINES CO	LUV	05/24/2010*	17,862 00	11 9080	12/22/2011	12,559 11	8 3729
42	S	SOWSTN ENERGY CO	SWN	01/06/2009*	1,415 98	33 7144	12/22/2011	1,399 50	33 3221
58	S	SOWSTN ENERGY CO	SWN	03/03/2009*	1,612 98	27 8102	12/22/2011	1,932 64	33 3221

151,218.10

500,117.25

16,316.88

Misc

-6	C	ADP 052111 45	000000000000	10/11/2010*	-719 99	1 2000	05/17/2011	1 0000	05/17/2011
-9	C	ADP 052111 45	000000000000	10/11/2010*	-1,079 97	1 2000	05/20/2011	1 0000	05/20/2011
-8	C	PEP 071611 67 50	000000000000	11/30/2010*	-1,623 97	2 0300	05/31/2011	2 0300	05/31/2011
-5	C	SLB 021911 57 50	000000000000	06/22/2010*	-4,074 93	8 1500	02/11/2011	8 1500	02/11/2011
30,000	I	ISRAEL DISC 35% 03/15/11	465076-GS-0	12/13/2010*	30,000 00	100 0000	03/15/2011	30,000 00	100 0000

163,103.26

11,886.16

Schedule of Realized Gains and Losses
2011 Tax Year

Tuesday, February 07, 2012
 PBMA MCLENDON MAC

Prepared For:

4655-7306
 LANCE ROBERT MCLENDON
 FOUNDATION

Quantity	Name	Security	Open Date	Cost Amount	Adjusted Cost Amount	Trade Date	Close Date	Close Price	Gain or Loss
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Report Summary	657,518.61	681,220.61	28,702.00
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Realized Gains or Losses

Short Term	16,316.88
Long Term	11,885.16

Legend

- (!) Security Held Away
- C - Covered Tax Lot
- N - Noncovered Tax Lot
- M - Net Row Contains Both Covered and Noncovered Tax Lots
- W - Open Date Reflects Wash Sale Date

Covered Tax Lot - Cost information for this tax lot is covered by IRS reporting requirements.

Noncovered Tax Lot - Cost information for this tax lot is not covered by IRS reporting requirements
 Wash Sale Date - The cost for this tax lot has been adjusted due to wash sale activity as defined by the IRS regulations

This report is a service from your investment executive, not the official record of your account or a substitute for statements and confirmations. It is prepared as of trade
 rather than settlement date and its date may differ from your statement. The realized gains and losses noted above are the gross amounts, prior to fees and expenses. This
 report uses sources we believe are reliable, but we cannot guarantee their reliability or accuracy. Please call your local branch manager about discrepancies between this
 and your client statement.

*Prices for Independently Valued Direct Investments cannot be displayed on this report and are not included in the portfolio value shown. Refer to your client statement or
 contact your investment executive for further information. Wells Fargo Advisors is the trade name used by two separate, registered broker-dealers and non-bank affiliates of
 Wells Fargo & Company providing certain retail investment brokerage services. Wells Fargo Advisors, LLC, member NYSE/SIPC, and Wells Fargo Advisors Financial
 Network, LLC, member FINRA/SIPC. Wells Fargo Advisors is not a legal or tax advisor. Investment and Insurance Products are Not FDIC-Insured, Not Bank Guaranteed,
 and May Lose Money

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

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 LANCE ROBERT MCLENDON FOUNDATION	Employer identification number (EIN) or Social security number (SSN) X 63-1269799
	Number, street, and room or suite no. If a P.O. box, see instructions. 10 INNISBROOK LANE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SHOAL CREEK, AL 35242	

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.

BENSON R. MCLENDON - 104 INVERNESS CENTER PLACE ,

- The books are in the care of ► **BIRMINGHAM, AL - BIRMINGHAM, AL 35242**

Telephone No ► **205-991-1050**

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 _____

TAXPAYERS NEED ADDITIONAL TIME TO GATHER THE INFORMATION NEEDED TO FILE A COMPLETE RETURN.

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	\$ 896.
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	\$ 920.
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	\$ 0.

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 ►

Title ►

Date ►

Form 8868 (Rev. 1-2012)