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Form 990-PF

Return of Private Foundation

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

2011

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

For calendar year 2011, or tax year beginning 01-01-2011, and ending 12-31-2011

G Check all that apply

 Initial return Initial return of a former public charity Final return Amended return Address change Name change

Name of foundation

CAROL W & MYRON J ROTHSCHILD FUND
C/O REGIONS BANKNumber and street (or P O box number if mail is not delivered to street address)
PO BOX 2450

Room/suite

City or town, state, and ZIP code
MONTGOMERY, AL 36102H 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 (from Part II, col. (c), line 16) **\$ 5,389,812**

J Accounting method

 Cash Accrual Other (specify)
(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) (see page 11 of the instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1	Contributions, gifts, grants, etc., received (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	52,094	52,094	
4	Dividends and interest from securities.	99,022	99,022	
5a	Gross rents			
b	Net rental income or (loss)			
6a	Net gain or (loss) from sale of assets not on line 10	41,467		
b	Gross sales price for all assets on line 6a 746,947			
7	Capital gain net income (from Part IV, line 2) . . .		41,467	
8	Net short-term capital gain			
9	Income modifications			
10a	Gross sales less returns and allowances			
b	Less Cost of goods sold			
c	Gross profit or (loss) (attach schedule)			
11	Other income (attach schedule)			
12	Total. Add lines 1 through 11	192,583	192,583	

13	Compensation of officers, directors, trustees, etc	26,737	26,737	
14	Other employee salaries and wages			
15	Pension plans, employee benefits			
16a	Legal fees (attach schedule)			
b	Accounting fees (attach schedule)	1,435		1,435
c	Other professional fees (attach schedule)			
17	Interest			
18	Taxes (attach schedule) (see page 14 of the instructions)	2,646		
19	Depreciation (attach schedule) and depletion . . .			
20	Occupancy			
21	Travel, conferences, and meetings			
22	Printing and publications			
23	Other expenses (attach schedule)			
24	Total operating and administrative expenses.			
	Add lines 13 through 23	30,818	26,737	1,435
25	Contributions, gifts, grants paid	242,083		242,083
26	Total expenses and disbursements. Add lines 24 and 25	272,901	26,737	243,518
27	Subtract line 26 from line 12			
a	Excess of revenue over expenses and disbursements	-80,318		
b	Net investment income (if negative, enter -0-) . . .		165,846	
c	Adjusted net income (if negative, enter -0-) . . .			

	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	162,001	238,925	238,925	
	2 Savings and temporary cash investments				
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the 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)				
	b Investments—corporate stock (attach schedule)	988,780	1,006,561	3,851,607	
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ►				
Less accumulated depreciation (attach schedule) ►					
12 Investments—mortgage loans					
13 Investments—other (attach schedule)	1,295,735	1,235,964	1,299,238		
14 Land, buildings, and equipment basis ►					
Less accumulated depreciation (attach schedule) ►					
15 Other assets (describe ► _____)	313	42	42		
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,446,829	2,481,492	5,389,812		
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 (attach schedule)				
	22 Other liabilities (describe ► _____)				
	23 Total liabilities (add lines 17 through 22)			0	
	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		2,446,829	2,481,492	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see page 17 of the instructions)	2,446,829	2,481,492			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,446,829	2,481,492			

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	2,446,829
2	Enter amount from Part I, line 27a	2	-80,318
3	Other increases not included in line 2 (itemize) ►	3	114,981
4	Add lines 1, 2, and 3	4	2,481,492
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,481,492

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.)
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1a See Additional Data Table			
b			
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)
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a See Additional Data Table			
b			
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	2	41,467
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	2,716

If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)
If (loss), enter -0- in Part I, line 8

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 page 18 of 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	214,568	4,717,680	0 045482
2009	257,271	4,345,577	0 059203
2008	256,596	5,332,515	0 048119
2007	232,519	5,161,094	0 045052
2006	225,828	4,870,224	0 046369

2 Total of line 1, column (d).	2	0 244225
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	0 048845
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	5,259,825
5 Multiply line 4 by line 3.	5	256,916
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,658
7 Add lines 5 and 6.	7	258,574
8 Enter qualifying distributions from Part XII, line 4.	8	243,518

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1	1	3,317
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	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	3,317
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	3,317
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,440
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	2,440
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	877
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/> 11	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b	No
<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?	1c	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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>	2	No
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>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
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>	5	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
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>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> AL		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes
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 on page 27)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ► N/A				
14	The books are in care of ► REGIONS BANK TRUST DEPARTMENT Located at ► 201 MONROE ST 4TH FLOOR MONTGOMERY AL	Telephone no ► (334) 230-6100 ZIP +4 ► 36104		
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		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No	
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	□ Yes	✓ No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	□ Yes	✓ No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	□ Yes	✓ No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	✓ Yes	□ No	
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	□ Yes	✓ No	
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	□ Yes	✓ No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b	No	
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		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ► 20____, 20____, 20____, 20____	2a		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions)	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 ► 20____, 20____, 20____, 20____	2c		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3a	□ Yes	✓ No
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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 page 22 of the 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> Yes	5b		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
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	6b		No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	7b		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input type="checkbox"/> No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
REGIONS BANK TRUST DEPARTMENT 201 MONROE STREET 4TH FLOOR MONTGOMERY, AL 36104	TRUSTEE 5 00	26,737	0	0

**2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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
NONE				
Total number of other employees paid over \$50,000.				<input type="checkbox"/> Yes

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 page 23 of the instructions). 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.		▶

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

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 page 24 of the instructions	
3	
Total. Add lines 1 through 3.	▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes	
a	Average monthly fair market value of securities.	1a 5,104,034
b	Average of monthly cash balances.	1b 235,890
c	Fair market value of all other assets (see page 24 of the instructions).	1c 0
d	Total (add lines 1a, b, and c).	1d 5,339,924
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e
2	Acquisition indebtedness applicable to line 1 assets.	2
3	Subtract line 2 from line 1d.	3 5,339,924
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4 80,099
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 5,259,825
6	Minimum investment return. Enter 5% of line 5.	6 262,991

Part XI Distributable Amount (see page 25 of the 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.	1 262,991
2a	Tax on investment income for 2011 from Part VI, line 5.	2a 3,317
b	Income tax for 2011 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 3,317
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 259,674
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 259,674
6	Deduction from distributable amount (see page 25 of the instructions).	6
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7 259,674

Part XII Qualifying Distributions (see page 25 of the 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 243,518
b	Program-related investments—total from Part IX-B.	1b
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	4 243,518
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 page 26 of the instructions).	5
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 243,518

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				259,674
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			231,924	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ _____ 243,518				
a Applied to 2010, but not more than line 2a			231,924	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).				
d Applied to 2011 distributable amount.			11,594	
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				248,080
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2007.				
b Excess from 2008.				
c Excess from 2009.				
d Excess from 2010.				
e Excess from 2011.				

Part XIV **Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

Part XV **Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)**

1 Information Regarding Foundation Managers:

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

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 page 28 of the 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
- b** The form in which applications should be submitted and information and materials they should include
- c** Any submission deadlines
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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 See Additional Data Table				
Total			► 3a	242,083
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Part XVI-B 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 or

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 solicitations.

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.

	Yes	No
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

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		
<p>Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.</p>				
<p>***** Signature of officer or trustee</p>	<p>2012-05-08 Date</p>	<p>***** Title</p>		
<p>Sign Here Paid Preparer's Use Only</p>	<p>Preparer's Signature</p>	<p>Date</p>	<p>Check if self-employed <input type="checkbox"/></p>	<p>PTIN</p>
	<p>Firm's name</p>	<p>ALDRIDGE BORDEN & COMPANY PC</p>	<p>Firm's EIN <input type="checkbox"/></p>	<p></p>
	<p>74 COMMERCE STREET</p>	<p></p>		
<p>Firm's address</p>	<p>MONTGOMERY, AL 36104</p>	<p>Phone no (334) 834-6640</p>	<p></p>	

May the IRS discuss this return with the preparer shown above? See instructions Yes No

Additional Data

Software ID:

Software Version:

EIN: 63-6050756

Name: CAROL W & MYRON J ROTHSCHILD FUND
C/O REGIONS BANK

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
AFLAC INC DTD 5/21/09 8 5% 05/15/201	P	2011-06-15	2011-07-07
COMCAST CORP DTD 06/18/09 5 7% 07/01	P	2010-07-08	2011-06-07
FEDERAL HOME LOAN MTG CORP POOL G12	P	2010-07-12	2011-06-15
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2011-02-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-05-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2011-08-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-11-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-10-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2011-01-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2011-04-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2011-04-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2011-11-25
GENERAL ELECTRIC CO 5% 02/01/2013	P	2008-11-06	2011-02-09
TALISMAN ENERGY INC DTD 6/1/09 7 75%	P	2010-07-08	2011-08-12
UNITED STATES TREASURY N/B DTD 02/17	P	2011-02-14	2011-06-10
UNITED STATES TREASURY N/B DTD 11/30	P	2011-09-01	2011-09-13
ANHEUSER-BUSCH INBEV WOR DTD 01/27/2	P	2011-01-28	2011-08-09
CONOCOPHILLIPS DTD 2/3/09 6 5% 02/01	P	2009-05-20	2011-03-24
FEDERAL HOME LOAN MTG CORP POOL G12	P	2010-07-12	2011-07-15
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2011-03-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-06-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2011-09-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-12-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-11-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2011-02-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2011-05-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2011-04-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2011-12-27
GENERAL ELECTRIC CO 5% 02/01/2013	P	2008-11-06	2011-05-06
TARGET CORP CALLABLE 5 375% 05/01/20	P	2010-07-08	2011-07-07

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(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)
UNITED STATES TREASURY N/B DTD 06/01	P	2011-10-06	2011-11-04
UNITED STATES TREASURY N/B DTD 11/30	P	2011-09-01	2011-09-15
AT&T INC DTD 05/13/08 5.6% 05/15/2011	P	2010-07-08	2011-05-06
CONOCOPHILLIPS DTD 2/3/09 6.5% 02/01	P	2009-05-20	2011-03-24
FEDERAL HOME LOAN MTG CORP POOL G12	P	2010-07-12	2011-08-09
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2011-04-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-07-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2011-10-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2011-09-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-12-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2011-03-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2011-06-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2011-05-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2011-12-27
GENERAL ELECTRIC CO 5% 02/01/2013	P	2009-03-05	2011-05-06
TIME WARNER CABLE 6.75% 07/01/2018	P	2010-07-08	2011-07-07
UNITED STATES TREASURY N/B DTD 06/01	P	2011-10-06	2011-11-09
UNITED STATES TREASURY N/B DTD 11/30	P	2011-09-01	2011-10-06
BARCLAYS BANK PLC DTD 04/07/2010 3.9%	P	2010-07-08	2011-06-07
CONOCOPHILLIPS DTD 2/3/09 6.5% 02/01	P	2009-05-20	2011-03-25
FEDERAL HOME LOAN MTG CORP POOL G12	P	2010-07-12	2011-08-15
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2011-05-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-08-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2011-11-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2011-10-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-01-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2011-04-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2011-07-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2011-06-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2011-09-26

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(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)
GOLDMAN SACHS GROUP INC DTD 2/5/09 7	P	2010-07-08	2011-08-09
TRAVELERS COMPANIES, INC CALLABLE S	P	2008-11-06	2011-05-06
UNITED STATES TREASURY N/B DTD 06/01	P	2011-10-06	2011-11-14
UNITED STATES TREASURY N/B DTD 11/30	P	2009-12-14	2011-02-14
BB&T CORPORATION DTD 7/27/09 3 85%	P	2010-07-08	2011-07-07
CONOCOPHILLIPS DTD 2/3/09 6 5% 02/01	P	2009-05-21	2011-03-25
FEDERAL HOME LOAN MTG CORP POOL G13	P	2008-11-10	2011-01-18
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2011-06-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-09-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2011-12-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2011-11-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-02-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2011-05-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2011-08-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2011-05-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2011-10-25
HESS CORPORATION DTD 2/3/09 8 125% 0	P	2010-07-08	2011-07-07
TRAVELERS COMPANIES, INC CALLABLE S	P	2008-11-06	2011-05-10
UNITED STATES TREASURY N/B DTD 08/16	P	2010-09-13	2011-05-06
UNITED STATES TREASURY N/B DTD 11/30	P	2009-12-14	2011-10-06
BB&T CORPORATION DTD 7/27/09 3 85%	P	2010-05-10	2011-07-07
CREDIT SUISSE NEW YORK DTD 5/4/09 5	P	2010-08-09	2011-06-07
FEDERAL HOME LOAN MTG CORP POOL G13	P	2008-11-10	2011-02-15
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2011-07-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-10-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-01-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2011-12-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-03-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2011-06-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2011-09-26

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FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2011-06-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2011-11-25
JOHN DEERE CAPITAL CORP INSD FDIC D	P	2010-07-08	2011-07-07
UNITED STATES TREASURY 5 375% 02/15/	P	2010-12-10	2011-06-10
UNITED STATES TREASURY N/B DTD 11/15	P	2011-06-13	2011-08-09
UNITED STATES TREASURY N/B DTD 11/30	P	2010-04-14	2011-10-06
BB&T CORPORATION DTD 7/27/09 3 85%	P	2010-04-27	2011-10-28
CSX CORP DTD 3/27/08 6 25% 04/01/201	P	2010-07-13	2011-08-09
FEDERAL HOME LOAN MTG CORP POOL G13	P	2008-11-10	2011-03-15
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2011-08-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-11-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-02-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-01-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-04-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2011-07-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2011-10-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2011-07-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2011-12-27
JOHN DEERE CAPITAL CORP INSD FDIC D	P	2010-07-08	2011-08-09
UNITED STATES TREASURY 6 25% 08/15/2	P	2011-02-14	2011-08-09
UNITED STATES TREASURY N/B DTD 11/15	P	2011-06-13	2011-11-04
VERIZON COMMUNICATIONS 5 55% 02/15/2	P	2008-11-06	2011-03-10
BB&T CORPORATION DTD 7/27/09 3 85%	P	2010-04-28	2011-10-28
DIRECTV HOLDGS/FING DTD 03/11/2010 3	P	2010-09-15	2011-07-07
FEDERAL HOME LOAN MTG CORP POOL G13	P	2008-11-10	2011-04-15
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2011-09-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-12-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-03-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-02-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-05-25

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FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2011-08-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2011-11-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2011-07-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2011-09-26
KRAFT FOODS INC DTD 02/08/2010 4 125	P	2010-07-08	2011-07-07
UNITED STATES TREASURY 6 25% 08/15/2	P	2011-02-14	2011-11-04
UNITED STATES TREASURY N/B DTD 11/30	P	2010-06-17	2011-01-28
VERIZON COMMUNICATIONS DTD 03/28/201	P	2011-03-25	2011-07-07
BB&T CORPORATION DTD 7/27/09 3 85%	P	2010-04-29	2011-10-28
EATON CORP	P	2010-08-24	2011-03-10
FEDERAL HOME LOAN MTG CORP POOL G13	P	2008-11-10	2011-05-16
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2011-10-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2011-01-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-04-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-03-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-06-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2011-09-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2011-12-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2011-08-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2011-10-25
MERRILL LYNCH & CO 6 11% 01/29/2037	P	2010-04-19	2011-05-06
UNITED STATES TREASURY INFLATION IND	P	2010-05-10	2011-04-07
UNITED STATES TREASURY N/B DTD 11/30	P	2010-06-17	2011-02-14
WACHOVIA CORP DTD 06/08/07 5 75% 06/	P	2010-07-08	2011-05-06
BB&T CORPORATION DTD 7/27/09 3 85%	P	2010-07-08	2011-10-28
EATON CORP	P	2008-07-14	2011-03-10
FEDERAL HOME LOAN MTG CORP POOL G13	P	2008-11-10	2011-06-15
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2011-11-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2011-02-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-05-25

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FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-04-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-07-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2011-10-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2011-01-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2011-08-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2011-11-25
MERRILL LYNCH & CO INC SERIES MTN D	P	2010-07-08	2011-05-06
UNITED STATES TREASURY INFLATION IND	P	2010-07-08	2011-04-07
UNITED STATES TREASURY N/B DTD 11/30	P	2011-05-06	2011-06-15
CA INC DTD 11/13/09 5 375% 12/01/201	P	2010-07-08	2011-08-10
FEDERAL HOME LOAN MTG CORP POOL G12	P	2010-07-12	2011-01-18
FEDERAL HOME LOAN MTG CORP POOL G13	P	2008-11-10	2011-07-15
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2011-12-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2011-03-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-06-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-05-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-08-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2011-11-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2011-01-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2011-09-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2011-12-27
MORGAN STANLEY GROUP INC	P	1989-12-27	2011-06-27
UNITED STATES TREASURY INFLATION IND	P	2010-05-10	2011-07-07
UNITED STATES TREASURY N/B DTD 11/30	P	2011-06-07	2011-06-15
CITIGROUP INC FDIC GUARANTEED DTD 08	P	2010-05-10	2011-01-28
FEDERAL HOME LOAN MTG CORP POOL G12	P	2010-07-12	2011-02-15
FEDERAL HOME LOAN MTG CORP POOL G13	P	2008-11-10	2011-08-09
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-01-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2011-04-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-07-25

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FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-06-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-09-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2011-12-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2011-02-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2011-09-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-11-04	2011-12-27
MORGAN STANLEY GROUP INC	P	1999-12-29	2011-06-27
UNITED STATES TREASURY INFLATION IND	P	2009-11-10	2011-08-09
UNITED STATES TREASURY N/B DTD 11/30	P	2011-04-07	2011-08-18
CITIGROUP INC FDIC GUARANTEED DTD 08	P	2010-07-08	2011-01-28
FEDERAL HOME LOAN MTG CORP POOL G12	P	2010-07-12	2011-03-15
FEDERAL HOME LOAN MTG CORP POOL G13	P	2008-11-10	2011-08-15
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-02-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2011-05-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-08-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-07-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-10-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2011-01-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2011-02-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2011-10-25
GENERAL ELECTRIC CAPITAL CORP DTD 02	P	2011-02-09	2011-05-06
MORGAN STANLEY SERIES MTN DTD 9/23/	P	2009-10-13	2011-06-07
UNITED STATES TREASURY INFLATION IND	P	2010-05-10	2011-08-09
UNITED STATES TREASURY N/B DTD 11/30	P	2011-07-07	2011-08-18
CITIGROUP INC FDIC GUARANTEED DTD 08	P	2009-12-15	2011-01-28
FEDERAL HOME LOAN MTG CORP POOL G12	P	2010-07-12	2011-04-15
FEDERAL NATIONAL MORTGAGE ASSN 5% 03	P	2010-07-08	2011-06-07
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-03-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2011-06-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-09-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-08-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-11-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2011-02-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2011-03-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2011-10-25
GENERAL ELECTRIC CO 5% 02/01/2013	P	2010-07-08	2011-02-09
PETROBRAS INTL FIN CO DTD 10/30/09 5	P	2011-06-13	2011-07-07
UNITED STATES TREASURY INFLATION IND	P	2009-11-10	2011-08-25
UNITED STATES TREASURY N/B DTD 11/30	P	2011-07-07	2011-08-24
CITIGROUP INC FDIC GUARANTEED DTD 08	P	2009-12-15	2011-07-07
FEDERAL HOME LOAN MTG CORP POOL G12	P	2010-07-12	2011-05-16
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2011-01-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-04-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2011-07-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-10-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-09-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2011-12-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2011-03-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2011-03-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2011-11-25
GENERAL ELECTRIC CO 5% 02/01/2013	P	2010-05-10	2011-02-09
PROGRESS ENERGY INC	P	2008-07-14	2011-03-10
UNITED STATES TREASURY INFLATION IND	P	2011-08-25	2011-11-04
UNITED STATES TREASURY N/B DTD 11/30	P	2011-07-07	2011-09-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,229		1,241	-12
2,232		2,178	54
524		561	-37
93		99	-6
376		380	-4
492		530	-38
1,056		1,058	-2
659		660	-1
307		328	-21
333		363	-30
109		117	-8
159		173	-14
10,677		9,901	776
1,262		1,215	47
15,114		13,912	1,202
3,004		3,000	4
1,049		1,006	43
4,587		3,900	687
473		506	-33
71		75	-4
664		672	-8
489		527	-38
1,143		1,145	-2
728		729	-1
315		337	-22
438		476	-38
232		251	-19
83		89	-6
8,542		7,930	612
1,144		1,120	24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,011		3,011	
13,019		13,023	-4
2,230		2,206	24
2,294		1,966	328
19,114		18,967	147
70		74	-4
251		254	-3
520		561	-41
611		659	-48
746		747	-1
296		317	-21
109		119	-10
202		218	-16
176		190	-14
5,339		4,836	503
1,167		1,133	34
13,049		13,047	2
12,013		12,021	-8
2,107		2,031	76
5,715		4,874	841
370		396	-26
58		62	-4
397		401	-4
535		577	-42
602		649	-47
2,523		2,561	-38
230		246	-16
253		275	-22
170		184	-14
756		784	-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,154		1,114	40
6,656		4,853	1,803
13,047		13,046	1
25,097		24,966	131
1,032		1,025	7
1,143		974	169
2,739		2,732	7
54		58	-4
285		288	-3
582		628	-46
740		798	-58
1,719		1,745	-26
215		230	-15
339		369	-30
95		102	-7
1,300		1,349	-49
1,271		1,230	41
6,586		4,853	1,733
2,002		1,995	7
37,039		36,949	90
1,032		1,026	6
2,217		2,173	44
2,261		2,255	6
66		70	-4
328		332	-4
1,712		1,715	-3
685		739	-54
1,873		1,901	-28
143		152	-9
96		105	-9

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
80		86	-6
1,152		1,195	-43
1,024		1,032	-8
14,479		13,876	603
1,023		979	44
75,079		74,871	208
9,204		9,126	78
1,163		1,118	45
2,093		2,087	6
56		60	-4
314		318	-4
1,348		1,350	-2
715		716	-1
2,073		2,104	-31
155		165	-10
481		523	-42
88		95	-7
977		1,014	-37
1,022		1,032	-10
1,359		1,219	140
3,174		2,937	237
13,480		11,215	2,265
2,045		2,029	16
1,046		1,031	15
1,555		1,551	4
66		70	-4
259		262	-3
1,039		1,040	-1
1,116		1,117	-1
1,085		1,101	-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
239		255	-16
249		271	-22
187		202	-15
560		589	-29
1,067		1,045	22
2,808		2,431	377
12,050		12,019	31
1,063		1,007	56
1,023		1,015	8
2,078		1,438	640
1,301		1,298	3
68		72	-4
898		968	-70
1,160		1,161	-1
959		959	
1,845		1,873	-28
137		147	-10
217		236	-19
63		68	-5
1,178		1,238	-60
1,974		1,879	95
3,267		3,140	127
2,008		2,003	5
2,254		2,187	67
1,023		1,017	6
17,659		13,531	4,128
1,266		1,263	3
60		63	-3
669		722	-53
1,008		1,009	-1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
787		788	-1
1,961		1,991	-30
153		163	-10
138		149	-11
133		144	-11
905		950	-45
1,142		1,069	73
1,089		1,048	41
15,044		15,048	-4
1,121		1,047	74
1,000		1,070	-70
1,323		1,320	3
71		75	-4
615		663	-48
890		891	-1
637		637	
1,544		1,567	-23
134		143	-9
294		318	-24
87		94	-7
1,053		1,107	-54
2,155		513	1,642
2,271		2,137	134
12,035		12,037	-2
6,175		6,085	90
922		986	-64
50,747		46,959	3,788
572		578	-6
618		667	-49
989		990	-1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
404		405	-1
1,916		1,945	-29
127		135	-8
128		138	-10
185		200	-15
180		192	-12
10,731		215	10,516
1,183		1,065	118
5,010		5,000	10
3,087		3,069	18
664		711	-47
1,288		1,285	3
644		652	-8
468		505	-37
880		881	-1
1,165		1,166	-1
1,116		1,133	-17
734		799	-65
273		295	-22
76		81	-5
2,088		2,024	64
2,072		2,006	66
1,183		1,071	112
2,004		2,000	4
20,582		20,242	340
517		553	-36
2,295		2,239	56
802		812	-10
458		494	-36
1,082		1,084	-2

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
788		789	-1
1,544		1,567	-23
567		618	-51
108		116	-8
161		174	-13
2,137		2,117	20
2,148		2,133	15
69,333		62,785	6,548
6,011		6,000	11
1,025		1,013	12
499		534	-35
96		101	-5
497		503	-6
499		538	-39
935		936	-1
857		858	-1
1,624		1,648	-24
178		194	-16
230		249	-19
75		81	-6
2,135		2,110	25
15,285		13,595	1,690
2,140		2,115	25
10,015		10,010	5

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-12
			54
			-37
			-6
			-4
			-38
			-2
			-1
			-21
			-30
			-8
			-14
			776
			47
			1,202
			4
			43
			687
			-33
			-4
			-8
			-38
			-2
			-1
			-22
			-38
			-19
			-6
			612
			24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-4
			24
			328
			147
			-4
			-3
			-41
			-48
			-1
			-21
			-10
			-16
			-14
			503
			34
			2
			-8
			76
			841
			-26
			-4
			-4
			-42
			-47
			-38
			-16
			-22
			-14
			-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			40
			1,803
			1
			131
			7
			169
			7
			-4
			-3
			-46
			-58
			-26
			-15
			-30
			-7
			-49
			41
			1,733
			7
			90
			6
			44
			6
			-4
			-4
			-3
			-54
			-28
			-9
			-9

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-6
			-43
			-8
			603
			44
			208
			78
			45
			6
			-4
			-4
			-2
			-1
			-31
			-10
			-42
			-7
			-37
			-10
			140
			237
			2,265
			16
			15
			4
			-4
			-3
			-1
			-1
			-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-16
			-22
			-15
			-29
			22
			377
			31
			56
			8
			640
			3
			-4
			-70
			-1
			-28
			-10
			-19
			-5
			-60
			95
			127
			5
			67
			6
			4,128
			3
			-3
			-53
			-1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-1
			-30
			-10
			-11
			-11
			-45
			73
			41
			-4
			74
			-70
			3
			-4
			-48
			-1
			-23
			-9
			-24
			-7
			-54
			1,642
			134
			-2
			90
			-64
			3,788
			-6
			-49
			-1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-1
			-29
			-8
			-10
			-15
			-12
			10,516
			118
			10
			18
			-47
			3
			-8
			-37
			-1
			-1
			-17
			-65
			-22
			-5
			64
			66
			112
			4
			340
			-36
			56
			-10
			-36
			-2

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-1
			-23
			-51
			-8
			-13
			20
			15
			6,548
			11
			12
			-35
			-5
			-6
			-39
			-1
			-1
			-24
			-16
			-19
			-6
			25
			1,690
			25
			5

Form 990PF Part XV Line 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				
ALABAMA PUBLIC TELEVISION P O BOX 2153 BIRMINGHAM, AL 35287	NONE	PUBLIC CHARI	GENERAL FUND	1,000
AMERICAN HEART ASSOCIATION 1449 MEDICAL PARK DR BIRMINGHAM, AL 35213	NONE	PUBLIC CHARI	GENERAL FUND	500
AMERICAN PRINTING HOUSE P O BOX 6389 LOUISVILLE, KY 40206	NONE	PUBLIC CHARI	GENERAL FUND	250
AMERICAN RED CROSS 5015 WOODS CROSSING MONTGOMERY, AL 36106	NONE	PUBLIC CHARI	GENERAL FUND	20,000
BOYS GIRLS CLUB OF MONTGOMERY P O BOX 234 MONTGOMERY, AL 36101	NONE	PUBLIC CHARI	GENERAL FUND	3,000
BRANTWOOD CHILDREN'S HOME 1309 UPPER WETUMPKA RD MONTGOMERY, AL 36107	NONE	PUBLIC CHARI	GENERAL FUND	3,000
CAMP ASCCAP P O BOX 21 JACKSON GAP, AL 36861	NONE	PUBLIC CHARI	GENERAL FUND	500
CAMP SUNSHINE FOR BOYS 434 N MCDONOUGH STREET MONTGOMERY, AL 36104	NONE	PUBLIC CHARI	GENERAL FUND	3,000
CAMP SUNSHINE FOR GIRLS 434 N MCDONOUGH STREET MONTGOMERY, AL 36104	NONE	PUBLIC CHARI	GENERAL FUND	3,000
CAPRI COMMUNITY FILM SOCIETY 1045 E FAIRVIEW AVE MONTGOMERY, AL 36106	NONE	PUBLIC CHARI	GENERAL FUND	500
CHILDREN'S CENTER OF MONTGOMERY 301 N MADISON TERRACE MONTGOMERY, AL 36107	NONE	PUBLIC CHARI	GENERAL FUND	500
EYE-BANK FOR SIGHT RESTORATION 120 WALL STREET NEW YORK, NY 10289	NONE	PUBLIC CHARI	GENERAL FUND	1,000
FAMILY GUIDANCE CENTER 2358 FAIRLANE DRIVE MONTGOMERY, AL 36116	NONE	PUBLIC CHARI	GENERAL FUND	5,000
FAMILY SUNSHINE CENTER - VIOLENCE CENTER 858 S COURT STREET MONTGOMERY, AL 36104	NONE	PUBLIC CHARI	GENERAL FUND	115,333
FRIENDS OF ALABAMA ARCHIVE P O BOX 5160 MONTGOMERY, AL 36103	NONE	PUBLIC CHARI	GENERAL FUND	250
FRIENDS OF THE MONTGOMERY 245 HIGH STREET MONTGOMERY, AL 36104	NONE	PUBLIC CHARI	GENERAL FUND	500
GIRLS SCOUT CAMPERSHIP FUND 145 COLISEUM BLVD MONTGOMERY, AL 36109	NONE	PUBLIC CHARI	GENERAL FUND	500
GOODWILL INDUSTRIES - CENTER P O BOX 9349 MONTGOMERY, AL 36108	NONE	PUBLIC CHARI	GENERAL FUND	500
GROUP HOMES FOR CHILDREN 1426 S COURT STREET MONTGOMERY, AL 36104	NONE	PUBLIC CHARI	GENERAL FUND	500
HOSPICE OF MONTGOMERY 1111 HOLLOWAY PARK MONTGOMERY, AL 36117	NONE	PUBLIC CHARI	GENERAL FUND	5,000
INTERNATIONAL RETINAL RESEARCH 1720 UNIVERSITY BLVD BIRMINGHAM, AL 35233	NONE	PUBLIC CHARI	GENERAL FUND	3,000
JEWISH CHILDREN'S REGIONAL CENTER P O BOX 7368 METAIRIE, LA 70010	NONE	PUBLIC CHARI	GENERAL FUND	1,000
JOY TO LIFE FOUNDATION 5401 TAYLOR ROAD MONTGOMERY, AL 36116	NONE	PUBLIC CHARI	GENERAL FUND	5,000
LANDMARKS FOUNDATION 301 COLUMBUS STREET MONTGOMERY, AL 36104	NONE	PUBLIC CHARI	GENERAL FUND	500
LIGHTHOUSE COUNSELING CENTER 1415 E SOUTH BLVD MONTGOMERY, AL 36116	NONE	PUBLIC CHARI	GENERAL FUND	3,000
MANE 3699 WALLAHATCHIE ROAD PIKE ROAD, AL 36064	NONE	PUBLIC CHARI	GENERAL FUND	1,500
MARC 527 BUCKINGHAM DRIVE MONTGOMERY, AL 36116	NONE	PUBLIC CHARI	GENERAL FUND	500
MONTGOMERY AIDS OUTREACH 820 W SOUTH BLVD MONTGOMERY, AL 36105	NONE	PUBLIC CHARI	GENERAL FUND	2,500
MONTGOMERY AREA COUNCIL OF 115 E JEFFERSON STREET MONTGOMERY, AL 36104	NONE	PUBLIC CHARI	GENERAL FUND	11,000
MONTGOMERY AREA FOOD BANK 521 TRADE CENTER STREET MONTGOMERY, AL 36108	NONE	PUBLIC CHARI	GENERAL FUND	1,500

Form 990PF Part XV Line 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				
MONTGOMERY HABITAT FOR HU 123 JULIA STREET MONTGOMERY, AL 36104	NONE	PUBLIC CHARI	GENERAL FUND	3,000
MONTGOMERY SYMPHONY ORCHEP O BOX 1864 MONTGOMERY, AL 36102	NONE	PUBLIC CHARI	GENERAL FUND	5,000
SALVATION ARMY900 BELL STREET MONTGOMERY, AL 36104	NONE	PUBLIC CHARI	GENERAL FUND	500
SAYNO IN MONTGOMERY AREA492 S COURT STREET MONTGOMERY, AL 36104	NONE	PUBLIC CHARI	GENERAL FUND	250
TEMPLE BETH2246 NARROW LANE ROAD MONTGOMERY, AL 36106	NONE	PUBLIC CHARI	GENERAL FUND	40,000
Total			► 3a	242,083

TY 2011 Accounting Fees Schedule

Name: CAROL W & MYRON J ROTHSCHILD FUND

C/O REGIONS BANK

EIN: 63-6050756

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	1,435			1,435

TY 2011 Compensation Explanation

Name: CAROL W & MYRON J ROTHSCHILD FUND
C/O REGIONS BANK
EIN: 63-6050756

Person Name	Explanation
REGIONS BANK TRUST DEPARTMENT	

**TY 2011 Investments Corporate
Stock Schedule**

Name: CAROL W & MYRON J ROTHSCHILD FUND

C/O REGIONS BANK

EIN: 63-6050756

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO	11,736	13,894
ABBOTT LABS	15,085	15,182
AFLAC INC	13,121	14,665
ALLSTATE CORP	1,147	18,776
AT&T INC	15,621	14,969
AUTOMATIC DATA PROCESSING INC	13,585	17,823
BB&T CORP	13,062	15,605
BRISTOL MYERS SQUIBB CO	10,847	17,972
CATERPILLAR	12,134	18,574
CHEVRON CORP	17,205	20,748
CLOROX CO	12,283	13,978
COCA COLA COMPANY	4,322	1,458,944
CONAGRA FOODS INC	13,618	16,896
CONOCOPHILLIPS	13,252	19,238
DISCOVER FINANCIAL SVS	144	6,888
DOMINION RES INC VA NEW	13,814	15,924
DUKE ENERGY CORP	70,104	88,000
EATON CORP		
EXELON CORP	21,371	14,529
EXXONMOBIL CORP	18,942	20,766
GALLAGHER ARTHUR J & CO	13,450	18,058
GENERAL ELECTRIC COMPANY	16,150	16,477
GENUINE PARTS CO	11,985	19,278
ILLINOIS TOOL WORKS INC	13,835	14,013
INTEL CORP	14,787	17,460
INTERNATIONAL BUSINESS MACHINES	83,875	978,242
J.C. PENNEY, INC	506	10,545
JOHNSON & JOHNSON	15,139	15,083
JP MORGAN CHASE & CO	13,875	14,298
KIMBERLY CLARK CORP	13,587	16,919

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LEGGETT & PLATT	15,337	16,819
LOCKHEED MARTIN CORP	17,591	17,798
MATTEL INC	8,985	18,877
MCDONALDS CORP	11,660	20,066
MCGRAW HILL INC	14,184	22,125
MEADWESTVACO CORP	13,506	19,018
MERCK & CO INC	14,401	14,703
MICROSOFT CORP	13,764	14,018
MORGAN STANLEY		
NEXTERA ENERGY INC	11,730	14,611
NORFOLK SOUTHERN CORP	13,271	20,037
NUCOR CORP	14,426	14,047
NYSE EURONEXT	17,086	13,050
OCCIDENTAL PETE CORP	15,701	17,803
PAYCHEX INC	15,955	15,958
PFIZER INC	41,417	51,157
PHILIP MORRIS INTERNAIONAL	9,961	21,190
PNC BANK CORP	12,749	12,687
PRAXAIR INC	13,739	16,035
PROGRESS ENERGY INC		
PRUDENTIAL FINANCIAL INC	13,787	12,029
SOUTHERN CO	101,393	138,870
SPECTRA ENERGY CORP	17,823	21,218
TORCHMARK CORPORATION	34,004	260,991
TRAVELERS COMPANIES INC	14,712	17,751
US BANCORP DEL	13,456	15,148
VERIZON COMMUNICATIONS	14,755	18,255
VF	15,549	25,398
WADDELL & REED FINL INC CL A	5,315	44,957
WASTE MANAGEMENT	11,722	13,247

TY 2011 Investments - Other Schedule

Name: CAROL W & MYRON J ROTHSCHILD FUND

C/O REGIONS BANK

EIN: 63-6050756

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AFLAC INC 8.5% 5/15/2019	AT COST	13,512	13,481
AMERICAN EXPRESS 2/75% 09/15/2015	AT COST	13,259	13,069
ANHEUSER - BUSCH 2.875% 2/15/2016	AT COST	13,065	13,717
AT&T 5.6% 5/15/2018	AT COST	10,818	13,943
BARCLAYS BANK 3.9% 4/7/15	AT COST	13,015	13,056
BB&T CORPORATION 3.85% 7/27/12	AT COST		
CA INC 5.375% 11/13/09	AT COST	13,271	14,180
CATERPILLAR INC 7.9% 12/15/2018	AT COST	11,153	14,644
CITIGROUP INC 6% 12/13/13	AT COST	13,800	13,452
CITIGROUP INC FDIC 2.25% 12/10/2012	AT COST	40,519	40,743
COMCAST CORP 5.7% 7/1/19	AT COST	12,112	13,921
CONOCO PHILLIPS 6.5% 2/1/39	AT COST		
CREDIT SUISSE NEW YORK 5.5% 5/1/14	AT COST	26,054	25,986
CSX CORP 6.25% 4/1/15	AT COST	13,033	13,711
CVS CAREMARK CORP 6.125% 9.15/39	AT COST	12,195	14,603
DIRECTV HOLDGS/FING 3.55% 3/15/15	AT COST	13,371	13,531
DUKE ENERGY 2.15% 11/15/2016	AT COST	13,010	13,037
FHLM 5% 2/1/22	AT COST		
FHLM 5% 6/1/22	AT COST		
FNMA 3.5% 9/1/2025	AT COST	23,305	23,511
FNMA 4% 3/1/2026	AT COST	24,349	24,479
FNMA 4.5% 6/1/2041	AT COST	14,158	14,249
FNMA 5% 12/1/2019	AT COST	20,263	21,869
FNMA 5% 3/15/2016	AT COST	24,629	27,967
FNMA 5% 4/1/23	AT COST	5,647	5,692
FNMA 5% 6/1/2035	AT COST	25,018	25,084
FNMA 5.5% 1/1/2022	AT COST	8,658	9,292
FNMA 5.5% 11/1/35	AT COST	2,968	3,054
FNMA 5.5% 2/1/2035	AT COST	39,568	43,200
FNMA 5.5% 2/1/23	AT COST	8,252	8,304
FNMA 5.5% 9/1/34	AT COST	23,102	23,391
FNMA 6% 3/1/2037	AT COST	74,826	81,786
FNMA 6% 4/1/37	AT COST	16,933	17,226
GENERAL ELECTRIC 5.3% 2/11/2021	AT COST	13,107	13,896
GENERAL ELECTRIC 5.875% 1/14/2038	AT COST	14,467	14,834
GENERAL ELECTRIC CO 5% 2/1/2013	AT COST		
GOLDMAN SACHS GROUP INC 6% 5/1/14	AT COST	14,251	14,581
GOLDMAN SACHS GROUP INC 7.5% 2/15/19	AT COST	13,048	13,253
HESS CORPORATION 8.125% 2/15/19	AT COST	12,776	14,120
HEWLETT-PACKARD 2.2% 12/1/15	AT COST	11,989	11,718
INTEL CORP 3.3% 10/1/2021	AT COST	12,952	13,695
JOHN DEERE CAPITAL CORP INSD 2.875%	AT COST	40,271	40,519
JP MORGAN CHASE & CO 6.3% 4/23/19	AT COST	11,907	13,592
KRAFT FOODS 4.125% 2/9/16	AT COST	13,043	14,114
MERRILL LYNCH & CO 6.11% 1/29/37	AT COST	13,117	10,793
MERRILL LYNCH & CO 6.875% 4/25/18	AT COST	13,051	12,817
MORGAN STANLEY 4.2% 11/20/2014	AT COST	13,511	12,538
MORGAN STANLEY SERIES 5.625% 9/23/19	AT COST	13,001	12,039
ONTARIO 1.375% 1/27/2014	AT COST	28,007	28,293
ORACLE CORP 5.75% 4/15/18	AT COST	12,527	15,775
PETROBRAS INTL 5.75% 1/20/20	AT COST	25,814	26,753
PFIZER INC 6.2% 3/15/19	AT COST	13,258	14,807
PRUDENTIAL FINANCIAL	AT COST	13,907	14,078
SUNTRUST BANK ATL 6.375% 4/1/2011	AT COST	13,006	13,067
TALISMAN ENERGY INC 7.75% 6/1/19	AT COST	12,564	13,564
TARGET CORP 5.375% 5/1/17	AT COST	9,967	14,103
TELEFONICA EMISIONES 5.462% 2/16/11	AT COST	13,192	12,406
TEVA PHARMA FIN 1.7% 11/10/2011	AT COST	13,005	13,100
TIME WARNER CABLE 6.75% 7/1/18	AT COST	13,014	14,253
TN VALLEY AUTH 6.79% 5/23/2012	AT COST	39,716	40,006
TOYOTA MOTOR CR CORP 3.4% 9/15/2021	AT COST	12,967	13,398
TRAVELERS COMPANIES, INC 6.25%	AT COST		
US TREASURY .75% 11/30/11	AT COST		
US TREASURY .75% 6/1/2012	AT COST	95,308	95,275
US TREASURY .75% 8/15/13	AT COST	27,930	28,233
US TREASURY 1.375% 7/15/18	AT COST		
US TREASURY 2.625% 11/15/20	AT COST		
US TREASURY 2.625% 11/15/2020	AT COST	37,682	41,985
US TREASURY 5.375% 2/15/31	AT COST		
US TREASURY 6.25% 8/15/23	AT COST	35,651	42,938
US TREASURY INFLATION .625% 7/15/20	AT COST	40,158	40,841
VERIZON COMMUNICATIONS 5.55% 2/15/16	AT COST		
VERIZON COMMUNICATIONS 6% 4/1/2041	AT COST	12,947	16,118
WACHOVIA CORP 5.75% 6/15/2017	AT COST	10,990	13,558

TY 2011 Other Assets Schedule

Name: CAROL W & MYRON J ROTHSCHILD FUND

C/O REGIONS BANK

EIN: 63-6050756

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INTEREST	277	2	2
INCOME RECEIVABLE	36	40	40

TY 2011 Other Increases Schedule

Name: CAROL W & MYRON J ROTHSCHILD FUND
C/O REGIONS BANK
EIN: 63-6050756

Description	Amount
DIFFERENCE IN FMV AND BASIS IN SECURITIES	114,981

TY 2011 Taxes Schedule

Name: CAROL W & MYRON J ROTHSCHILD FUND

C/O REGIONS BANK

EIN: 63-6050756

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	2,646			