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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation
ROBERT F. HENRY FOUNDATION
1155000715

A Employer identification number
63-6053365

Number and street (or P O box number if mail is not delivered to street address) Room/suite
C/O REGIONS BANK, PO BOX 2450

B Telephone number
(334) 230-6103

City or town, state, and ZIP code
MONTGOMERY, AL 36102-2450

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 228,318.

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

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	7,025.	7,025.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	7,396.			
	b Gross sales price for all assets on line 6a 97,779.				
	7 Capital gain net income (from Part IV, line 2)		7,396.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	14,421.	14,421.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	837.	837.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	1,160.	290.		870.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	289.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	2,286.	1,127.		870.
	25 Contributions, gifts, grants paid	10,000.			10,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	12,286.	1,127.		10,870.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	2,135.			
	b **Net investment income** (if negative, enter -0-)		13,294.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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09100514 759094 GES24080600 2011.03060 ROBERT F. HENRY FOUNDATION GES241F2

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	9,331.	7,267.	7,267.
	3 Accounts receivable ▶ 866.			
	Less: allowance for doubtful accounts ▶	1,179.	866.	866.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 4	207,576.	212,088.	220,185.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	218,086.	220,221.	228,318.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	272,922.	272,922.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	-54,836.	-52,701.	
	30 **Total net assets or fund balances**	218,086.	220,221.	
	31 **Total liabilities and net assets/fund balances**	218,086.	220,221.	

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	218,086.
2 Enter amount from Part I, line 27a	2	2,135.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	220,221.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	220,221.

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	SEE ATTACHED SCHEDULE	P		
b	SEE ATTACHED SCHEDULE	P		
c	CAPITAL GAINS DIVIDENDS			
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	95,952.			788.
b				4,781.
c	1,827.			1,827.
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				788.
b				4,781.
c				1,827.
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	7,396.
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	10,751.	223,902.	.048017
2009	10,483.	202,993.	.051642
2008	13,382.	234,488.	.057069
2007	17,018.	275,787.	.061707
2006	12,871.	272,008.	.047318

2 **Total** of line 1, column (d)	2	.265753
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	.053151
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	230,547.
5 Multiply line 4 by line 3	5	12,254.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	133.
7 Add lines 5 and 6	7	12,387.
8 Enter qualifying distributions from Part XII, line 4	8	10,870.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	266.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	266.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	266.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 160.		
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	160.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	106.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			

14 The books are in care of ▶ REGIONS BANK, TRUST DEPT. Telephone no. ▶ (334) 230-6103
Located at ▶ 201 MONROE STREET, MONTGOMERY, AL 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 | N/A

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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

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

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

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

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

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

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

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

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

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
REGIONS BANK P O BOX 2450 MONTGOMERY, AL 36102	TRUSTEE 2.00	837.	0.	0.

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

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

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

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

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

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

Total number of others receiving over $50,000 for professional services ▶ 0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 FOUNDATION RECEIVES APPLICATIONS FROM ORGANIZATIONS AND INDIVIDUALS MEETING QUALIFICATIONS SET FORTH IN INSTRUMENT. SEE SCHEDULE OF DONEES IN SECTION XV FOR DETAILED GIFTS.	0.
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	224,497.
b	Average of monthly cash balances	1b	9,561.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	234,058.
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	234,058.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,511.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	230,547.
6	**Minimum investment return.** Enter 5% of line 5	6	11,527.

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	11,527.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 266.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	266.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	11,261.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	11,261.
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	11,261.

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	10,870.
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	10,870.
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	10,870.

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				11,261.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007 2,603.				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	2,603.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 10,870.				
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				10,870.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	391.			391.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,212.			
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	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,212.			
10 Analysis of line 9:				
a Excess from 2007 2,212.				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 5

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ALABAMA PUBLIC RADIO		PUBLIC CHARITY	GENERAL FUND	100.
ALTADENA VALLEY PRESBYTERIAN CHURCH		PUBLIC CHARITY	GENERAL FUND	300.
BOY SCOUTS OF AMERICA - TUCKABATCHEE AREA		PUBLIC CHARITY	GENERAL FUND	350.
CAMPUS CRUSADE FOR CHRIST INTERNATIONAL		PUBLIC CHARITY	GENERAL FUND	600.
CHILD EVANGELISM FELLOWSHIP		PUBLIC CHARITY	GENERAL FUND	600.
Total SEE CONTINUATION SHEET(S)			▶ 3a	10,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	7,025.	
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			14	1,827.	5,569.
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.		8,852.	5,569.

13 Total. Add line 12, columns (b), (d), and (e) 13 14,421.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
13	THE TRUST ASSETS EARN INCOME WHICH "SHALL BE HELD, ADMINISTERED, AND
	DISTRIBUTED EXCLUSIVELY FOR RELIGIOUS, CHARITABLE, SCIENTIFIC,
	LITERARY OR EDUCATIONAL PURPOSES," AS INSTRUCTED BY TRUST INSTRUMENT
	THIS TRUST WAS CREATED "TO PROVIDE A VEHICLE TO RECEIVE AND CARRY
13	THROUGH A LONG-TERM PLAN OF GIVING."

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

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

Signature of officer or trustee: ▶ (signature), Regions Bank | Date: 05/14/12 | Title: ▶ Vice President

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
GREGORY E. SELLERS, CPA, AEP	(signature)	05/14/12		P00112282

Firm's name ▶ WARREN AVERETT, LLC | Firm's EIN ▶ 45-4084437

Firm's address ▶ 3815 INTERSTATE CT. MONTGOMERY, AL 36109 | Phone no. (334)271-2200

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EMORY UNIVERSITY CHEERLEADERS		PUBLIC CHARITY	GENERAL FUND	125.
FIRST UNITED METHODIST CHURCH		PUBLIC CHARITY	GENERAL FUND	1,000.
HAGGAI INSTITUTE		PUBLIC CHARITY	GENERAL FUND	200.
HARBOR PRESBYTERIAN CHURCH		PUBLIC CHARITY	GENERAL FUND	300.
HARVARD BUSINESS SCHOOL		PUBLIC CHARITY	GENERAL FUND	200.
HOUSE TO HOUSE		PUBLIC CHARITY	GENERAL FUND	200.
INSTITUTE ON RELIGION UM		PUBLIC CHARITY	GENERAL FUND GENERAL FUND	100.
MISSION TO THE WORLD		PUBLIC CHARITY	GENERAL FUND	800.
MONTGOMERY COUNTY HISTORICAL SOCIETY		PUBLIC CHARITY	GENERAL FUND	100.
PHI DELTA THETA FOUNDATION		PUBLIC CHARITY	GENERAL FUND	200.
Total from continuation sheets				8,050.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RESTORATION ACADEMY		PUBLIC CHARITY	GENERAL FUND	350.
RUF HOLMES COLLEGE		PUBLIC CHARITY	GENERAL FUND	500.
SAV-A-LIFE		PUBLIC CHARITY	GENERAL FUND	800.
STEGALL SEMINARY FOUNDATION		PUBLIC CHARITY	GENERAL FUND	600.
WYCLIFFE		PUBLIC CHARITY	GENERAL FUND	300.
FRIENDS OF SCOUTING ENROLLMENT		PUBLIC CHARITY	GENERAL FUND	225.
EASTWOOD PRESBYTERIAN CHURCH		PUBLIC CHARITY	GENERAL FUND	250.
ANNE PHILLIPS CHAPTER, NSDAR CONSTITUTION WEEK POSTER		PUBLIC CHARITY	GENERAL FUND	250.
MONTGOMERY AREA COUNCIL ON AGING		PUBLIC CHARITY	GENERAL FUND	100.
PIONEERS-MILLIGAN		PUBLIC CHARITY	GENERAL FUND	100.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THIRD MILLENIUM MINISTRIES		PUBLIC CHARITY	GENERAL FUND	100.
MONTGOMERY HUMANE SHELTER		PUBLIC CHARITY	GENERAL FUND	100.
RENASCENCE INC		PUBLIC CHARITY	GENERAL FUND	100.
TRINITY PRESBYTERIAN CHURCH		PUBLIC CHARITY	BUILDING FUND	500.
AUBURN UNIVERSITY MONTGOMERY INGRAM LECTURE SERIES		PUBLIC CHARITY	GENERAL FUND	150.
EMORY UNIVERSITY BUSINESS SCHOOL		PUBLIC CHARITY	GENERAL FUND	300.
AMERICAN ROSE SOCIETY		PUBLIC CHARITY	GENERAL FUND	100.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AMERICAN CENT DIVERSIFIED BOND	2,580.	492.	2,088.
AMERICAN CENT GROWTH FD CL A	383.	357.	26.
AMERICAN CENT SMALL CAP VALUE	202.	182.	20.
AMERICAN FUNDS CL F	158.	0.	158.
FEDERATED SHORT TERM INCOME FD	345.	0.	345.
MFS RESERACH INTL FD CL A	166.	0.	166.
MFS VALUE FD CL A	129.	0.	129.
PIMCO FOREIGN BOND FD CL A	43.	0.	43.
PIONEER BOND FD CL A	4,008.	398.	3,610.
PIONEER CULLEN VALUE FD CL A	198.	0.	198.
PIONEER FUNDAMENTAL GROWTH FD CL A	278.	253.	25.
PIONEER MID CAP VALUE FD CL A	25.	0.	25.
PIONEER SMALL CAP GROWTH FD CL A	124.	124.	0.
VANGUARD SHORT TERM PFL FD	213.	21.	192.
TOTAL TO FM 990-PF, PART I, LN 4	8,852.	1,827.	7,025.

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	1,160.	290.		870.
TO FORM 990-PF, PG 1, LN 16B	1,160.	290.		870.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	44.	0.		0.
EXCISE TAXES	245.	0.		0.
TO FORM 990-PF, PG 1, LN 18	289.	0.		0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 4

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PIONEER BOND FD CL A	COST	72,046.	76,076.
MFS RESERACH INT FD CL A	COST	7,990.	8,030.
PIONEER MID CAP VALUE FD CL A	COST	2,344.	2,486.
PIONEER SELECT MID CAP GROWTH A	COST	2,121.	2,484.
PIONEER CULLEN VALUE FD CL A	COST	10,803.	11,953.
AMERICAN CENT SMALL CAP VALUE	COST	2,256.	2,363.
AMERICAN FUNDS CL F	COST	7,517.	7,969.
MFS VALUE FD CL A	COST	7,698.	8,042.
PIONEER FUNDAMENTAL GROWTH FD CL A	COST	8,764.	9,818.
PIONEER SMALL CAP GROWTH FD CL A	COST	2,071.	2,385.
AMERCIAN CENTURY DIVERSIFIED BOND A	COST	54,711.	55,581.
AMERICAN CENT GROWTH FD CL A	COST	10,134.	9,554.
FEDERATED SHORT-TERM INCOME FD	COST	23,633.	23,444.
TOTAL TO FORM 990-PF, PART II, LINE 13		212,088.	220,185.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 5
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THE ROBERT F. HENRY FOUNDATION COMMITTEE, REGIONS BANK, TRUST DEPT.
P.O. BOX 2450
MONTGOMERY, AL 36102

TELEPHONE NUMBER

334-230-6103

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS FOR CONTRIBUTIONS SHOULD BE WRITTEN REQUEST FROM THE SUBMITTING INSTITUTION.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

ORGANIZATIONS AND INDIVIDUALS REQUESTING GIFTS, GRANTS, OR AWARDS MUST MEET THE QUALIFICATIONS OF A "RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL" ENTITY AS SET FORTH IN THE TRUST AGREEMENT SETTING UP THE FOUNDATION AND QUALIFYING IT AS A PRIVATE FOUNDATION.

ACCT H705 1155000715
FROM 01/01/2011
TO 12/31/2011

REGIONS BANK, TRUST DEPARTMENT
STATEMENT OF CAPITAL GAINS AND LOSSES
SUCC TR U/A ROBERT HENRY FOUNDATION

TRUST YEAR ENDING 12/31/2011

RUN 02/10/2012
02:21 02 PM

TAX PREPARER 6130
TRUST ADMINISTRATOR 791
INVESTMENT OFFICER 77

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
701.1230 AMERICAN CENTURY DIVERSIFI BOND- A - 024932501 - MINOR = 61							
SOLD		08/22/2011	7810.51				
ACQ	701.1230	01/20/2010	7810.51	7487 99	322 52	LT15	Y
46 2880 AMERICAN CENTURY S CAP VAL INVT - 025076852 - MINOR = 62							
SOLD		02/22/2011	428 63				
ACQ	46.2880	01/20/2010	428 63	349 47	79 16	LT15	Y
128.5690 AMERICAN CENTURY S CAP VAL INVT - 025076852 - MINOR = 62							
SOLD		05/20/2011	1190.55				
ACQ	128 5690	01/20/2010	1190 55	970 70	219 85	LT15	Y
26 8310 AMERICAN CENTURY S CAP VAL INVT - 025076852 - MINOR = 62							
SOLD		11/15/2011	223 77				
ACQ	26 8310	01/20/2010	223 77	202 57	21.20	LT15	Y
41 8260 AMERICAN CENTURY GROWTH FUND CL A - 025083403 - MINOR = 62							
SOLD		11/15/2011	1078 68				
ACQ	41.8260	05/20/2011	1078.68	1127 63	-48.95	ST	Y
4 6820 AMERICAN FUNDS CL F - 298706409 - MINOR = 64							
SOLD		02/22/2011	195 34				
ACQ	4.6820	12/29/2008	195 34	127.82	67 52	LT15	Y
298 3570 FEDERATED SHORT-TERM INCOME FUND- SS - 31420C308 - MINOR = 61							
SOLD		08/22/2011	2574 82				
ACQ	298.3570	05/20/2011	2574.82	2580.79	-5 97	ST	Y
19 5460 MFS RESEARCH INTERNAT FUND CL A - 552983512 - MINOR = 64							
SOLD		02/22/2011	305.70				
ACQ	19 5460	06/26/2008	305.70	341.47	-35.77	LT15	Y
31 5260 MFS VALUE FD CL A - 552983801 - MINOR = 62							
SOLD		02/22/2011	751.58				
ACQ	31.5260	11/15/2010	751.58	690.73	60.85	ST	Y
55.4440 MFS VALUE FD CL A - 552983801 - MINOR = 62							
SOLD		05/20/2011	1350.61				
ACQ	55.4440	11/15/2010	1350.61	1214.78	135 83	ST	Y
28 8690 MFS VALUE FD CL A - 552983801 - MINOR = 62							
SOLD		11/15/2011	650.13				
ACQ	28.8690	11/15/2010	650.13	632 52	17 61	ST	Y
1387.9700 PIMCO FOREIGN BOND FUND CL A - 722005196 - MINOR = 61							
SOLD		02/22/2011	14604.32				
ACQ	1240.4910	07/20/2009	13052.54	11474 54	1578.00	LT15	Y
	95.5250	01/20/2010	1005 12	974 35	30 77	LT15	Y
	51.9540	05/20/2010	546 66	520.06	26 60	ST	Y
67.6370 PIONEER BOND FUND CLASS A FD #0003 - 723622106 - MINOR = 61							
SOLD		02/22/2011	649.99				
ACQ	67 6370	12/26/2006	649.99	618.20	31 79	LT15	Y
882 6270 PIONEER BOND FUND CLASS A FD #0003 - 723622106 - MINOR = 61							
SOLD		08/22/2011	8570 31				
ACQ	882.6270	12/26/2006	8570 31	8067 22	503.09	LT15	Y
42 3760 PIONEER FUNDAMENTAL GROWTH FUND CL A - 723695102 - MINOR = 62							
SOLD		02/22/2011	497.49				
ACQ	42 3760	07/31/1994	497.49	317.98	179 51	LT15	Y
150.4360 PIONEER FUNDAMENTAL GROWTH FUND CL A - 723695102 - MINOR = 62							
SOLD		05/20/2011	1829.30				
ACQ	150 4360	07/31/1994	1829.30	1128.83	700 47	LT15	Y
79 8570 PIONEER FUNDAMENTAL GROWTH FUND CL A - 723695102 - MINOR = 62							
SOLD		11/15/2011	963.87				
ACQ	79 8570	07/31/1994	963.87	599.23	364 64	LT15	Y
17 7180 PIONEER MID CAP VALUE FUND CLASS A FD #0 - 72375Q108 - MINOR = 62							
SOLD		02/22/2011	390 70				
ACQ	1.0030	01/18/2005	22.12	22.29	-0 17	LT15	Y
	4 9970	12/26/2006	110.19	115.29	-5 10	LT15	Y
	5.2600	12/31/2007	115 99	115.43	0 56	LT15	Y
	2.6060	02/13/2008	57 46	54 08	3 38	LT15	Y
	3 8520	02/15/2008	84.94	78 38	6 56	LT15	Y
56 6130 PIONEER MID CAP VALUE FUND CLASS A FD #0 - 72375Q108 - MINOR = 62							
SOLD		05/20/2011	1286 24				
ACQ	12.2660	02/15/2008	278 68	249 59	29 09	LT15	Y
	19.5600	03/25/2008	444.40	392 62	51.78	LT15	Y
	24.7870	06/26/2008	563 16	497.53	65.63	LT15	Y
10.7940 PIONEER MID CAP VALUE FUND CLASS A FD #0 - 72375Q108 - MINOR = 62							
SOLD		11/15/2011	215.67				
ACQ	10 7940	06/26/2008	215 67	216.66	-0.99	LT15	Y
20.2740 PIONEER SMALL CAP GROWTH FUND CLASS A FD - 72387T108 - MINOR = 62							
SOLD		02/22/2011	628.71				
ACQ	20.2740	09/26/2008	628.71	489 62	139.09	LT15	Y
40.5090 PIONEER SMALL CAP GROWTH FUND CLASS A FD - 72387T108 - MINOR = 62							
SOLD		05/20/2011	1290.21				
ACQ	40 5090	09/26/2008	1290.21	978.30	311 91	LT15	Y
10 7830 PIONEER SMALL CAP GROWTH FUND CLASS A FD - 72387T108 - MINOR = 62							
SOLD		11/15/2011	320 59				
ACQ	10 7830	09/26/2008	320.59	260 41	60 18	LT15	Y
56 6550 PIONEER LARGE CAP GROWTH FUND CLASS A FD - 72387T405 - MINOR = 62							
SOLD		02/22/2011	703 66				
ACQ	56 6550	08/15/2007	703 66	785 80	-82.14	LT15	Y
799 1710 PIONEER LARGE CAP GROWTH FUND CLASS A FD - 72387T405 - MINOR = 62							
SOLD		05/20/2011	10101.53				
ACQ	290.4800	08/15/2007	3671.67	4028.96	-357 29	LT15	Y
	152 0950	02/15/2008	1922.48	1876 85	45.63	LT15	Y
	87.2940	08/14/2008	1103.40	1054 51	48 89	LT15	Y
	29 7550	09/26/2008	376 10	337 12	38 98	LT15	Y
	32.4690	05/20/2010	410 41	345 79	64 62	ST	Y

H705 GL0390 6130-1155000715

ACCT H705 1155000715
FROM 01/01/2011
TO 12/31/2011

REGIONS BANK, TRUST DEPARTMENT
STATEMENT OF CAPITAL GAINS AND LOSSES
SUCC TR U/A ROBERT HENRY FOUNDATION

TRUST YEAR ENDING 12/31/2011

RUN 02/10/2012
02 21.02 PM

TAX PREPARER 6130
TRUST ADMINISTRATOR 791
INVESTMENT OFFICER 77

LEGEND. F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
	207 0780	08/20/2010	2617 47	2149.47	468 00	ST	Y
27 9050 PIONEER SELECT MID CAP GROWTH A - 72387T827 - MINOR = 62							
SOLD		02/22/2011	520.71				
ACQ	14.8370	02/15/2008	276 86	234.58	42.28	LT15	Y
	13.0680	03/25/2008	243 85	203.21	40.64	LT15	Y
65.4070 PIONEER SELECT MID CAP GROWTH A - 72387T827 - MINOR = 62							
SOLD		05/20/2011	1264 98				
ACQ	13 6520	03/25/2008	264.03	212.29	51 74	LT15	Y
	51 7550	06/26/2008	1000.95	853.44	147 51	LT15	Y
18 4830 PIONEER SELECT MID CAP GROWTH A - 72387T827 - MINOR = 62							
SOLD		11/15/2011	328.99				
ACQ	1 1230	06/26/2008	19 99	18 52	1 47	LT15	Y
	17 3600	08/12/2008	309.00	259 19	49 81	LT15	Y
47 1530 PIONEER CULLEN VALUE FUND CLASS A FD #00 - 72387X109 - MINOR = 62							
SOLD		02/22/2011	885 07				
ACQ	8 4640	02/13/2008	158 87	188.26	-29 39	LT15	Y
	33 4980	02/15/2008	628 76	738.03	-109 27	LT15	Y
	5.1910	08/12/2008	97.44	104 69	-7.25	LT15	Y
103 5550 PIONEER CULLEN VALUE FUND CLASS A FD #00 - 72387X109 - MINOR = 62							
SOLD		05/20/2011	1974 79				
ACQ	37 8090	08/12/2008	721.02	762 53	-41 51	LT15	Y
	24 0070	08/14/2008	457.81	486.70	-28 89	LT15	Y
	6 1070	09/26/2008	116.46	119.23	-2.77	LT15	Y
	35 6320	07/20/2009	679.50	517 73	161 77	LT15	Y
30 9570 PIONEER CULLEN VALUE FUND CLASS A FD #00 - 72387X109 - MINOR = 62							
SOLD		11/15/2011	535.87				
ACQ	30 9570	07/20/2009	535.87	449 81	86 06	LT15	Y
2999 9010 VANGUARD SHORT TERM PORTFOLIO FUND #132 - 921937207 - MINOR = 61							
SOLD		05/20/2011	31828 95				
ACQ	1313.5170	11/15/2010	13936.42	14002 09	-65 67	ST	Y
	1686 3840	02/22/2011	17892 53	17757 62	134.91	ST	Y
		TOTALS	95952.27	90383.50			

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	TR 787 83	0 00	TR 4780 94	0 00	0 00	0.00*
COVERED FROM ABOVE	0 00	0.00	0 00	0 00	0 00	
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIVIDENDS	0 00	0 00	1827 47			0 00
	787.83	0.00	6608 41	0.00	0 00	0 00

STATE	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	787 83	0 00	4780.94	0 00	0 00	0.00*
COVERED FROM ABOVE	0.00	0 00	0 00	0 00	0 00	
COMMON TRUST FUND	0 00	0.00	0 00			0 00
CAPITAL GAIN DIVIDENDS	0 00	0.00	1827 47			0.00
	787 83	0 00	6608 41	0 00	0.00	0.00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0.00	0 00
ALABAMA	N/A	N/A