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 , 2011, and ending , 20

Name of foundation: SUSAN MOTT WEBB CHARITABLE TRUST 1055000110

A Employer identification number: 63-6112593

Number and street (or P.O. box number if mail is not delivered to street address): C/O REGIONS BANK, P.O. BOX 11647

Room/suite:

B Telephone number (see instructions): (205) 801-0380

City or town, state, and ZIP code: BIRMINGHAM, AL 35202-1647

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 14,973,804.

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

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

ENVELOPE POSTMARK DATE MAY 1 4 2012

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	79.	79.		STMT 1
	4	Dividends and interest from securities	404,341.	404,341.		STMT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	628,793.			
	b	Gross sales price for all assets on line 6a 9,937,918.				
	7	Capital gain net income (from Part IV, line 2)		628,793.		
	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	1,033,213.	1,033,213.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	79,265.	63,412.		15,853.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 3	800.	NONE	NONE	800.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 4	7,311.	4,211.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	87,376.	67,623.	NONE	16,653.
	25	Contributions, gifts, grants paid	805,000.			805,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	892,376.	67,623.	NONE	821,653.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	140,837.			
	b	**Net investment income** (if negative, enter -0-)		965,590.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	275,358.	274,412.	274,412.
3 Accounts receivable ▶			
Less: allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less. allowance for doubtful accounts ▶ NONE			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U.S and state government obligations (attach schedule)	1,370,401.	1,654,157.	1,725,097.
b Investments - corporate stock (attach schedule)	8,295,749.	7,282,847.	8,058,503.
c Investments - corporate bonds (attach schedule)	3,877,125.	4,762,355.	4,915,792.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule)			
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	13,818,633.	13,973,771.	14,973,804.
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)			
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 and complete lines 27 through 31. ▶ X			
27 Capital stock, trust principal, or current funds	13,818,633.	13,973,771.	
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 instructions)	13,818,633.	13,973,771.	
31 **Total liabilities and net assets/fund balances** (see instructions)	13,818,633.	13,973,771.	

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	13,818,633.
2 Enter amount from Part I, line 27a	2	140,837.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	14,301.
4 Add lines 1, 2, and 3	4	13,973,771.
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	13,973,771.

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	PUBLICLY TRADED SECURITIES			
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)
a	9,870,963.		9,309,125.	561,838.
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				561,838.
b				
c				
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	628,793.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	777,668.	14,937,509.	0.052061
2009	718,622.	13,810,396.	0.052035
2008	826,770.	15,725,508.	0.052575
2007	906,673.	17,882,337.	0.050702
2006	862,591.	17,196,283.	0.050161

2	**Total** of line 1, column (d)	2	0.257534
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	0.051507
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	15,582,617.
5	Multiply line 4 by line 3	5	802,614.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,656.
7	Add lines 5 and 6	7	812,270.
8	Enter qualifying distributions from Part XII, line 4	8	821,653.

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 ▶ [X] and enter 1% of Part I, line 27b	1	9,656.
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	9,656.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	9,656.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 3,109.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	3,109.
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	6,547.
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 page 19 of the 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. ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
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 Telephone no. ▶ (205)801-0380

Located at ▶ P.O. BOX 11647, BIRMINGHAM, AL ZIP + 4 ▶ 35202-1647

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

			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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ___ , ___ , ___ , ___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		X
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.)*	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)? (see instructions) ☐ 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)? **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? ☐ Yes ☐ No

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

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

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

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		79,265.	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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

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

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

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 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions. 3 NONE	
Total. Add lines 1 through 3 . . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	15,819,916.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	15,819,916.
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	NONE
3	Subtract line 2 from line 1d	3	15,819,916.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	237,299.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,582,617.
6	**Minimum investment return.** Enter 5% of line 5	6	779,131.

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	779,131.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	9,656.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	9,656.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	769,475.
4	Recoveries of amounts treated as qualifying distributions			4	10,000.
5	Add lines 3 and 4			5	779,475.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	779,475.

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	821,653.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	821,653.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	9,656.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	811,997.

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				779,475.
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only			NONE	
b	Total for prior years 20 09 ,20 ,20		NONE		
3	Excess distributions carryover, if any, to 2011.				
a	From 2006 ...... 26,276.				
b	From 2007 ...... 47,158.				
c	From 2008 ...... 48,715.				
d	From 2009 ...... 35,612.				
e	From 2010 ...... 37,009.				
f	Total of lines 3a through e	194,770.			
4	Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 821,653.				
a	Applied to 2010, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2011 distributable amount				779,475.
e	Remaining amount distributed out of corpus	42,178.			
5	Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	236,948.			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e	Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f	Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	26,276.			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	210,672.			
10	Analysis of line 9:				
a	Excess from 2007 ... 47,158.				
b	Excess from 2008 ... 48,715.				
c	Excess from 2009 ... 35,612.				
d	Excess from 2010 ... 37,009.				
e	Excess from 2011 ... 42,178.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 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 8

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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*				
SEE STATEMENT 9				
Total ▶ 3a				805,000.
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	79.	
4 Dividends and interest from securities			14	404,341.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	628,793.	
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)				1,033,213.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,033,213.

(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). (See instructions.)
	NOT APPLICABLE

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Julie S Chmka | 05/04/2012 | TRUST OFFICER

Signature of officer or trustee | Date | Title

REGIONS BANK, TRUSTEE

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INTEREST		79.	79.
	TOTAL	79.	79.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST FROM SECURITIES	404,341.	404,341.
TOTAL	404,341.	404,341.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	800.			800.
TOTALS	800.	NONE	NONE	800.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	226.	226.
FEDERAL ESTIMATES - PRINCIPAL	3,100.	
FOREIGN TAXES ON QUALIFIED FOR	3,647.	3,647.
FOREIGN TAXES ON NONQUALIFIED	338.	338.
TOTALS	7,311.	4,211.

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2011
PART II BALANCE SHEET

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value
	001055AC6 AFLAC INC DTD 5/21/09 8.5% 05/15/2019	55,000.00	122.555	67,587.32	67,587.32	67,405
	00206RAM4 AT&T INC DTD 05/13/08 5.6% 05/15/2018	56,000.00	116.195	57,271.55	57,271.55	65,069
ABT	2824100 ABBOTT LABS	900	56.230	47,169.00	47,169.00	50,607
AGN	18490102 ALLERGAN INC	1,300.00	87.740	46,771.27	46,771.27	114,062
AXP	25816109 AMERICAN EXPRESS CO	2,000.00	47.170	81,045.00	81,045.00	94,340
	0258M0DA4 AMERICAN EXPRESS CREDIT CORP SERIES: MTN DTD 09/13/2010 2.75% 9/15/2015	68,000.00	100.530	69,348.49	69,348.49	68,360
	03523TBA5 ANHEUSER-BUSCH INBEV WOR DTD 01/27/2011 2.875% 02/15/2016	61,000.00	105.514	61,348.27	61,348.27	64,364
APA	37411105 APACHE CORPORATION	850	90.580	92,479.74	92,479.74	76,993
ARTVX	04314H501 ARTISAN FDS INC SMALL CAP VALUE FD-INV	20,355.47	14.920	305,240.00	305,240.00	303,704
ARTQX	04314H709 ARTISAN FDS INC MID CAP VALUE FD INV SHS	17,463.21	19.700	331,075.00	331,075.00	344,025
ADSK	52769106 AUTO DESK INC	3,250.00	30.330	104,962.32	104,962.32	98,573
	06739GBB4 BARCLAYS BANK PLC DTD 04/07/2010 3.9% 04/07/2015	65,000.00	100.427	65,712.63	65,712.63	65,278
BMCIX	91929760	7,369.38	33.490	313,125.00	313,125.00	246,801

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2011
PART II BALANCE SHEET

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value
	BLACKROCK US OPPORTUNITIES-I					
BMY	110122108 BRISTOL MYERS SQUIBB CO	1,600.00	35.240	50,223.20	50,223.20	56,384
BUFSX	119804102 BUFFALO SMALL CAP FUND	13,760.86	24.930	370,580.00	370,580.00	343,058
	126408GN7 CSX CORP DTD 3/27/08 6.25% 04/01/2015	55,000.00	114.261	60,227.01	60,227.01	62,844
	126650BR0 CVS/CAREMARK CORPORATION DTD 9/11/09 6.125% 09/15/2039	56,000.00	121.688	57,134.57	57,134.57	68,145
	12673PAC9 CA INC DTD 11/13/09 5.375% 12/01/2019	59,000.00	109.077	60,663.51	60,663.51	64,355
CAT	149123101 CATERPILLAR INC	975	90.600	50,421.05	50,421.05	88,335
	149123BQ3 CATERPILLAR INC DTD 12/05/08 7.9% 12/15/2018	50,000.00	133.130	52,391.45	52,391.45	66,565
CVX	166764100 CHEVRON CORP	975	106.400	35,699.10	35,699.10	103,740
CSCO	17275R102 CISCO SYSTEMS INC	5,100.00	18.080	84,911.41	84,911.41	92,208
	172967FE6 CITIGROUP INC DTD 06/15/2010 6% 12/13/2013	60,000.00	103.476	63,788.89	63,788.89	62,086
	17313YAJ0 CITIGROUP INC FDIC GUARANTEED DTD 08/06/2009 2.25% 12/10/2012	200,000.00	101.857	203,503.65	203,503.65	203,714
CLX	189054109 CLOROX CO	1,500.00	66.560	98,505.90	98,505.90	99,840

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2011
PART II BALANCE SHEET

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value
KO	191216100 COCA COLA CO	1,400.00	69.970	94,219.86	94,219.86	97,958
	20030NAZ4 COMCAST CORP DTD 06/18/09 5.7% 07/01/2019	57,000.00	116.009	58,593.37	58,593.37	66,125
CAG	205887102 CONAGRA FOODS INC	3,400.00	26.400	85,173.50	85,173.50	89,760
COP	20825C104 CONOCOPHILLIPS	700	72.870	50,021.65	50,021.65	51,009
	22546QAA5 CREDIT SUISSE NEW YORK DTD 5/4/09 5.5% 05/01/2014	125,000.00	103.942	132,205.07	132,205.07	129,928
	24424DAA7 JOHN DEERE CAPITAL CORP INSD: FDIC DTD 12/19/08 2.875% 6/19/2012	204,000.00	101.297	206,076.47	206,076.47	206,646
	25459HAN5 DIRECTV HOLDGS/FING DTD 03/11/2010 3.55% 03/15/2015	61,000.00	104.087	62,969.27	62,969.27	63,493
DPS	2.61E+113 DR PEPPER SNAPPLE GROUP INC	2,400.00	39.480	93,257.16	93,257.16	94,752
DUK	26441C105 DUKE ENERGY CORPORATION	4,350.00	22.000	86,478.00	86,478.00	95,700
	26441CAG0 DUKE ENERGY CORPORATION DTD 11/17/2011 2.15% 11/15/2016	66,000.00	100.284	66,050.25	66,050.25	66,187
EMC	268648102 E M C CORP MASS	3,825.00	21.540	41,807.25	41,807.25	82,391
ETN	278058102 EATON CORP	2,000.00	43.530	71,136.88	71,136 88	87,060
AEPFX	29875E100	10,000.92	35.110	356,732.62	356,732.62	351,132

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2011
PART II BALANCE SHEET

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value
	AMERICAN EUROPACIFIC GRTH-F2					
XOM	30231G102 EXXON MOBIL CORP	1,275.00	84.760	57,045.25	57,045.25	108,069
	31359MH89 FEDERAL NATIONAL MORTGAGE ASSN 5% 03/15/2016	109,000.00	116.532	113,143.86	113,143.86	127,020
	31371K3A7 FEDERAL NATIONAL MORTGAGE ASSN POOL #254693 DTD 03/01/03 5.5% 04/01/2033 OFV 175,000	25,595.01	109.316	26,610.82	26,610.82	27,979
	31371LSG5 FEDERAL NATIONAL MORTGAGE ASSN POOL #255319 5% 08/01/2019 OFV 77,000	14,418.22	108.025	15,008.46	15,008.46	15,575
	3138A8SR8 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 OFV 137,000	113,397.77	105.622	119,138.54	119,138.54	119,773
	3138EGNK6 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4.5% 06/01/2041 OFV 61,000	57,990.53	107.061	61,687.42	61,687.42	62,085
	31402C4H2 FEDERAL NATIONAL MORTGAGE ASSN POOL #725424 DTD 04/01/04 5.5% 04/01/2034 OFV 1,300,547	246,899.42	109.316	254,203.45	254,203.45	269,901
	31402DDB3 FEDERAL NATIONAL MORTGAGE ASSN POOL #725598 DTD 06/01/2004 5.5% 07/01/2034 OFV 103,375	25,027.01	109.254	24,804.11	24,804.11	27,343
	31402RFV6	115,649.35	108.144	124,738.66	124,738.66	125,068

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2011
PART II BALANCE SHEET

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value
	FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035 OFV 354,000					
	31403CXG1 FEDERAL NATIONAL MORTGAGE ASSN POOL #745079 DTD 11/01/05 5% 12/01/2020 OFV 310,000	85,684.66	108.103	82,779.42	82,779.42	92,628
	31403DDX4 FEDERAL NATIONAL MORTGAGE ASSN POOL #745418 DTD 03/01/06 5.5% 04/01/2036 OFV 420,000	131,376.42	109.191	142,522.90	142,522.90	143,451
	31403DLV9 FEDERAL NATIONAL MORTGAGE ASSN POOL #745640 6% 06/01/2036 OFV 165,000	47,811.85	110.597	50,209.93	50,209.93	52,878
	31408DA87 FEDERAL NATIONAL MTG ASSN POOL #847931 5% 12/01/2020 OFV 59,385	12,094.58	108.103	12,012.38	12,012.38	13,075
	31408HSS5 FEDERAL NATL MTG ASSN POOL #852029 6% 01/01/2036 OFV 117,000	23,224.05	110.597	23,543.37	23,543.37	25,685
	31410FSJ5 FEDERAL NATIONAL MORTGAGE ASSN POOL #888021 DTD 11/01/2006 6% 12/01/2036 OFV 850,000	198,207.01	110.316	219,607.17	219,607.17	218,654
	31410FSS5 FEDERAL NATIONAL MORTGAGE ASSN POOL #888029 6% 12/01/2036 OFV 332,488	78,231.59	110.316	78,818.32	78,818.32	86,302
	31410FX75 FEDERAL NATIONAL MORTGAGE ASSN POOL #888202 DTD 02/01/07 5.5%	7,315.56	108.666	7,680.20	7,680.20	7,950

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2011
PART II BALANCE SHEET

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value
	02/01/2017 OFV 38,000					
	31410GJW4 FEDERAL NATIONAL MORTGAGE ASSN POOL #888677 5.5% 08/01/2022 OFV 302,000	54,461.74	108.582	54,266.01	54,266.01	59,136
	31412QCL1 FEDERAL NATIONAL MORTGAGE ASSN POOL #931675 DTD 07/01/2009 5.5% 01/01/2018 OFV 195,000	88,422.28	108.634	96,269.76	96,269.76	96,057
	31412XV35 FEDERAL NATIONAL MORTGAGE ASSN POOL #938134 DTD 06/01/07 6% 07/01/2037 OFV 200,000	57,434.78	110.222	58,036.07	58,036.07	63,306
	31413YRR4 FEDERAL NATIONAL MORTGAGE ASSN POOL #959596 DTD 11/01/07 6% 11/01/2037 OFV 255,000	68,848.18	110.222	69,332.27	69,332.27	75,886
	31418MLS9 FEDERAL NATIONAL MORTGAGE ASSN POOL #AD0336 DTD 10/01/2009 5% 02/01/2024 OFV 180,000	82,928.58	107.978	89,640.62	89,640.62	89,545
	31419DMQ1 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3.5% 09/01/2025 OFV 150,000	112,312.65	104.667	116,524.37	116,524.37	117,554
GE	369604103 GENERAL ELECTRIC CO	7,000.00	17.910	129,107.30	129,107.30	125,370
	369622SM8 GENERAL ELECTRIC CAPITAL CORP DTD 02/11/11 5.3% 02/11/2021	64,000.00	106.895	64,841.58	64,841.58	68,413
	36962G3P7	67,000.00	105.959	69,123.52	69,123.52	70,993

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2011
PART II BALANCE SHEET

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value
	GENERAL ELECTRIC CAPITAL CORP DTD 01/14/08 5.875% 01/14/2038					
GPC	372460105 GENUINE PARTS CO	2,000.00	61.200	56,876.60	56,876.60	122,400
	38141EA25 GOLDMAN SACHS GROUP INC DTD 2/5/09 7.5% 02/15/2019	58,000.00	110.441	64,087.20	64,087.20	64,056
	38141EA33 GOLDMAN SACHS GROUP INC DTD 5/6/09 6% 05/01/2014	62,000.00	104.150	63,798.83	63,798.83	64,573
HAL	406216101 HALLIBURTON CO	2,325.00	34.510	47,722.25	47,722.25	80,236
HES	42809H107 HESS CORPORATION	1,275.00	56.800	78,061.61	78,061.61	72,420
	42809HAB3 HESS CORPORATION DTD 2/3/09 8.125% 02/15/2019	53,000.00	128.366	63,248.39	63,248.39	68,034
HPQ	428236103 HEWLETT-PACKARD CO	1,500.00	25.760	31,333.20	31,333.20	38,640
	428236BE2 HEWLETT-PACKARD CO DTD 12/02/2010 2.2% 12/01/2015	67,000.00	97.654	67,002.56	67,002.56	65,428
ITW	452308109 ILLINOIS TOOL WORKS INC	1,950.00	46.710	103,392.78	103,392.78	91,085
INTC	458140100 INTEL CORP	5,100.00	24.250	76,397.43	76,397.43	123,675
	458140AJ9 INTEL CORP DTD 09/19/2011 3.3% 10/01/2021	62,000.00	105.343	61,764.24	61,764.24	65,313
JPM	46625H100 J P MORGAN CHASE & CO	2,325.00	33.250	83,107.50	83,107.50	77,306

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2011
PART II BALANCE SHEET

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value
	46625HHL7 J P MORGAN CHASE & CO DTD 04/23/09 6.3% 04/23/2019	59,000.00	113.264	60,252.91	60,252.91	66,826
JNJ	478160104 JOHNSON & JOHNSON	1,750.00	65.580	88,434.00	88,434.00	114,765
JNPR	48203R104 JUNIPER NETWORKS INC	2,550.00	20.410	66,583.56	66,583.56	52,046
KMB	494368103 KIMBERLY CLARK CORP	1,000.00	73.560	72,005.70	72,005.70	73,560
	50075NBB9 KRAFT FOODS INC DTD 02/08/2010 4.125% 02/09/2016	59,000.00	108.573	59,694.82	59,694.82	64,058
LMT	539830109 LOCKHEED MARTIN CORP	600	80.900	45,670.98	45,670.98	48,540
MRSIX	552983470 MFS RESH INTL FD CL I	42,431.75	13.730	579,868.75	579,868.75	582,588
MAT	577081102 MATTEL INC	3,825.00	27.760	81,261.74	81,261.74	106,182
MWV	583334107 MEADWESTVACO CORPORATION	2,000.00	29.950	54,764.00	54,764.00	59,900
MRK	58933Y105 MERCK & CO. INC. NEW	3,000.00	37.700	103,639.50	103,639.50	113,100
	59018YN64 MERRILL LYNCH & CO INC SERIES: MTN DTD 04/25/08 6.875% 4/25/2018	61,000.00	98.594	63,059.13	63,059.13	60,142
	59022CAJ2 MERRILL LYNCH & CO 6.11% 01/29/2037	72,000.00	77.094	68,175.27	68,175.27	55,508
MSFT	594918104	3,950.00	25.960	107,628.57	107,628.57	102,542

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2011
PART II BALANCE SHEET

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value
	MICROSOFT CORP					
	61747YCJ2 MORGAN STANLEY SERIES: MTN DTD 9/23/09 5.625% 09/23/2019	67,000.00	92.608	67,611.22	67,611.22	62,047
	61747YCK9 MORGAN STANLEY DTD 11/20/2009 4.2% 11/20/2014	66,000.00	96.444	68,595.80	68,595.80	63,653
NEE	65339F101 NEXTERA ENERGY, INC.	1,750.00	60.880	94,421.77	94,421.77	106,540
NSC	655844108 NORFOLK SOUTHERN CORP	1,475.00	72.860	85,417.83	85,417.83	107,469
OXY	674599105 OCCIDENTAL PETE CORP	500	93.700	49,082.85	49,082.85	46,850
	68323AAE4 ONTARIO (PROVINCE OF) DTD 01/27/2011 1.375% 01/27/2014	126,000.00	101.047	126,157.47	126,157.47	127,319
OPMYX	68381F409 OPPENHEIMER MAIN ST SMALL CAP FD CL Y	14,986.28	20.820	264,964.12	264,964.12	312,014
ORCL	68389X105 ORACLE CORPORATION	2,975.00	25.650	64,051.75	64,051.75	76,309
	68389XAC9 ORACLE CORPORATION DTD 04/09/08 5.75% 04/15/2018	57,000.00	121.348	58,705.33	58,705.33	69,168
PTTRX	693390700 PIMCO TOTAL RETURN INSTL FD #35	12,020.97	10.870	137,640.00	137,640.00	130,668
PEP	713448108 PEPSICO INC	1,525.00	66.350	56,958.50	56,958.50	101,184
	71645WAP6	119,000.00	107.012	123,973.52	123,973.52	127,344

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2011
PART II BALANCE SHEET

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value
	PETROBRAS INTL FIN CO DTD 10/30/09 5.75% 01/20/2020					
	717081DB6 PFIZER INC DTD 3/24/09 6.2% 03/15/2019	52,000.00	123.391	57,972.48	57,972.48	64,163
PFUIX	722005220 PIMCO FOREIGN BOND FUND-IN	11,934.76	10.890	131,740.00	131,740.00	129,970
PX	74005P104 PRAXAIR INC	850	106.900	79,708.58	79,708.58	90,865
PG	742718109 PROCTER & GAMBLE CO	1,700.00	66.710	91,509.98	91,509.98	113,407
PRU	744320102 PRUDENTIAL FINANCIAL INC	1,700.00	50.120	93,046.02	93,046.02	85,204
	74432QBP9 PRUDENTIAL FINANCIAL DTD 11/18/2010 4.5% 11/15/2020	68,000.00	100.555	67,777.26	67,777.26	68,377
QCOM	747525103 QUALCOMM INC	1,975.00	54.700	68,282.86	68,282.86	108,033
SLB	806857108 SCHLUMBERGER LTD	1,200.00	68.310	50,722.92	50,722.92	81,972
SYK	863667101 STRYKER CORP	1,700.00	49.710	77,973.20	77,973.20	84,507
	867914BE2 SUNTRUST BKS INC DTD 11/01/2011 3.5% 01/20/2017	68,000.00	100.516	68,027.43	68,027.43	68,351
	87425EAL7 TALISMAN ENERGY INC DTD 6/1/09 7.75% 06/01/2019	55,000.00	123.306	63,753.53	63,753.53	67,818
	87612EAP1 TARGET CORP CALLABLE 5.375% 05/01/2017	54,000.00	117.528	54,701.13	54,701.13	63,465
	87938WAP8	66,000.00	95.427	67,198.53	67,198.53	62,982

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2011
PART II BALANCE SHEET

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value
	TELEFONICA EMISIONES SAU DTD 02/16/2011 5.462% 02/16/2021					
	880591DT6 TENNESSEE VALLEY AUTHORITY SER A PUTABLE 6.79% 05/23/2012	186,000.00	102.580	188,546.17	188,546.17	190,799
TEVA	881624209 TEVA PHARMACEUTICAL INDS SPONS ADR ONE ADR REPRS ONE ORD SHARE	2,100.00	40.360	93,326.52	93,326.52	84,756
	88166HAA5 TEVA PHARMA FIN IV LLC DTD 11/10/2011 1.7% 11/10/2014	64,000.00	100.773	64,014.30	64,014.30	64,495
TXN	882508104 TEXAS INSTRS INC	3,500.00	29.110	122,313.80	122,313.80	101,885
TMO	883556102 THERMO FISHER SCIENTIFIC, INC.	1,775.00	44.970	89,294.56	89,294.56	79,822
TGVIX	885215566 THORNBURG INTL VALUE FD CL I #209	25,158.69	24.580	658,880.00	658,880.00	618,401
MMM	88579Y101 3M CO	1,000.00	81.730	75,547.00	75,547.00	81,730
	88732JAL2 TIME WARNER CABLE 6.75% 07/01/2018	56,000.00	118.771	61,513.16	61,513.16	66,512
	89233P5F9 TOYOTA MOTOR CREDIT CORP SERIES MTN DTD 09/15/2011 3.4% 9/15/2021	65,000.00	103.060	64,836.20	64,836.20	66,989
TRV	89417E109 TRAVELERS COMPANIES, INC.	1,650.00	59.170	25,987.50	25,987.50	97,631
	912810EQ7	135,000.00	143.125	163,463.05	163,463.05	193,219

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2011
PART II BALANCE SHEET

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value
	UNITED STATES TREASURY 6.25% 08/15/2023					
	912828NE6 UNITED STATES TREASURY N/B DTD 06/01/10 .75% 05/31/2012	265,000.00	100.289	265,871.10	265,871.10	265,766
	912828NU0 UNITED STATES TREASURY N/B DTD 08/16/2010 .75% 08/15/2013	126,000.00	100.832	125,842.61	125,842.61	127,048
	912828PC8 UNITED STATES TREASURY N/B DTD 11/15/2010 2.625% 11/15/2020	181,000.00	107.656	175,295.65	175,295.65	194,857
	912828QV5 UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 .625% 07/15/2021 OFV 201,000	201,938.67	106.977	212,414.83	212,414.83	216,028
UTX	913017109 UNITED TECHNOLOGIES CORP	1,200.00	73.090	62,160.00	62,160.00	87,708
VFC	918204108 VF CORP	800	126.990	57,455.04	57,455.04	101,592
VZ	92343V104 VERIZON COMMUNICATIONS	2,725.00	40.120	57,522.89	57,522.89	109,327
	92343VAW4 VERIZON COMMUNICATIONS DTD 03/28/2011 6% 04/01/2041	54,000.00	123.987	53,780.05	53,780.05	66,953
V	92826C839 VISA INC - CLASS A SHRS	1,400.00	101.530	121,344.44	121,344.44	142,142
	929903DT6 WACHOVIA CORP DTD 06/08/07 5.75% 06/15/2017	55,000.00	112.983	56,583.18	56,583.18	62,141
WAG	931422109	2,550.00	33.060	88,939.38	88,939.38	84,303

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2011
PART II BALANCE SHEET

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value
	WALGREEN CO					
	999990484 REGIONS TRUST CASH SWEEP	274,411.50	1.000	274,411.50	274,411.50	274,412
	Total Portfolio			**13,973,770.97**	**13,973,770.97**	**14,973,803**

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
ADJUSTMENT FOR MUTUAL FUND POSTINGS	4,301.
CHECK RETURNED FROM 2010 TO THE BELL CENTER	10,000.
TOTAL	14,301.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
REGIONS BANK
ADDRESS:
P.O. BOX 11647
BIRMINGHAM, AL 35202
TITLE:
CORP TTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2
COMPENSATION .... 79,265.
COMPENSATION EXPLANATION:
TRUSTEE FEES

OFFICER NAME:
STEWART M. DANSBY
ADDRESS:
1330 21ST WAY SOUTH, SUITE 210
BIRMINGHAM, AL 35205
TITLE:
CO-TRUSTEE

OFFICER NAME:
SUZANNE DANSBY BOLLMAN
ADDRESS:
2561 BOHLER ROAD
ATLANTA, GA 30327
TITLE:
CO-TRUSTEE

OFFICER NAME:
NINA BOTSFORD
ADDRESS:
3425 ARGYLE RD
BIRMINGHAM, AL 35213
TITLE:
CO-TRUSTEE

TOTAL COMPENSATION: 79,265.

STATEMENT 6

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

MONTH	LINE 1a-FMV SECURITIES	LINE 1b-FMV CASH BALANCES	LINE 1c-FMV OTHER ASSETS
JANUARY	16,026,105.		
FEBRUARY	16,406,443.		
MARCH	16,379,227.		
APRIL	16,778,063.		
MAY	16,677,710.		
JUNE	16,082,825.		
JULY	15,891,385.		
AUGUST	15,267,676.		
SEPTEMBER	14,569,012.		
OCTOBER	15,465,141.		
NOVEMBER	15,321,607.		
DECEMBER	14,973,803.		
TOTAL	189,838,997.		
AVERAGE FMV	15,819,916.		

FORM 990PF, PART XV - LINES 2a - 2d
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RECIPIENT NAME:
  LAURA WAINWRIGHT
ADDRESS:
  C/O REGIONS BANK, P.O. BOX 11426
  BIRMINGHAM, AL 35202-1426
RECIPIENT'S PHONE NUMBER: 205-801-0380
FORM, INFORMATION AND MATERIALS:
  SEE ATTACHED OUTLINE
SUBMISSION DEADLINES:
  SEE ATTACHED OUTLINE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
  LIMITED TO THE GREATER BIRMINGHAM AREA

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2011
PART XV Lines 2a – 2d

SUSAN MOTT WEBB CHARITABLE TRUST

THE DEADLINES ARE MARCH 1 AND SEPTEMBER 1 EACH YEAR.

APPLICATION PROCEDURE

The Susan Mott Webb Charitable Trust concentrates its grant efforts in the Birmingham, Alabama area. It makes grants to corporations and organizations organized and operating exclusively for religious, charitable, scientific, literary or educational purposes, including the encouragement of art and the prevention of cruelty to children or animals.

The Trustees meets twice a year in the spring and fall to review proposals. Application is made to the Trust in writing using the attached application format. An original and four copies of a proposal must be submitted using only **8 ½ x 11 – inch paper printed on one side only**, without binders, notebooks, or folders. The proposals must include the following:

A ONE-PAGE COVER LETTER, ADDRESSED TO THE SUSAN MOTT WEBB CHARITABLE TRUST, SIGNED BY YOUR DIRECTOR AND/OR BOARD CHAIR, TO INCLUDE:

- Name, address, phone and fax numbers of your organization.
- Name and title of the contact person if other than the director.
- Amount of funds requested.
- A succinct summary of your project using no more than one paragraph.

IN COMPLETING THE ATTACHED GRANT APPLICATION, PLEASE ADDRESS THE FOLLOWING ITEMS:

A. YOUR AGENCY'S BACKGROUND

- Its history including major programs or accomplishments.
- Any links with similar organizations.

B. THE PROJECT OR PROGRAM YOU PROPOSE

- The need or issue you will address.
- The total cost of the project or program and the amount you are requesting.
- Your goals and objectives.
- The activities that will be carried out to accomplish the objectives.
- The qualifications of key personnel.
- Any other organizations involved in your project or providing similar services.

C. PROJECT CONTINUATION

- If the project is ongoing, your plans to continue after the funding period.
- Future funding sources.

D. PROJECT EVALUATION

- Your criteria for effectiveness.
- The methods you will use to analyze your results (measure your progress).
- Who will assess the results.

ADDITIONAL ITEMS TO BE ATTACHED TO THE GRANT APPLICATION

- Organization budget
- Project/program budget
- Latest audited financials
- List of Board of Directors
- List of organization officers
- Your organization's tax exempt letter from the IRS
- Names, titles, and telephone numbers of three professionals familiar with the work of your organization
- One page of pictures or letter of support (optional)

MAIL ORIGINAL PLUS 4 COPIES TO:

M. Laura Wainwright
Vice President
Regions Bank
P. O. Box 11426
Birmingham, AL 35202
1901 6th Avenue North
Birmingham, AL 35203

APPLICATION FOR SUSAN MOTT WEBB CHARITABLE TRUST GRANT

(No more than 2 pages, 8 1/2 x 11, size 9 font or larger will be accepted, excluding requested attachments)

NAME OF ORGANIZATION:

CONTACT PERSON:

ADDRESS:

PHONE AND FAX:

TAX I.D. #:

MISSION OF ORGANIZATION:

AGENCY BACKGROUND:

GEOGRAPHIC AREA OF OPERATION:

REQUEST, INCLUDING AMOUNT (describe project/program, goals, objectives, and key personnel):

DESCRIBE COLLABORATIONS, OR OTHER NONPROFITS INVOLVED IN THIS PROGRAM/PROJECT:

DESCRIBE ANTICIPATED FUNDING, INCLUDING SOURCES COMMITTED AND SOLICITED:

DESCRIBE PROJECT CONTINUATION, INCLUDING FUNDING:

HOW WILL PROJECT BE EVALUATED TO DETERMINE SUCCESS?

Attach the following items:

Organization budget
Project/program budget
Latest audited financials
List of director and officers
Tax Determination Letter
One page of pictures or letter of support (optional).

Mail original plus 4 copies to:

Laura Wainwright
Vice President and Trust Officer
Regions Bank
1901 6th Ave. North, Ste. 300
Birmingham, AL 35203

Proposals must be received or postmarked on or before **March 1st** for Spring grant cycle and **September 1st** for Fall grant cycle.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SEE ATTACHED SCHEDULE
AMOUNT OF GRANT PAID .... 805,000.

TOTAL GRANTS PAID: 805,000.

1055000110 SUSAN MOTT WEBB CHARITABLE TRUST 63-6112593

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2011
PART XV Line 3a Grants and Contributions Paid During the Year

DATE	RECIPIENT	AMOUNT
2/25/2011	THE BELL CENTER	10,000.00
6/30/2011	ALCOHOL AND DRUG ABUSE COUNCIL	10,000.00
6/30/2011	ALS ASSOCIATION - ALABAMA CHAPTER	10,000.00
6/30/2011	ALZHEIMER'S OF CENTRAL ALABAMA	10,000.00
6/30/2011	AUNTIE LITTER, INC	10,000.00
6/30/2011	ASSISTANCE LEAGUE OF BIRMINGHAM	7,500.00
6/30/2011	BIRMINGHAM EDUCATION FOUNDATION	35,000.00
6/30/2011	BETTER BASICS	10,000.00
6/30/2011	CHILDREN'S DANCE FOUNDATION	5,000.00
6/30/2011	CHILDREN'S HOSPITAL OF ALABAMA	25,000.00
6/30/2011	COMMUNITY FOOD BANK OF CENTRAL ALABAMA	5,000.00
6/30/2011	COMMUNITY GRIEF SUPPORT SERVICE	10,000.00
6/30/2011	CHILDCARE RESOURCES	5,000.00
6/30/2011	THE LITERACY COUNCIL	10,000.00
6/30/2011	THE LOVELADY CENTER	20,000.00
6/30/2011	SOUTHERN ENVIRONMENTAL LAW CENTER	15,000.00
6/30/2011	GREATER BIRMINGHAM HUMANE SOCIETY	15,000.00
6/30/2011	HOLY FAMILY CHRISTO REY CATHOLIC HIGH SCHOOL	20,000.00

1055000110 SUSAN MOTT WEBB CHARITABLE TRUST 63-6112593

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2011
PART XV Line 3a Grants and Contributions Paid During the Year

DATE	RECIPIENT	AMOUNT
6/30/2011	INNOVATION DEPOT	25,000.00
6/30/2011	JONES VALLEY URBAN FARM	10,000.00
6/30/2011	KING'S HOME	15,000.00
6/30/2011	MAGIC CITY HARVEST	5,000.00
6/30/2011	RAILROAD PARK	20,000.00
6/30/2011	SUSAN G. KOLMAN, NORTH ALABAMA AFFILIATE	10,000.00
6/30/2011	YOUTHSERVE	20,000.00
6/30/2011	YOUTH LEADERSHIP FORUM	10,000.00
6/30/2011	ALABAMA SYMPHONY ORCHESTRA	20,000.00
6/30/2011	ALABAMA SCHOOL OF FINE ARTS	25,000.00
7/1/2011	THE LOVELADY CENTER	5,000.00
12/13/2011	KID ONE TRANSPORT	5,000.00
12/13/2011	LEUKEMIA & LYMPHOMA SOCIETY	10,000.00
12/13/2011	LIFELINE CHILDREN'S SERVICES	5,000.00
12/13/2011	THE LOVELADY CENTER	15,000.00
12/13/2011	MCWANE SCIENCE CENTER	15,000.00
12/13/2011	MITCHELL'S PLACE, INC.	15,000.00
12/13/2011	PATHWAYS	7,500.00

1055000110 SUSAN MOTT WEBB CHARITABLE TRUST 63-6112593

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2011
PART XV Line 3a Grants and Contributions Paid During the Year

DATE	RECIPIENT	AMOUNT
12/13/2011	HORIZON'S SCHOOL	20,000.00
12/13/2011	VULCAN PARK AND MUSEUM	10,000.00
12/13/2011	RED MOUNTAIN PARK	75,000.00
12/13/2011	BOY SCOUTS OF AMERICA, INC.	25,000.00
12/13/2011	RONALD MCDONALD HOUSE	15,000.00
12/13/2011	SALVATION ARMY	15,000.00
12/13/2011	SPECIAL EQUESTRIANS	5,000.00
12/13/2011	RED MOUNTAIN THEATRE COMPANY	5,000.00
12/13/2011	RESTORATION ACADEMY	10,000.00
12/13/2011	UNITED WAY TOCQUEVILLE SOCIETY	25,000.00
12/13/2011	ALABAMA APPLESEED CENTER	5,000.00
12/13/2011	ALABAMA ASSOCIATION OF NON-PROFITS	5,000.00
12/13/2011	ALABAMA GOODWILL INDUSTRIES	10,000.00
12/13/2011	ALABAMA HUMANITIES FOUNDATION	15,000.00
12/13/2011	ALYS ROBINSON STEPHENS CENTER	10,000.00
12/13/2011	BIRMINGHAM CIVIL RIGHTS INSTITUTE	10,000.00
12/13/2011	BIRMINGHAM INTERNATIONAL CENTER	5,000.00
12/13/2011	CAHABA RIVER SOCIETY	10,000.00
12/13/2011	CORNERSTONE SCHOOLS OF ALABAMA	15,000.00

1055000110 SUSAN MOTT WEBB CHARITABLE TRUST 63-6112593

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2011
PART XV Line 3a Grants and Contributions Paid During the Year

DATE	RECIPIENT		AMOUNT
12/13/2011	CULTURAL ALLIANCE OF GREATER BIRMINGHAM		10,000.00
12/13/2011	THE EXCEPTIONAL FOUNDATION		15,000.00
12/13/2011	THE FOUNDRY		15,000.00
12/13/2011	GIRLS ON THE RUN		5,000.00
	TOTAL GRANTS & CONTRIBUTIONS	$	805,000.00