



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2011

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

For calendar year 2011 or tax year beginning APR 1, 2011, and ending MAR 31, 2012

Name of foundation <b>BELLE G ROBERTS CHARITABLE TR REGIONS BANK TRUST DEP'T #1255001017</b>		A Employer identification number <b>72-6214520</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>P.O. DRAWER 1628</b>		B Telephone number <b>251-690-1437</b>
City or town, state, and ZIP code <b>MOBILE, AL 36633-1628</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 14,636,410.</b> (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		115.	115.		STATEMENT 1
4 Dividends and interest from securities		304,778.	303,893.		STATEMENT 2
5a Gross rents		116,425.	116,425.		STATEMENT 3
b Net rental income or (loss) 76,907.					STATEMENT 4
6a Net gain or (loss) from sale of assets not on line 10		696,155.			
b Gross sales price for all assets on line 6a 5,837,287.					
7 Capital gain net income (from Part IV, line 2)			696,155.		
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		587.	587.		STATEMENT 5
12 Total Add lines 1 through 11		1,118,060.	1,117,175.		
13 Compensation of officers, directors, trustees, etc		197,107.	153,199.		43,908.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 6		656.	656.		0.
b Accounting fees STMT 7		11,775.	6,375.		5,400.
c Other professional fees					
17 Interest					
18 Taxes REFORM STMT 8		20,264.	5,727.		0.
19 Depreciation and depletion		13,914.	13,914.		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses OGDEN STMT 9		24,858.	24,858.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		268,574.	204,729.		49,308.
25 Contributions, gifts, grants paid		636,549.			636,549.
26 Total expenses and disbursements Add lines 24 and 25		905,123.	204,729.		685,857.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		212,937.			
b Net investment income (if negative enter -0-)			912,446.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		355,979.	537,836.	537,836.
	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 11		1,473,559.	1,409,710.	1,440,998.
	b	Investments - corporate stock STMT 12		8,075,391.	8,212,481.	10,402,161.
	c	Investments - corporate bonds STMT 13		1,427,456.	1,352,275.	1,418,656.
11	Investments - land, buildings, and equipment basis ▶	796,431.				
	Less accumulated depreciation STMT 14 ▶	96,189.	667,855.	700,242.	834,000.	
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶	5.				
	Less accumulated depreciation ▶		5.	5.	2,759.	
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		12,000,245.	12,212,549.	14,636,410.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		12,000,245.	12,212,549.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31					
	27	Capital stock, trust principal, or current funds				
	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		12,000,245.	12,212,549.	
	31	Total liabilities and net assets/fund balances		12,000,245.	12,212,549.	

**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	12,000,245.
2	Enter amount from Part I, line 27a	2	212,937.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	12,213,182.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	633.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,212,549.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>	<b>P</b>		
<b>b CAPITAL GAINS DIVIDENDS</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> 5,835,000.		5,141,132.	693,868.
<b>b</b> 2,287.			2,287.
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			693,868.
<b>b</b>			2,287.
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	696,155.
<b>3</b> 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	}	<b>3</b>	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	636,542.	13,786,265.	.046172
2009	683,017.	13,336,256.	.051215
2008	812,112.	14,391,443.	.056430
2007	777,624.	16,474,095.	.047203
2006	755,772.	15,681,906.	.048194

<b>2</b> Total of line 1, column (d)	<b>2</b>	.249214
<b>3</b> 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	<b>3</b>	.049843
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	<b>4</b>	14,091,757.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	702,375.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	9,124.
<b>7</b> Add lines 5 and 6	<b>7</b>	711,499.
<b>8</b> Enter qualifying distributions from Part XII, line 4 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.	<b>8</b>	685,857.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	18,249.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	18,249.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	18,249.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	16,458.	
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	16,458.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,791.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
1c Did the foundation file Form 1120-POL for this year?		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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>AL</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2011)

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>NONE</b>	13	X	
14	The books are in care of ► <b>REGIONS BANK TRUST DEPARTMENT</b> Telephone no. ► <b>251-690-8387</b> Located at ► <b>11 N WATER STREET, 28TH FLOOR, MOBILE, AL</b> ZIP+4 ► <b>36602</b>			
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 ► <b>15</b> <b>N/A</b>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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? If "Yes," list the years ► _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
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

Form 990-PF (2011)

**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

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
SEE STATEMENT 15		197,107.	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

Form 990-PF (2011)

**Paid Employees, and Contractors** *(continued)*



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	12,831,796.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	637,796.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	836,760.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	14,306,352.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	14,306,352.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	214,595.
<b>5</b>	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	14,091,757.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	704,588.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	704,588.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	18,249.
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	18,249.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	686,339.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	686,339.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	686,339.

**Part XII** **Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	685,857.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	685,857.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions</b> Subtract line 5 from line 4	<b>6</b>	685,857.

**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.

Form **990-PF** (2011)

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				<b>686,339.</b>
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			<b>636,549.</b>	
<b>b</b> Total for prior years:		<b>0.</b>		
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006				
<b>b</b> From 2007				
<b>c</b> From 2008				
<b>d</b> From 2009				
<b>e</b> From 2010				
<b>f</b> Total of lines 3a through e	<b>0.</b>			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: <b>▶ \$ 685,857.</b>				
<b>a</b> Applied to 2010, but not more than line 2a			<b>636,549.</b>	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		<b>0.</b>		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	<b>0.</b>			
<b>d</b> Applied to 2011 distributable amount				<b>49,308.</b>
<b>e</b> Remaining amount distributed out of corpus	<b>0.</b>			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	<b>0.</b>			<b>0.</b>
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	<b>0.</b>			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		<b>0.</b>		
<b>c</b> 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		<b>0.</b>		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		<b>0.</b>		
<b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			<b>0.</b>	
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				<b>637,031.</b>
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	<b>0.</b>			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7	<b>0.</b>			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	<b>0.</b>			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007				
<b>b</b> Excess from 2008				
<b>c</b> Excess from 2009				
<b>d</b> Excess from 2010				
<b>e</b> 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			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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:

- 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)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
INFIRMARY HEALTH SYSTEMS 5 MOBILE INFIRMARY CIRCLE MOBILE, AL 36607		PUBLIC	OPEN MRI SYSTEM	318,274.
UMS-WRIGHT CORPORATION 65 N MOBILE ST. MOBILE, AL 36607		PUBLIC	REPAIR POOL, RENOVATE CLASSROOMS, NEW PLAYGROUND	318,275.
<b>Total</b>			<b>3a</b>	636,549.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>3b</b>	0.

Form 990-PF (2011)

**Part XVI-B**



2011 DEPRECIATION AND AMORTIZATION REPORT

2051 GOVERNMENT ST., MOBILE, AL

RENT

1

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	LAND - 2051					17,830.			17,830.			0.
2	GOVERNMENT & HOLCOM	1111002L				296,272.			296,272.			0.
3	GOVERNMENT BUILDING - 2051	1111002L				319,471.			319,471.	68,949.		8,192.
9	LAND - 410 HOLCOMBE	1111002SL		39.00	16	11,366.			11,366.			0.
11	AIR CONDITIONER	040110SL		15.00	16	10,198.			10,198.	680.		680.
	* 990-PF RENTAL					655,137.		0.	655,137.	69,629.	0.	8,872.
	TOTAL OTHER											

128102  
05-01-11

(D) - Asset disposed

\* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

13.1

## 2011 DEPRECIATION AND AMORTIZATION REPORT

2005 GOVERNMENT ST., MOBILE, AL

RENT

2

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction in Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
2005 GOVERNMENT - 4LAND		1111002L				34,712.			34,712.			0.
2005 GOVERNMENT - 5BLDG -TOWN & COUNTRY		1111002SL		39.00	16							0.
6PARKING LOT		1111002SL		20.00	16	8,549.			8,549.	3,594.		427.
7NEW ROOF		1111002SL		39.00	16	10,084.			10,084.	2,180.		259.
8AIR CONDITIONER		1111002SL		7.00	16	448.			448.	448.		0.
10RENOVATIONS		022805SL		39.00	16	41,200.			41,200.	6,424.		1,056.
124 5-TON AC UNITS BATHROOM		082511SL		7.00	16	37,295.			37,295.			3,108.
13RENOVATIONS		053111SL		39.00	16	9,006.			9,006.			192.
* TOTAL 990-PF RENTAL DEPR						141,294.		0.	141,294.	12,646.	0.	5,042.

128102  
05-01-11

(D) - Asset disposed

\* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

13.2



**Belle G. Roberts Charitable Trust**  
**EIN: 72-6214520**  
**Tax Year: 2011**

<b>Schedule of Government Securities</b>	<b>Par</b>	<b>Book Value</b>	<b>Market Value</b>
FHLMC POOL G01840 5% 7/1/35	47,541	51,678.17	51,323.93
FHLMC POOL #G14056 4% 8/1/25	47,380	50,133.84	50,058.74
FHLMC POOL #J16353 3.5% 8/1/26	52,175	54,572.12	54,595.19
FNMA POOL #255319 5% 8/1/19	34,632	36,049.97	37,597.07
FHLMC 2.875% 2/9/15	113,000	120,543.64	120,325.79
FNMA POOL #AH6827 4% 3/1/26	47,893	50,317.89	50,878.48
FNMA POOL #AL0393 4 5% 6/1/41	24,680	26,252.97	26,450.16
FNMA POOL #725228 6% 3/1/34	8,683	9,583.43	9,709.34
FNMA POOL #735516 5% 2/1/20	17,223	18,326.27	18,697.37
FNMA POOL #735580 5% 6/1/35	48,421	52,226.36	52,404.36
FNMA POOL #745640 6% 6/1/36	212,165	222,806.52	234,900.72
FNMA POOL #889291 5% 4/1/23	11,261	12,081.34	12,195.51
FNMA POOL #985615 5 5% 4/1/34	17,658	19,241.31	19,404.85
FNMA POOL #AA7236 4% 6/1/39	28,301	29,932.98	29,692.25
FNMA POOL #AE3066 3 5% 9/1/25	47,266	49,038.62	49,620.94
US TREASURY N/B 75% 8/15/13	152,000	152,495.91	152,968.24
US TREASURY NB 2 625% 11/15/20	58,000	53,323.75	60,995.12
US TREASURY N/B 1% 1/15/14	154,000	156,290.15	155,834.14
US TREASURY INFLATION INDEX .625% 7/15/21 DTD 7/29/11	83,460	87,786.02	90,299.35
FNMA 5% 3/15/16	141,000	157,029.00	163,046.76
		<u>1,409,710.26</u>	<u>1,440,998.31</u>

**Belle G. Roberts Charitable Trust**  
**EIN: 72-6214620**  
**Tax Year: 2011**

<b>Schedule of Corporate Stocks</b>	<b>Shares</b>	<b>Book Value</b>	<b>Market Value</b>
ABB LTD	227	5,342 39	4,633 07
ABAXIS, INC	499	14,277 23	14,535 87
ADIDAS AG	151	3,795 02	5,885 83
ADVISORY BD CO	69	1,809 52	6,114 78
AGILENT TECHNOLOGIES	250	10,569 16	11,127 50
ALASKA AIR GROUP INC	280	7,371 84	10,029 60
ALLERGAN INC	2,063	129,699 36	196,872 09
ALLIANCE DATA SYSTEMS	100	11,724 98	12,596 00
ALTERA CORP	260	6,687 17	10,353 20
AMADEUS IT HOLDING	174	3,061 78	3,278 86
AMERICA MOVIL	196	4,381 52	4,866 68
AMERICAN EXPRESS CO	3,217	90,762 87	186,135 62
AMERIPRISE FINANCIAL INC	300	11,132 75	17,139 00
ANSYS INC	391	15,073 01	25,422 82
APACHE CORP	1,320	140,347 42	132,580 80
APTARGROUP INC	261	11,144 79	14,294 97
ARCH COAL	540	15,546 19	5,783 40
BG GROUP PLC	295	5,376 94	6,824 83
BHP BILLITON ADR	80	5,229 59	5,792 00
BNP PARIBAS	134	5,066 45	3,174 13
BANCO BRADESCO SA	385	6,380 97	6,737 50
BARRICK GOLD CORP	160	6,098 92	6,956 80
BLACKBAUD INC	295	6,448 29	9,802 85
BLACKROCK INC	900	173,213 82	184,410 00
BRAMBLES LTD	298	4,377 90	4,383 58
BRINKER INTL	160	4,371 12	4,408 00
BRITISH AMERICAN TOBACCO	56	3,649 71	5,668 32
BRITISH SKY BROADCAST	65	2,848 04	2,808 20
BROADCOM CORP	3,400	125,350 86	133,620 00
BROWN & BROWN INC	676	12,511 35	16,075 28
BUNZL PLC	86	4,389 44	6,897 80
CBRE GROUP	570	8,353 08	11,377 20
CNOOC LTD	35	4,834 90	7,150 15
CVS/CAREMARK CORP	4,493	147,574 83	201,286 40
CABOT MICROELECTRONICS CORP	173	8,305 04	6,726 24

**Belle G. Roberts Charitable Trust**  
**EIN: 72-6214620**  
**Tax Year: 2011**

Schedule of Corporate Stocks	Shares	Book Value	Market Value
CAMERON INTL CORP	100	4,084 64	5,283 00
CANADIAN NATIONAL RAILWAY	44	2,211 00	3,494 92
CANON INC	160	7,014 45	7,625 60
CAPGEMIN SA	150	3,808 39	3,351 90
CARBO CERAMICS INC	43	2,189 96	4,534 35
CARPENTER TECHNOLOGY CORP	170	7,323 02	8,879 10
CELGENE CORP	190	10,256 81	14,728 80
CENOVUS ENERGY INC	58	1,593 00	2,084 52
CENTRICA PLC	206	3,501 24	4,165 53
CHEUNG KONG HOLDINGS LTD	356	4,571 04	4,599 16
CHEVRON CORP	1,544	7,454 78	165,532 24
CHICOS FAS INC	690	6,294 78	10,419 00
CHINA MOBILE LTD	59	2,849 80	3,249 72
CIELO CORP	84	1,982 40	2,836 85
CIENA CORP	700	8,426 99	11,333 00
CISCO SYS INC	10,250	197,499 46	216,787 50
CLOROX CO	120	7,770 89	8,250 00
COCA-COLA AMATIL LTD	213	4,063 89	5,503 28
COCA COLA HELLENIC BOTTLING	120	2,719 56	2,336 40
COHEN & STEERS INC	699	15,601 75	22,298 10
COMPASS GROUP PLC	777	4,506 60	8,137 52
COMPUTER PROGRAMS & SYSTEMS INC	350	15,369 12	19,782 00
COPART INC	1,054	19,647 71	27,477 78
DANAHER CORP	3,000	163,191 30	168,000 00
DANONE	433	5,205 32	6,031 69
DENSCO CORP	298	4,667 96	5,006 10
DIGITAL REALTY	150	8,078 70	11,095 50
EMC CORP MASS	6,037	90,476 56	180,385 56
ENERGIZER HLDGS	170	10,707 26	12,610 60
EMERSON ELECTRIC CO	3,070	185,272 65	160,192 60
ERICSSON LM	394	4,068 05	3,690 98
EXPONET INC	420	11,336 77	20,378 40
EXPRESS SCRIPTS INC	210	8,530 60	11,377 80
EXXON MOBIL CORP	1,988	4,772 41	172,419 24

**Belle G. Roberts Charitable Trust**  
**EIN: 72-6214520**  
**Tax Year: 2011**

<b>Schedule of Corporate Stocks</b>	<b>Shares</b>	<b>Book Value</b>	<b>Market Value</b>
FANUC CORP	162	3,201 47	4,816 26
FACTSET RESH SYSTEMM INC	127	7,915 76	12,578 08
FEDERATED INVS INC	747	19,232 95	16,740 27
FLOWERVE CORP	110	10,512 75	12,706 10
FOMENTO ECONOMICO MEX	77	4,223 53	6,334 79
FRESENIUS MED CARE AG & CO	54	2,764 17	3,815 10
GAP INC	490	9,809 96	12,808 60
OAD GAZPROM	300	3,554 88	3,694 20
GENERAL ELECTRIC CO	8,880	163,088 30	178,221 60
GLAXOSMITHKLINE PLC	61	2,653 83	2,739 51
GOLDMAN SACHS GROUP	1,244	205,103 69	154,716 28
GOOGLE INC	270	165,559 09	173,134 80
GROUP CGI INC	134	2,928 38	2,986 86
GRUPO TELEVISA	215	4,027 47	4,532 20
GUESS INC	420	15,294 20	13,125 00
HAEMONICS CORP	290	16,428 47	20,207 20
HARMAN INTL INDS	270	8,474 02	12,638 70
HARTFORD FINANCIAL SVCS GROUP	490	7,511 46	10,329 20
HASBRO INC	4,000	147,028 40	146,880 00
HEINZ H J CO	3,000	158,765 10	160,650 00
HENRY JACK & ASSOC	682	16,669 22	23,269 84
HITTITE MICROWAVE CORP	410	21,978 92	22,267 10
HUTCHISON WHAMPOA	209	3,072 30	4,177 91
ITT EDL SVCS INC	140	8,611 58	9,259 60
IMPERIAL TOBACCO	105	5,968 20	8,505 63
IND & COMM BK OF CHINA	439	6,291 14	5,665 73
INTEL CORP	7,284	122,801 75	204,789 66
INTERNATIONAL POWER PLC	56	2,711 52	3,623 70
INTUITIVE SURGICAL INC	10	3,524 60	5,417 50
JABIL CIRCUITS	440	6,928 28	11,052 80
JACOBS ENGR GROUP INC	240	9,754 91	10,648 80
JANUS CAPITAL GROUP INC	1,310	12,237 12	11,672 10
JP MORGAN CHASE & CO	4,008	11,773 71	184,287 84
JOHNSON CTLS INC	5,200	172,155 88	168,896 00
JOHNSON & JOHNSON	2,539	9,593 48	167,472 44

Belle G. Roberts Charitable Trust  
 EIN: 72-6214520  
 Tax Year: 2011

Schedule of Corporate Stocks	Shares	Book Value	Market Value
JULIUS BAER GROUP	594	3,409 95	4,789 13
JUNIPER NETWORKS INC	5,440	148,274 27	124,467 20
KEPPEL CORP	308	3,348 80	5,384 15
KINGFISHER PLC	575	3,849 42	5,635 58
KOMATSU LTD	152	2,950 51	4,357 08
KONINKLIJKE AHOLD	180	2,230 60	2,490 48
L'OREAL CO	129	2,520 66	3,177 79
LABORATORY CORP	1,600	131,856 00	146,464 00
LANDSTAR SYS INC	292	13,673 16	16,854 24
LINCOLN ELEC HLDGS INC	264	6,908 48	11,972 40
MATTEL INC	6,260	141,870 46	210,711 60
MERCK & CO	4,690	163,496 86	180,096 00
METLIFE INC	4,500	170,725 95	168,075 00
MOLYCORP INC	180	4,978 53	6,089 40
MONSANTO CO	2,169	179,750 32	172,999 44
MOSAIC CO	160	7,683 07	8,846 40
NASDAQ OMX GROUP	160	3,185 95	4,144 00
NESTLE SA	96	4,080 00	6,032 83
NETAPP INC	220	11,645 57	9,849 40
NEWMONT MINING CORP	180	8,917 96	9,228 60
NEXTERA ENERGY INC	2,720	145,676 88	166,137 60
NIDEC CORP	168	3,370 02	3,832 08
NOBLE ENERGY INC	120	8,553 68	11,733 60
NORFOLK SOUTHERN CORP	2,214	116,898 98	145,747 62
NOVARTIS AG	87	4,158 12	4,820 67
NOVO NORDISK AS	35	2,258 90	4,854 85
NVIDIA CORP	630	7,073 25	9,698 85
OCCIDENTAL PETE CORP	1,400	134,990 66	133,322 00
ORACLE CORP	5,218	113,614 02	152,156 88
OWENS & MINOR	788	24,924 03	23,963 08
PEABODY ENERGY CORP	240	9,478 39	6,950 40
PEPSICO INC	2,575	121,330 32	170,851 25
PHILIP MORRIS INTL INC	2,346	115,584 13	207,879 06
PIONEER NATURAL RESOURCES	120	7,473 18	13,390 80

Belle G. Roberts Charitable Trust  
EIN: 72-6214520  
Tax Year: 2011

Schedule of Corporate Stocks	Shares	Book Value	Market Value
POOL CORP	873	18,170 26	32,667 66
POTASH CORP OF SASKATCHEWAN	44	1,886 70	2,010 36
PRAXAIR INC	1,500	138,123 00	171,960 00
PROCTER & GAMBLE CO	2,638	6,784 51	177,299 98
PROGRESS ENERGY	170	9,196 91	9,028 70
PRUDENTIAL FINANCIAL	2,767	142,051 14	175,400 13
PUBLICIS GROUP	153	3,743 38	4,211 02
QUALCOMM INC	2,923	125,389 74	198,939 38
RBC BEARINGS INC	242	5,582 07	11,163 46
RLI CORP	215	12,689 96	15,402 60
REED ELSEVIER PLC	201	6,373 42	7,111 38
ROCHE HOLDINGS	120	4,876 80	5,214 36
ROCKWELL COLLINS INC	160	8,836 80	9,209 60
ROLLINS INC	358	4,531 85	7,618 24
ROSS STORES INC	100	4,710 80	11,620 00
ROYAL DUTCH SHELL B	80	4,866 00	5,650 40
SAP AG	106	5,552 97	7,400 92
SCHLUMBERGER LTD ADR	1,796	49,147 54	125,594 28
SCHNEIDER ELECTRIC	161	1,961 06	2,100 73
SEMPRA ENERGY	170	9,392 42	10,193 20
SHIRE PLC	36	1,871 64	3,411 00
SMITH & NEPHEW PLC	65	3,218 43	3,282 50
SOUTHWESTERN ENERGY CO	250	11,339 19	7,650 00
STAPLES INC	10,800	224,502 00	174,852 00
STRYKER CORP	2,961	141,317 73	164,276 28
SWEDBANK AB	217	3,729 92	3,361 98
SUNCOR ENERGY INC	142	5,381 85	4,643 40
SYNGENTA AG	92	4,578 98	6,332 36
TAIWAN SEMICONDUCTOR	453	4,914 87	6,921 84
TARGET CORP	2,800	163,324 00	163,156 00
TECHNE CORP	295	18,718 83	20,679 50
TEMPUR-PEDIC INTL	259	4,770 47	21,867 37
TERADYNE INC	740	7,089 20	12,498 60
TESCO PLC	94	1,797 28	1,486 89
TEVA PHARMACEUTICAL INDS	3,707	206,499 10	167,037 42

**Belle G. Roberts Charitable Trust**  
**EIN: 72-6214520**  
**Tax Year: 2011**

<b>Schedule of Corporate Stocks</b>	<b>Shares</b>	<b>Book Value</b>	<b>Market Value</b>
TEXAS INSTRS INC	5,290	180,947 06	177,796 90
THERMO FISHER SCIENTIFIC INC	2,600	124,841 86	146,588 00
TORO CO	136	9,019 86	9,670 96
3M CO	1,770	24,440 50	157,901 70
TOTAL SA	60	3,647 33	3,067 20
TOYOTA MOTOR CORP	37	2,899 73	3,212 34
TRANSCANADA CORP	137	4,208 48	5,891 00
TRAVELERS COMPANIES INC	2,937	147,893 22	173,870 40
UNILEVER NV	164	5,081 44	5,580 92
UNITED CONTINENTAL HLDGS	408	9,952 64	8,772 00
UNITED TECHNOLOGIES CORP	1,914	127,062 45	158,747 16
URBAN OUTFITTERS INC	520	15,841 53	15,137 20
VANGUARD ST BOND INDEX	55,790	595,840 00	591,934 68
VERIZON COMMUNICATIONS	4,635	144,469 61	177,196 05
VIMPELCOM SP	173	2,957 85	1,930 68
VISA INC	1,890	164,117 58	223,020 00
VODAPHONE GROUP PLC	121	2,741 85	3,348 07
VOLKSWAGEN AG	106	3,742 10	3,722 40
VOLVO AKTIEBOLAGET ADR	162	2,660 42	2,353 54
WPP PLC	84	3,633 84	5,743 08
WESTERN DIGITAL CORP	320	9,724 94	13,244 80
WISCONSIN ENERGY CORP	260	9,016 70	9,146 80
WORLEYPARSONS LTD	195	5,979 30	5,783 51
XCEL ENERGY INC	6,000	157,542 60	158,820 00
XILINX INC	280	7,156 77	10,214 40
YAMADA DENKI CO	43	3,620 60	2,689 65
BUNGE LTD	140	8,896 84	9,581 60
STEINER LEISURE LTD	300	10,574 10	14,649 00
		<u>8,212,480 70</u>	<u>10,402,160 55</u>

Belle G. Roberts Charitable Trust  
 EIN: 72-6214520  
 Tax Year: 2011

Schedule of Corporate Bonds	Par	Book Value	Market Value
AT&T INC 5 6% 5/15/2018	27,000	27,455 58	31,932 36
AMERICAN EXPRESS 2 75% 9/15/15	29,000	29,506 08	30,088 37
ANHEUSER-BUSCH 2 875% 2/15/16	29,000	29,129 38	30,589 78
BHP BILLITON 1% 2/24/15	58,000	57,945 53	57,940 84
BARCLAYS BANK 3 9% 4/7/15	30,000	30,019 99	31,169 10
CSX CORP 6 25% 4/1/15	26,000	28,198 51	29,966 56
CA INC 5 375% 12/1/19	29,000	29,439 06	31,610 29
CATERPILLAR INC 7 9% 12/15/18	22,000	24,232 48	29,683 28
CITIGROUP INC 2 25% 12/10/12	91,000	92,181 07	92,268 54
CITIGROUP INC 6% 12/13/13	29,000	30,783 55	30,725 50
COMCAST CORP 5 7% 7/1/19	26,000	26,231 54	30,541 16
CREDIT SUISSE NY 5 5% 5/1/14	57,000	58,672 95	61,121 10
DIRECTV HLDGS 3 55% 3/15/15	30,000	30,742 96	31,680 90
DUKE ENERGY CORP 2 15% 11/15/16	29,000	29,021 50	29,560 86
GENERAL ELECTRIC 5% 2/1/13	30,000	30,259 12	31,092 90
GENERAL ELECTRIC CAPL CORP 2 2% 6/8/12	76,000	76,281 91	76,286 52
GENERAL ELECTRIC CAPL CORP 5 3% 2/11/21	29,000	29,212 56	31,407 87
GOLDMAN SACHS GROUP 6% 5/1/14	29,000	29,335 29	31,089 45
GOLDMAN SACHS GROUP 7 5% 2/15/19	26,000	28,149 78	29,705 78
HESS CORP 8 125% 2/15/19	23,000	26,507 42	29,702 89
HEWLETT PACKARD 2 2% 12/1/15	27,000	26,975 59	27,288 36
INTEL CORP 3 3% 10/1/21	30,000	29,891 85	30,994 50
IBM 1 95% 7/22/16	58,000	60,066 70	59,517 28
KRAFT FOODS INC 4 125% 2/9/16	29,000	28,998 58	31,515 17
MERRILL LYNCH & CO 6 875% 4/25/18	28,000	27,898 08	31,127 60
MORGAN STANLEY 4 2% 11/20/14	60,000	62,382 57	60,475 80
ONTARIO (PROVINCE OF) 1 375% 1/27/14	60,000	60,012 08	60,937 80
ORACLE CORP 5 75% 4/15/18	26,000	27,250 73	31,608 46
PETROBRAS INTL FIN CO 5 75% 1/20/20	29,000	29,608 05	32,126 20
PRUDENTIAL FINL 4 5% 11/15/20	29,000	28,807 97	30,767 26
SUNTRUST BKS 3 5% 1/20/17	30,000	29,984 43	30,600 00
TALISMAN ENERGY INC 7 75% 6/1/19	25,000	28,504 51	30,595 25
TARGET CORP 5 375% 5/1/17	26,000	25,974 26	30,679 48
TELEFONICA EMISONES 5 462% 2/16/21	30,000	30,424 84	29,165 10
TEVA PHARMA FIN 1 7% 11/10/14	29,000	29,014 48	29,453 85
TIME WARNER CABLE 6 75% 7/1/18	26,000	27,946 13	31,722 60
TOYOTA MOTOR CREDIT 3 4% 9/15/21	30,000	29,924 40	30,811 20
WACHOVIA CORP 5 75% 6/15/17	27,000	25,303 59	31,105 62
		<u>1,352,275 10</u>	<u>1,418,655 58</u>



---



---

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

---

SOURCE	AMOUNT
MONEY MARKET FUND	115.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	115.

---



---



---



---

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORPORATE DIVIDENDS	202,618.	2,287.	200,331.
CORPORATE INTEREST	91,875.	0.	91,875.
U.S. GOVERNMENT INTEREST	12,572.	0.	12,572.
TOTAL TO FM 990-PF, PART I, LN 4	307,065.	2,287.	304,778.

---



---



---



---

FORM 990-PF RENTAL INCOME STATEMENT 3

---

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
2051 GOVERNMENT ST., MOBILE, AL	1	78,750.
2005 GOVERNMENT ST., MOBILE, AL	2	37,675.
TOTAL TO FORM 990-PF, PART I, LINE 5A		116,425.

---



---



---



---

FORM 990-PF RENTAL EXPENSES STATEMENT 4

---

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		8,872.	
INSURANCE		157.	
MISC. FEES		12.	
- SUBTOTAL -	1		9,041.
DEPRECIATION		5,042.	
AD VALOREM TAXES		4,201.	
REPAIRS AND MAINTENANCE		10,693.	

MISC. FEES		12.	
INSURANCE		9,873.	
LEGAL FEES		656.	
- SUBTOTAL -	2		30,477.
TOTAL RENTAL EXPENSES			39,518.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			76,907.

FORM 990-PF	OTHER INCOME	STATEMENT	5
-------------	--------------	-----------	---

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SECURITIES LITIGATION PROCEEDS	587.	587.	
TOTAL TO FORM 990-PF, PART I, LINE 11	587.	587.	

FORM 990-PF	LEGAL FEES	STATEMENT	6
-------------	------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	656.	656.		0.
TO FM 990-PF, PG 1, LN 16A	656.	656.		0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	7
-------------	-----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION FEE	5,400.	0.		5,400.
AUDIT FEE	6,375.	6,375.		0.
TO FORM 990-PF, PG 1, LN 16B	11,775.	6,375.		5,400.

FORM 990-PF	TAXES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	1,526.	1,526.			0.
EXCISE TAX - 2011 ESTIMATE	14,537.	0.			0.
AD VALOREM TAXES	4,201.	4,201.			0.
TO FORM 990-PF, PG 1, LN 18	20,264.	5,727.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MISCELLANEOUS FEES	244.	244.			0.
INVESTMENT MANAGEMENT FEES	3,867.	3,867.			0.
INSURANCE	157.	157.			0.
MISC. FEES	12.	12.			0.
REPAIRS AND MAINTENANCE	10,693.	10,693.			0.
MISC. FEES	12.	12.			0.
INSURANCE	9,873.	9,873.			0.
TO FORM 990-PF, PG 1, LN 23	24,858.	24,858.			0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	10
DESCRIPTION	AMOUNT				
TIMING DIFFERENCE - GAIN ON SALE					279.
TIMING DIFFERENCE - INTEREST AND DIVIDENDS					268.
NONTAXABLE DIVIDENDS					86.
TOTAL TO FORM 990-PF, PART III, LINE 5					633.

---



---

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT 11
-------------	--	--------------

---

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	X		1,409,710.	1,440,998.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,409,710.	1,440,998.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,409,710.	1,440,998.

---



---



---



---

FORM 990-PF	CORPORATE STOCK	STATEMENT 12
-------------	-----------------	--------------

---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	8,212,481.	10,402,161.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,212,481.	10,402,161.

---



---



---



---

FORM 990-PF	CORPORATE BONDS	STATEMENT 13
-------------	-----------------	--------------

---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	1,352,275.	1,418,656.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,352,275.	1,418,656.

---



---



---



---

FORM 990-PF	DEPRECIATION OF ASSETS HELD FOR INVESTMENT	STATEMENT 14
-------------	--	--------------

---

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LAND - 2051 GOVERNMENT & HOLCOMB	17,830.	0.	17,830.
LAND - 2051 GOVERNMENT	296,272.	0.	296,272.
BUILDING - 2051 GOVERNMENT	319,471.	77,141.	242,330.
2005 GOVERNMENT - LAND	34,712.	0.	34,712.
PARKING LOT	8,549.	4,021.	4,528.
NEW ROOF	10,084.	2,439.	7,645.

AIR CONDITIONER	448.	448.	0.
LAND - 410 HOLCOMBE	11,366.	0.	11,366.
RENOVATIONS	41,200.	7,480.	33,720.
AIR CONDITIONER	10,198.	1,360.	8,838.
4 5-TON AC UNITS	37,295.	3,108.	34,187.
BATHROOM RENOVATIONS	9,006.	192.	8,814.
TOTAL TO FM 990-PF, PART II, LN 11	796,431.	96,189.	700,242.

FORM 990-PF      PART VIII - LIST OF OFFICERS, DIRECTORS      STATEMENT 15  
TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
REGIONS BANK P. O. BOX 2527 MOBILE, AL 36622	TRUSTEE 5.00	91,603.	0.	0.
J. MANSON MURRAY P. O. BOX 2568 MOBILE, AL 36652-2568	TRUSTEE 5.00	84,026.	0.	0.
REGIONS BANK - CUSTODIAN FEES P. O. BOX 2527 MOBILE, AL 36622	TRUSTEE 5.00	21,478.	0.	0.
SARAH L. DAMSON P.O. BOX 160947 MOBILE, AL 36616	DIST. COMM 0.10	0.	0.	0.
ALLEN LADD P. O. BOX 6989 MOBILE, AL 36660	DIST. COMM 0.10	0.	0.	0.
T.K. JACKSON III P.O. BOX 173 MOBILE, AL 36601-0173	DIST. COMM 0.10	0.	0.	0.
JOHN C. JOHNSON 3601 LONGVIEW LANE MOBILE, AL 36608	DIST. COMM 0.10	0.	0.	0.
JOY M. GRODNICK 112 PINEBROOK DRIVE WEST MOBILE, AL 36608	DIST. COMM 0.10	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		197,107.	0.	0.