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
CRAMPTON TRUST #1255000731
REGIONS BANK, TRUSTEE

A Employer identification number
63-6181261

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P. O. DRAWER 1628

B Telephone number
(251) 690-1411

City or town, state, and ZIP code
MOBILE, AL 36633-1628

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)* ▶$ 17,555,565.

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 ▶ [ ]

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	460,598.	460,598.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	445,029.			
	b Gross sales price for all assets on line 6a 5,855,674.				
	7 Capital gain net income (from Part IV, line 2)		445,029.		
	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	2,981.	2,981.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	908,608.	908,608.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	120,696.	120,696.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	2,240.	0.		2,240.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	16,504.	3,667.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	3,359.	0.		3,359.
	24 **Total operating and administrative expenses** Add lines 13 through 23	142,799.	124,363.		5,599.
	25 Contributions, gifts, grants paid	839,584.			839,584.
	26 **Total expenses and disbursements.** Add lines 24 and 25	982,383.	124,363.		845,183.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-73,775.			
	b **Net investment income** (if negative, enter -0-)		784,245.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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	434,997.	750,179.	750,179.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 6	1,842,157.	1,078,103.	1,100,037.
	b	Investments - corporate stock STMT 7	6,400,492.	6,132,338.	8,472,615.
	c	Investments - corporate bonds STMT 8	2,593,070.	2,564,251.	2,670,015.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 9	3,642,758.	4,315,344.	4,562,719.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	14,913,474.	14,840,215.	17,555,565.
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	14,913,474.	14,840,215.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances**	14,913,474.	14,840,215.	
	31	**Total liabilities and net assets/fund balances**	14,913,474.	14,840,215.	

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	14,913,474.
2	Enter amount from Part I, line 27a	2	-73,775.
3	Other increases not included in line 2 (itemize) ▶ BOOK/TAX TIMING DIFFERENCE	3	516.
4	Add lines 1, 2, and 3	4	14,840,215.
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	14,840,215.

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	P		
b	CAPITAL GAINS DIVIDENDS			
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	5,813,455.		5,410,645.	402,810.
b	42,219.			42,219.
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				402,810.
b				42,219.
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 } 2 445,029.

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	786,668.	17,166,491.	.045826
2009	952,560.	16,006,779.	.059510
2008	967,929.	18,947,085.	.051086
2007	950,604.	20,914,856.	.045451
2006	948,885.	19,717,338.	.048124

2	**Total** of line 1, column (d)	2	.249997
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	.049999
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	18,055,972.
5	Multiply line 4 by line 3	5	902,781.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,842.
7	Add lines 5 and 6	7	910,623.
8	Enter qualifying distributions from Part XII, line 4	8	845,183.

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	15,685.
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	15,685.
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	15,685.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	15,628.		
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	15,628.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	16.
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	73.
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	

EFTPS

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 DEPARTMENT Telephone no. ▶ (251) 690-1411
Located at ▶ 11 NORTH WATER STREET, 28TH FLOOR, MOBILE, AL ZIP+4 ▶ 36602

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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.) 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. DRAWER 1628 MOBILE, AL 36633-1628	TRUSTEE 2.10	120,696.	0.	0.
MABEL B. WARD 107 PLACE LE VERT MOBILE, AL 36608	DISTR. COMM. 0.15	0.	0.	0.
GILBERT F. DUKES, JR. 3800 AIRPORT BLVD MOBILE, AL 36608	DISTR. COMM. 0.38	0.	0.	0.
JOHN C. JOHNSON 3601 LONGVIEW LN MOBILE, AL 36608	DISTR. COMM. 0.15	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

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

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	17,628,662.
b	Average of monthly cash balances	1b	702,274.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	18,330,936.
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	18,330,936.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	274,964.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,055,972.
6	**Minimum investment return** Enter 5% of line 5	6	902,799.

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	902,799.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	15,685.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	15,685.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	887,114.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	887,114.
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	887,114.

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	845,183.
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	845,183.
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	845,183.

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				887,114.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			839,584.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 845,183.				
a Applied to 2010, but not more than line 2a			839,584.	
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				5,599.
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).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				881,515.
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	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part XIV Private Operating Foundations (see 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 10

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 FREE CLINIC BALDWIN COUNTY 212 COURTHOUSE SQ. BAY MINETTE, AL 36507		PUBLIC	OPERATING EXPENSES	10,000.
ALS ASSOCIATION, ALABAMA CHAPTER 101 BIENVILLE BLVD DAUPHIN ISLAND, AL 36528		PUBLIC	SUPPORT FOR PATIENT SERVICES	5,000.
AMERICA'S JUNIOR MISS 751 GOVERNMENT STREET MOBILE, AL 36602		PUBLIC	SCHOLARSHIP FOR BRANDING AND MARKETING PROJECT	10,000.
BAY AREA FOOD BANK 5248 MOBILE STREET SOUTH THEODORE, AL 36582		PUBLIC	WAREHOUSE RENOVATIONS	20,000.
CENTRE FOR THE LIVING ARTS 304 GOVERTMENT STREET MOBILE, AL 36603		PUBLIC	ASSISTANCE IN FUNDING THE MEMORY PROJECT	20,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	839,584.
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 (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
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	460,598.	
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			14	2,981.	
8 Gain or (loss) from sales of assets other than inventory			18	445,029.	
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.		908,608.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 908,608.

(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).

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

▶ Roger E. Cole V.P. Regions Bank 5/12/12 ▶ TRUST OFFICER

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
GILBERT F. DUKES, JR.	Gilbert F. Dukes	05/10/12		P00276229

Firm's name ▶ SMITH DUKES & BUCKALEW LLP — Firm's EIN ▶ 63-0191630

Firm's address ▶ 3800 AIRPORT BLVD MOBILE, AL 36608-1667 — Phone no. (251)343-1200

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
CLARKE COUNTY DEVELOPMENT FOUNDATION P.O. BOX 305 THOMASVILLE, AL 36784		PUBLIC	HIPPY PROGRAM 2011-2012 SCHOOL YEAR	10,000.
DEARBORN YMCA 321 N. WARREN STREET MOBILE, AL 36603		PUBLIC	OPPERATIONAL SUPPORT	34,000.
DOG RIVER CLEARWATER REVIVAL 3514 MONTLIMAR PLAZA DRIVE MOBILE, AL 36609		PUBLIC	PLACING BANDALONG LITTER TRAPS IN MOORE CREEK	5,000.
DRUG EDUCATION COUNCIL 3000 TELEVISION AVENUE MOBILE, AL 36606		PUBLIC	FACILITY EXPANSION PROGRAM	15,000.
DUMAS WESLEY COMMUNITY CENTER 126 MOBILE STREET MOBILE, AL 36607		PUBLIC	TRANSPORTATION SERVICES FOR SENIOR PARTICIPANTS	13,400.
EASTERN SHORE RECOVERY FOUNDATION P.O. BOX 1796 DAPHNE, AL 36526		PUBLIC	FOCUS FIRST 2011-2012	5,000.
EDITH MURPHY FOUNDATION P.O. BOX 864 MOBILE, AL 36601		PUBLIC	INTERNATIONAL BACCALAUREATE PROGRAM	20,000.
GIRL SCOUTS OF SOUTHERN ALABAMA 3483 SPRING HILL AVANUE MOBILE, AL 36608		PUBLIC	SUMMER DAY CAMP FOR 50 GIRLS	5,000.
L'ARCHE MOBILE, INC 151 S ANN STREET MOBILE, AL 36604		PUBLIC	SUPPLEMENT COSTS FOR SUPPORTING MEMBERS IN JOB OPPURTUNTIES	10,000.
MAKING MIRACLES FOR CYSTIC FIBROSIS 3602-A OLD SHELL ROAD MOBILE, AL 36608		PUBLIC	ESTABLISHING A RESEARCH PROGRAM AT USA COLLEGE	10,000.
Total from continuation sheets				774,584.

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
MERCY MEDICAL 101 VILLA DR DAPHNE, AL 36526		PUBLIC	PACE PROGRAM	10,000.
MOBILE AREA EDUCATION FOUNDATION 601 BEL AIR BLVD MOBILE, AL 36606		PUBLIC	PURCHASE OF ADMINISTRATOR LICENSE FROM CAREER CRUSING NETWORK	35,000.
MOBILE BALLET 4351 DOWNTOWNER LOOP N MOBILE, AL 36609		PUBLIC	FUNDING DISCOVER DANCE SERIES	5,000.
MOBILE BAYKEEPERS 450 GOVERTMENT STREET MOBILE, AL 36604		PUBLIC	CREATION OF CITIZENS EDUCATION AND MONITORING CAMPAIGN	5,000.
MOBILE HISTORIC DEVELOPMENT COMMISSION 205 GOVERNMENT STREET MOBILE, AL 36633		PUBLIC	FUNDING THE CONSULTING FEE FOR ESTABLISHING A MAGNET SCHOOL AT BARTON ACADEMY	5,000.
MOBILE MUESEUM OF ART 4850 MUSEUM DRIVE MOBILE, AL 36608		PUBLIC	CAPITAL FUND PROGRAM DEBT REDUCTION	25,000.
MOBILE OPERA 257 DAUPHIN STREET MOBILE, AL 36602		PUBLIC	PRODUCTION COSTS FOR THE APRIL 2012 PERFORMANCE	5,000.
MULHERIN CUSTODIAL HOMES 2496 HALLS MILL ROAD MOBILE, AL 36606		PUBLIC	PURCHASE OF 15 PASSENGER VAN	7,000.
MUSEUM OF MOBILE 111 SOUTH ROYAL STREET MOBILE, AL 36602		PUBLIC	EXHIBITION EXPLAINERS PROGRAM	3,000.
PRICHARD PREPARATORY SCHOOL 2530 SHELTON BEACH RD EIGHT MILE, AL 36613		PUBLIC	TUITION ASSISTANCE & LIBRARY MATERIALS	50,000.
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
PRODISEE PANTRY, INC 6530 SPANISH FORT BLVD SPANISH FORT, AL 36527		PUBLIC	CAPITAL CONSTRUCTION CAMPAIGN	5,000.
PROVIDENCE HOSPITAL FOUNDATION 6801 AIRPORT BLVD. MOBILE, AL 36608		PUBLIC	ANNUAL INSTALLMENTS FOR CAPITAL FUND PLEDGE	5,000.
PROVIDENCE HOSPITAL FOUNDATION P.O. BOX 850429 MOBILE, AL 36685		PUBLIC	UPGRADING EQUIPMENT IN THE HOSPITAL RADIOLOGY DEPARTMENT	20,000.
RONALD MCDONALD HOUSE 1626 SPRINGHILL AVE MOBILE, AL 36607		PUBLIC	ASSISTANCE IN COVERING THE COST OF A GUEST ROOM	3,000.
SALVATION ARMY 1023 DAUPHIN STREET MOBILE, AL 36604		PUBLIC	PURCHASE 14 PASSENGER VAN	25,000.
SALVATION ARMY NEEDIST P.O. BOX 1025 MOBILE, AL 36633		PUBLIC	NEEDIEST FAMILY CAMPAIGN	25,000.
SOUTH ALABAMA BOTANICAL AND HORTICULTURAL SOCIETY 5151 MUSEUM DRIVE MOBILE, AL 36608		PUBLIC	LIGHTING FOR REBLOOM GARDEN TEACHING	5,000.
ST. LUKE'S EPISCOPAL SCHOOL 3975 JAPONICA LANE MOBILE, AL 36695		PUBLIC	CAPITAL CAMPAIGN	10,000.
ST. PAUL'S EPISCOPAL SCHOOL 161 DOGWOOD LANE MOBILE, AL 36608		PUBLIC	BUILDING & EQUIPPING A TECHNOLOGY & WRITING CENTER	34,982.
SURVIVORS OF MENTAL ILLNESS 4351 MIDMOST DRIVE MOBILE, AL 36609		PUBLIC	GENERAL SUPPORT	5,000.
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
THE LEARNING TREE 5459 ABLE COURT MOBILE, AL 36693		PUBLIC	COMPLETION OF OUTDOOR ACTIVITY AREA	5,000.
THE MOBILE ARTS COUNCIL 316 DAUPHIN STREET MOBILE, AL 36602		PUBLIC	OPERATIONAL SUPPORT	5,000.
THE MOBILE ASSOCIATION FOR THE BLIND 2440 GORDON SMITH DRIVE MOBILE, AL 36616		PUBLIC	REPLACING THE HEATING AND A/C SYSTEM	5,000.
THE MOBILE SYMPHONY 257 DAUPHIN STREET MOBILE, AL 36602		PUBLIC	YOUNG PEOPLE'S CONCERTS AND STRINGS PROGRAM	5,000.
THE NATURE CONSERVANCY 257 ST FRANCIS STREET MOBILE, AL 36602		PUBLIC	COASTAL OPERATING EXPENSES	10,000.
UNIVERSITY OF MOBILE 5735 COLLEGE PKWY MOBILE, AL 36613		PUBLIC	FOR NURSING SCHLORSHIPS	25,000.
UNIVERSITY OF MOBILE 5735 COLLEGE PKWY MOBILE, AL 36688		PUBLIC	PURCHASE OF A MEDICAL MANIKIN FOR THE SCHOOL OF NURSING	75,000.
UNIVERSITY OF SOUTH ALABAMA 307 UNIVERSITY BLVD. NORTH MOBILE, AL 36688		PUBLIC	GIFT TO THE CRAMPTON CHAIR OF GERONTOLOGY ENDOWNMENT	19,202.
UNIVERSITY OF SOUTH ALABAMA 307 UNIVERSITY BLVD. NORTH MOBILE, AL 36688		PUBLIC	MEDICAL SCHOOL SCHOLARSHIPS	50,000.
VICTORY HEALTH PARTNERS 3750 PROFESSIONAL PARKWAY MOBILE, AL 36609		PUBLIC	GIFT OF A WEEK PROGRAM DENTAL AND MEDICAL CARE	10,000.
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
WATERFRONT RESCUE MISSION 206 STATE STREET MOBILE, AL 36603		PUBLIC	CAPITAL CAMPAIGN FOR OVERNIGHT SHELTER AND DAY RESOURCE CENTER	125,000.
YMCA OF SOUTH ALABAMA 101 N. WATER STREET MOBILE, AL 36602		PUBLIC	SUPPORT 150 CHILDREN IN SCHOOL BASED PROGRAM	10,000.
YMCA OF SOUTH ALABAMA 6001 GRELOT ROAD MOBILE, AL 36609		PUBLIC	MOORER YMCA SUMMER CAMP PROGRAM	5,000.
YOUNG LEADER OF AMERICA 273 AZALEA ROAD MOBILE, AL 36609		PUBLIC	TRAINING PROGRAM	5,000.
YOUNG LIFE 7171 COTTAGE HILL ROAD MOBILE, AL 36695		PUBLIC	GENERAL SUPPORT	5,000.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS - CAPITAL GAIN	42,219.	42,219.	0.
DIVIDENDS -- COMMON STOCK	240,113.	0.	240,113.
INTEREST - CORPORATE	190,898.	0.	190,898.
INTEREST - US GOVERNMENT	29,587.	0.	29,587.
TOTAL TO FM 990-PF, PART I, LN 4	502,817.	42,219.	460,598.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SECURITIES LITIGATION PROCEEDS	2,981.	2,981.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,981.	2,981.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SMITH, DUKES & BUCKALEW -- TAX RETURN PREPARATION	2,065.	0.		2,065.
REGIONS BANK - TAX PRO	175.	0.		175.
TO FORM 990-PF, PG 1, LN 16B	2,240.	0.		2,240.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN WITHHOLDING TAXES	3,667.	3,667.		0.
EXCISE TAX PAYMENTS	12,837.	0.		0.
TO FORM 990-PF, PG 1, LN 18	16,504.	3,667.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
D & O INSURANCE	3,175.	0.		3,175.
FLOWERS	44.	0.		44.
OTHER INSURANCE	40.	0.		40.
COMMUNITY FDN. DUES	100.	0.		100.
TO FORM 990-PF, PG 1, LN 23	3,359.	0.		3,359.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
293,000 US T-NOTE .75% 08/15/13	X		294,207.	295,438.
110,000 US T-NOTE 2.625% 11/15/20	X		101,131.	118,422.
57,000 TENNESSEE VA AUTH 6.79% 05/23/12	X		57,883.	58,471.
448,000 US T-NOTE .75% 05/31/2012	X		449,455.	449,295.
166,775 US INFLA BD .625% 07/15/2021	X		175,427.	178,411.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,078,103.	1,100,037.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,078,103.	1,100,037.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
3M CO - - 1,500 SHS	113,232.	122,595.
ALLERGAN INC - - 2,000 SHS	110,860.	175,480.
ALTRIA GROUP -- 1,000	5,817.	29,650.
AMERICAN EXPRESS -- 3,000	23,064.	141,510.
APACHE CORP. - 1,500	83,324.	135,870.
AUTO DESK INC-- 4,000	110,147.	121,320.
BARRICK GOLD CORP -- 2,000	45,810.	90,500.
BLACK WARRIOR COAL CO -- 250	86,345.	23,549.
BRISTOL MYERS SQUIBB -- 2,000	31,111.	70,480.
CATERPILLAR INC-- 2,200	116,930.	199,320.
CHEVRONTEXACO INC -- 2,000	119,119.	212,800.
CISCO SYS INC. - 6,500	106,815.	117,520.
COCA COLA CO -- 2,000	43,750.	139,940.
CONOCO/PHILLIPS -- 1,500	15,152.	109,305.
COSTCO WHSL -- 1,000	54,464.	83,320.
CVS/CAREMARK CORP - 3,000	94,200.	122,340.
DOMINION RES INC -- 2,000	24,920.	106,160.
DU PONT EI DE NEMOURS -- 1,000	24,995.	45,780.
DUKE ENERGY CORP. - 2,500	35,585.	55,000.
EMC CORP. MASS. - - 7,000	91,218.	150,780.
EXXON MOBIL CORP -- 2,500	39,102.	211,900.
FREEPORT-MCMORAN - - 2,000 SHS	61,590.	73,580.
GENERAL ELECTRIC CO-- 7,000	129,691.	125,370.
GOLDMAN SACHS INC - 1,000	133,655.	90,430.
HALLIBURTON CO - 4,500	195,442.	155,295.
HESS CORP - 2,500	140,425.	142,000.
INTEL CORP -- 7,000	26,797.	169,750.
JOHNSON & JOHNSON -- 2,500	28,066.	163,950.
JP MORGAN CHASE & CO -- 3,500	66,946.	116,375.
JUNIPER NETWORKS INC - 5,000	123,823.	102,050.
MATTEL INC-- 5,500	119,238.	152,680.
MCGRAW HILL INC-- 4,000	134,859.	179,880.
MERCK & CO-- 3,000	103,709.	113,100.
MONSANTO CO - 1,300	94,298.	91,091.
NEMONT MINING CORP. - 2,000	56,560.	120,020.
NEXTRA ENERGY INC-- 1,000	53,196.	60,880.
NORFOLK SOUTHERN - 2,500	155,137.	182,150.
NORTHROP GRUMMAN -- 1,500	46,468.	87,720.
NUCOR CORP --2,000	107,130.	79,140.
ORACLE CORP - 5,000	95,674.	128,250.
PEPSICO INC. - 2,000	86,740.	132,700.
PFIZER -- 2,000	7,386.	43,280.
PHILLIP MORRIS IMTL INC - 2,500	44,934.	196,200.
PROCTER & GAMBLE -- 2,500	31,379.	166,775.
PRUDENTIAL FINL INC - 2,000	97,120.	100,240.
QUALCOMM INC - - 3,000	127,170.	164,100.
RAYTHEON -- 1,500	47,231.	72,570.

SCHLUMBERGER LTD -- 2,000	27,955.	136,620.
SOUTHERN CO -- 4,000	107,789.	185,160.
STAPLES INC-- 7,000	151,143.	97,230.
STATE STREET CORP - 3,500	145,075.	141,085.
STRYKER CORP - - 2,500 SHS	156,012.	124,275.
TEVA PHARMACEUTICAL - 2,500	116,467.	100,900.
THERMO FISHER INC - 3,000	127,634.	134,910.
TRAVELERS CO - 3,000	143,480.	177,510.
UNION PACIFIC -- 1,500	28,480.	158,910.
UNITED TECH CORP - - 2,000 SHS	128,998.	146,180.
VERIZON COMMUNICATIONS -- 4,500	99,944.	180,540.
VISA INC-- 1,600	135,317.	162,448.
WALGREEN CO - 3,000	106,650.	99,180.
ZIMMER HOLDINGS - 1,000	7,881.	53,420.
HASBRO INC - 3,500	123,138.	111,615.
BLACKROCK INC - 800	151,538.	142,592.
LABORATORY CORP OF AMER - 1500	117,712.	128,955.
EMERSON ELECTRIC - 2,000	118,637.	93,180.
BROADCOM CORP - 3,500	123,764.	102,760.
GOOGLE INC - 200	120,492.	129,180.
TEXAS INSTRS. - 4,000	139,361.	116,440.
PRAXAIR INC - 700	64,247.	74,830.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,132,338.	8,472,615.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
110,000 CREDIT SUISSE 5.5% 05/01/14	113,228.	114,336.
145,000 GE CAP CORP 2.2% 06/08/12	145,415.	146,331.
169,000 JOHN DEERE CAP 2.875% 06/19/12	169,442.	171,192.
171,000 CITIGROUP INC 2.25% 12/10/12	173,153.	174,175.
50,000 HP CO 2.2% 12/01/15	49,955.	48,827.
47,000 TALSMAN ENERGY 7.75% 06/01/19	53,655.	57,954.
50,000 TIME WARNER 6.75% 07/01/18	53,994.	59,386.
43,000 CATERPILLAR INC 7.9% 12/15/18	42,928.	57,246.
51,000 CSX CORP 6.25% 04/01/15	55,281.	58,273.
48,000 HESS CORP 8.125% 02/15/19	55,745.	61,616.
60,000 DIRECTV HDGS 3.55% 03/15/15	61,721.	62,452.
49,000 GOLDMAN SACHS GROUP 7.5% 02/15/19	53,278.	54,116.
53,000 KRAFT FOODS 4.125% 02/09/16	53,026.	57,544.
62,000 PRUDENTIAL FINL 4.5% 11/15/20	61,593.	62,344.
54,000 TARGET CORP 5.375% 05/01/17	52,811.	63,465.
55,000 CITIGROUP INC 6% 12/31/13	58,383.	56,912.
57,000 BARCLAYS BK 3.9% 04/07/15	57,043.	57,243.
50,000 COMCAST CORP 5.7% 07/01/19	50,469.	58,005.
54,000 WACHOVIA CORO 5.75% 06/15/17	46,888.	61,011.
56,000 MERRILL LYNCH CO 6.875% 04/25/18	55,796.	55,213.
50,000 AT&T INC 5.6% 05/15/18	48,909.	58,098.

58,000 CA INC 5.37% 12/01/19	58,928.	63,265.
50,000 ORACEL CORP 5.75% 04/15/18	50,268.	60,674.
57,000 GOLDMAN SACHS 6% 05/01/14	57,660.	59,365.
57,000 PETROBRAS INTL 5.75% 01/20/20	56,949.	60,997.
61,000 ANHAU-BUSCH 2.875%	61,304.	64,365.
57,000 AM EXPRESS CC 2.75%	58,129.	57,302.
55,000 GE CAP CORP 5.3%	55,451.	58,792.
119,000 MOR STANLEY 4.2%	123,725.	114,768.
117,000 ONTARIO PROVINCE 1.375%	117,029.	118,225.
59,000 SUNTRUST BANK 3.5%	59,024.	59,304.
59,000 TOYOTO MOTOR 3.4%	58,851.	60,805.
58,000 TEVA PHARMA 1.7%	58,026.	58,448.
58,000 GE CO 5.00%	58,467.	60,442.
59,000 INTEL CORP 3.3%	58,784.	62,152.
61,000 TELEFONICA SAU 5.462% 02/16/2021	61,900.	58,210.
57,000 DUKE ENERGY 2.15% 11/15/2016	57,043.	57,162.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,564,251.	2,670,015.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
170,000 FHLMC 5.75% 01/15/12	COST	172,004.	170,323.
23,334 FNMA 05/01/39	COST	25,390.	25,843.
34,327 FNMA 6% 02/01/36	COST	37,299.	37,965.
330,817 FNMA 6% 09/01/36	COST	340,276.	364,944.
32,729 FNMA 5% 02/01/20	COST	34,826.	35,356.
38,436 FNMA 6% 09/01/36	COST	41,163.	42,642.
42,060 FNMA 6% 10/01/37	COST	44,656.	46,360.
26,908 FNMA 5% 08/01/23	COST	27,178.	28,963.
57,915 FNMA 6% 07/01/37	COST	61,552.	64,432.
5,886 FNMA 5% 12/01/17	COST	6,266.	6,357.
7127 FNMA 6% 09/01/37	COST	7,778.	7,856.
AMER EUROPACIFIC GRTH FD - 16,818	COST	581,000.	590,466.
ARTISAN MID CAP VALUE FD - 14,675	COST	207,000.	289,094.
ARTISAN SMALL CAP VALUE FD - 17,850	COST	227,000.	266,324.
BUFFALO SMALL CAP FD - 11,388	COST	227,000.	283,910.
ISHARES RUSSELL 1000 FD-- 4,000	COST	244,640.	253,920.
MFS RESH INTL FD - 4366.812	COST	50,000.	59,956.
THORNBURG INTL VALUE FD - 24886	COST	596,000.	611,698.
HIGH MARK MID CAP FD - 13,650	COST	325,000.	304,525.
99,090 FHLMC 5% 07/01/2035	COST	107,714.	106,618.
99,690 FHLMC 4% 08/01/2025	COST	105,485.	104,657.
105,815 FHLMC 3.5% 08/01/2036	COST	110,676.	110,389.
98,499 FNMA 4% 03/01/2026	COST	103,485.	104,036.
52,287 FNMA 4.5% 06/01/2041	COST	55,620.	55,978.
132,629 FNMA 6% 03/01/2034	COST	146,389.	147,894.
100,621 FNMA 5% 06/01/2035	COST	108,530.	108,816.
98,086 FNMA 3.5% 09/01/2025	COST	101,765.	102,664.

198,000 FNMA 5% 03/15/2016	COST	219,652.	230,733.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,315,344.	4,562,719.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 10
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

REGIONS BANK, ATTN: ROGER COLE
P.O. DRAWER 1628
MOBILE, AL 36633-1628

TELEPHONE NUMBER

(251) 431-8309

FORM AND CONTENT OF APPLICATIONS

NO PRESCRIBED FORM

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

ONLY SECTION 501(C)(3) ORGANIZATIONS THAT ARE NOT PRIVATE FOUNDATIONS AND WHICH ARE LOCATED IN THAT PART OF SOUTHWEST ALABAMA, INCLUDING THE COUNTIES OF BALDWIN, CLARKE, ESCAMBIA, MOBILE, MONROE, AND WASHINGTON.