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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 07-01-2011 , and ending 06-30-2012

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
MW SMITH JR FOUNDATION

A Employer identification number
63-6018078

Number and street (or P O box number if mail is not delivered to street address)
PO DRAWER 1628

Room/suite

B Telephone number (see page 10 of the instructions)
(251) 342-0402

City or town, state, and ZIP code
MOBILE, AL 366331628

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 2,796,609

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

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

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	11	11		
	4 Dividends and interest from securities.	60,392	60,392		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	55,026			
	b Gross sales price for all assets on line 6a 1,001,896				
	7 Capital gain net income (from Part IV , line 2)		55,026		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	115,429	115,429		
	13 Compensation of officers, directors, trustees, etc	10,566	3,215		7,351
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	5,175	2,588		2,588
	c Other professional fees (attach schedule)	13,812	13,812		0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	5,278	5,278		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	1,900	0		1,900
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	36,731	24,893		11,839
	25 Contributions, gifts, grants paid	106,000			106,000
	26 Total expenses and disbursements. Add lines 24 and 25	142,731	24,893		117,839
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-27,302			
	b Net investment income (if negative, enter -0-)		90,536		
	c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form **990-PF** (2011)

Part II

Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	38,460	32,347	32,347
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	538,308	490,156	514,096
	b	Investments—corporate stock (attach schedule)	1,406,143	1,343,998	1,647,743
	c	Investments—corporate bonds (attach schedule).	482,136	571,753	602,423
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,465,047	2,438,254	2,796,609	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	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 ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	2,465,047	2,438,254	
	30	Total net assets or fund balances (see page 17 of the instructions)	2,465,047	2,438,254	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,465,047	2,438,254		

Part III

Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	2,465,047
2	Enter amount from Part I, line 27a	2	-27,302
3	Other increases not included in line 2 (itemize) ▶ _____	3	509
4	Add lines 1, 2, and 3	4	2,438,254
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	2,438,254

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)
1 a	PUBLICLY TRADED SECURITIES	P		
b	CAPITAL GAINS DIVIDENDS	P		
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 999,398		946,870	52,528
b 2,498			2,498
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			52,528
b			2,498
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	55,026
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	136,977	2,884,924	0 047480
2009	123,983	2,561,412	0 048404
2008	108,759	2,262,113	0 048079
2007	151,276	2,866,483	0 052774
2006	142,611	2,770,710	0 051471

2 Total of line 1, column (d).	2	0 248208
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 049642
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	2,825,191
5 Multiply line 4 by line 3.	5	140,248
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	905
7 Add lines 5 and 6.	7	141,153
8 Enter qualifying distributions from Part XII, line 4.	8	117,839

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ 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	1,811
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	1,811
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	1,811
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,320	
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	3,320
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	1,509
11		Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 1,509	Refunded ☐	11	0

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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		No
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		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the 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	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address  N/A	13	Yes	
14	The books are in care of  REGIONS BANK TRUST DEPARTMENT Telephone no  (251) 438-8387 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		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country 				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  Yes  No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?.  Yes  No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes  No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes  No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?.  Yes  No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).  Yes  No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here. 	1b		
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		No
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  20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here  20____, 20____, 20____, 20____			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		☐ Yes	☒ No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		☐ Yes	☒ No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		☐ Yes	☒ No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).		☐ Yes	☒ No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		☐ Yes	☒ No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.		5b		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?				
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?				
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				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 (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		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	
2	
3	
4	

Part IX-B

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	2,816,547
b	Average of monthly cash balances.	1b	51,667
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,868,214
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	2,868,214
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	43,023
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,825,191
6	Minimum investment return. Enter 5% of line 5.	6	141,260

Part XI

Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	141,260
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	1,811
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,811
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	139,449
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	139,449
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	139,449

Part XII

Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	117,839
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	117,839
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	117,839
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				139,449
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only.			0	
b	Total for prior years 20____, 20____, 20____		0		
3	Excess distributions carryover, if any, to 2011				
a	From 2006.				4,493
b	From 2007.				14,786
c	From 2008.				
d	From 2009.				
e	From 2010.				
f	Total of lines 3a through e.	19,279			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 117,839				
a	Applied to 2010, but not more than line 2a			0	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d	Applied to 2011 distributable amount.				117,839
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).)	19,279			19,279
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 page 27 of the instructions . . .		0		
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				2,331
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	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 page 27 of the instructions and Part VII-A, question 9)

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a

Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.

Tax year	Prior 3 years				(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008		
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 organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

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))

b

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

2

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

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

MARY MARTIN RISER
1809 YUILLE LANE
DAPHNE, AL 36526
(251) 510-1311

b

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

NO PRESCRIBED FORM, LETTER TO OUTLINE REQUEST

c

Any submission deadlines

NONE

d

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

NONE

Form 990-PF (2011)

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	106,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	11	
4 Dividends and interest from securities.			14	60,392	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	55,026	
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		115,429	0
13 Total. Add line 12, columns (b), (d), and (e).			13	115,429	115,429

[illegible]

Part XVII

1

(a)

2.

■

4.

Additional Data

Software ID:
Software Version:
EIN: 63-6018078
Name: MW SMITH JR FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part VIII Line 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	TRUSTEE 1 00	3,215	0	0
POST OFFICE BOX 1628 MOBILE,AL 36633				
LOUIS M FINLAY JR	CHAIRMAN 1 00	2,003	0	0
PO BOX 131 JACKSON,AL 36545				
MARY MARTIN RISER	COMMITTEE MEMBER/SECRETARY 4 00	1,337	0	0
1809 YUILLE LANE DAPHNE,AL 36526				
JOHN H MARTIN III	COMMITTEE MEMBER 1 00	1,337	0	0
553 FAIRHOPE AVE FAIRHOPE,AL 36532				
MALCOLM PEARSON	COMMITTEE MEMBER 1 00	1,337	0	0
149 BOBBITT ROAD MEDINA,TN 38355				
SANDY SMITH	COMMITTEE MEMBER 1 00	1,337	0	0
103 BROUGHTON ST MONROEVILLE,AL 36460				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
RONALD MCDONALD HOUSE1626 SPRING HILL AVE MOBILE,AL 36604		501(C)(3)	COMMUNITY WELLFARE	5,000
BALLET AND THEATRE ART PERFORMING COMPANIES253 COLLEGE ST GILBERTOWN,AL 36908		501(C)(3)	COMMUNITY WELLFARE	2,500
CITY OF MONROEVILLE125 EAST CLAIBORNE STREET MONROEVILLE,AL 36460		509(A)(1)	COMMUNITY WELLFARE	1,000
ECONOMIC DEVELOPMENT OF MONROEVILLE15 N MOUNT PLEASANT AVE MONROEVILLE,AL 36460		501(C)(3)	COMMUNITY WELLFARE	11,000
PRICHARD PREPARATORY SCHOOL 743 MOUNT SINAI AVENUE WHISTLER,AL 36612		509(A)(1)	EDUCATION	1,000
EXCEPTIONAL FOUNDATION OF BALDWIN COUNTY7 SOUTH BAYVIEW ST FAIRHOPE,AL 36532		501(C)(3)	EDUCATION	7,000
KING'S KIDS2001 DARBY DR FLORENCE,AL 35630		501(C)(3)	EDUCATION	5,000
ALABAMA NATURE PARTNERS1809 YUILLE LN DAPHNE,AL 36526		501(C)(3)	COMMUNITY WELLFARE	33,400
BLACK BELT TREASURES209 CLAIBORNE STREET CAMDEN,AL 36726		501(C)(3)	COMMUNITY WELLFARE	2,000
MOBILE SYMPHONY257 DAUPHIN STREET MOBILE,AL 36602		501(C)(3)	COMMUNITY WELLFARE	2,000
MONROE COUNTY PUBLIC LIBRARY 121 PINEVILLE ROAD MONROEVILLE,AL 36460		509(A)(1)	COMMUNITY WELLFARE	5,000
BALDWIN COUNTY TRAILBLAZERS PO BOX 701 DAPHNE,AL 36526		501(C)(3)	COMMUNITY WELLFARE	4,100
CLARK COUNTY MUSEUM116 W COBB STREET GROVE HILL,AL 36451		501(C)(3)	COMMUNITY WELLFARE	6,000
WHITE-SMITH MEMORIAL LIBRARY 213 COLLEGE STREET JACKSON,AL 36545		501(C)(3)	COMMUNITY WELLFARE	6,000
SOUTHERN CHOCTAW HIGH SCHOOL10941 HIGHWAY 17 GILBERTOWN,AL 36908		509(A)(1)	EDUCATION	10,000
ST STEPHENS HISTORICAL COMMISSIONPO BOX 78 ST STEPHENS,AL 36569		501(C)(3)	COMMUNITY WELLFARE	5,000
Total  3a				106,000

TY 2011 Accounting Fees Schedule

Name: MW SMITH JR FOUNDATION

EIN: 63-6018078

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,175	2,588		2,588

TY 2011 Investments Corporate
Bonds Schedule

Name: MW SMITH JR FOUNDATION
EIN: 63-6018078

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AFLAC	11,029	11,749
AT&T	10,239	11,969
ANHEUSR-BUSCH	11,107	11,621
BARCLAYS BANK PLC	10,972	11,394
BB&T CORPORATION	0	0
CA INC	11,291	12,381
CATERPILLER INC	9,767	12,137
CITIGROUP INC FDIC GUARANTEED	35,248	35,314
CITIGROUP INC.	11,516	11,560
COMCAST CORP	10,355	11,885
CREDIT SUISSE NEW YORK	22,861	23,323
CSX CORP	10,890	11,393
CVS / CAREMARK	0	0
DIRECT TV HOLDGS/FING	11,304	11,583
GENERAL ELECTRIC CAPITAL CORP 369622SM8	11,173	12,346
GENERAL ELECTRIC CAPITAL CORP 36962G3P7	10,390	11,480
GOLDMAN SACHS 38141EA25	10,931	11,404
GOLDMAN SACHS 38141EA33	11,256	11,625
HESS CORPORATION	10,518	11,585
HEWLETT-PACKARD CO.	12,003	12,038
JP MORGAN CHASE & CO.	10,190	11,687
JOHN DEERE CAPITAL	0	0
KRAFT FOODS INC.	11,100	11,978
MERRILL LYNCH & CO. INC SERIES	11,253	12,308
MERRILL LYNCH & CO.	11,157	11,307
MORGAN STANLEY SERIES	11,932	11,876
MORGAN STANLEY	12,373	11,982
ONTARIO	24,036	24,309
ORACLE CORPORATION	10,213	12,133
PETROBAS INT'L FIN CO	21,891	22,971
PFIZER INC.	10,041	11,280
PRUDENTIAL FINANCIAL	10,990	11,660
TALISMAN ENERGY INC.	10,316	11,043
TARGET CORP	9,943	11,795
TELEFONICA EMISIONES SAU	13,063	11,320
TIME WARNER CABLE	11,027	12,182
VERIZON COMMUNICATIONS	9,138	11,410
WACHOVIA CORP	10,125	11,644
AMERICAN EXPRESS CREDIT CORP SERIES	12,228	12,522
BHP BILLITON FIN USA LTD	23,984	24,041
DUKE ENERGY CORPORATION	12,026	12,292
INTEL CORP	10,998	11,759
INTERNATIONAL BUSINESS MACHINES	23,799	23,660
SUNTRUST BKS INC	12,023	12,423
TEVA PHARMA FIN IV LLC	12,020	12,243
TOYOTA MOTOR CREDIT CORP SERIES MTN	10,972	11,568
WAL MART STORES INC	12,065	12,243

TY 2011 Investments Corporate
Stock Schedule

Name: MW SMITH JR FOUNDATION
EIN: 63-6018078

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO.	2,168	3,136
ALLERGAN INC.	1,515	3,703
AMERICAN EUROPACIFIC GRTH-F2	24,081	32,875
AMERICAN EXPRESS CO	1,402	4,075
APACHE CORPORATION	3,159	2,637
AUTO DESK INC	0	0
ARTISAN FDS INC. MID CAP	5,114	9,804
ARTISAN FDS INC. SMALL CAP	9,212	9,655
AUTOZONE INC	18,318	56,911
BANK OF AMERICA	0	0
BLACKROCK INC	4,102	3,396
BROOKFIELD ASSET MGMT	45,389	51,471
BUCKEYE TECHNOLOGIES INC.	21,720	51,282
BUFFALO SMALL CAP FUND	5,082	10,138
CATERPILLAR	0	0
CVS/CAREMARK CORPORATION	3,005	3,738
CHEVRON CORP	1,005	3,165
CHESAPEAKE ENERGY	0	0
CISCO SYSTEMS INC.	3,124	3,262
CORRECTIONS CORP OF AMERICA	34,369	61,551
EMC CORP MASS	1,303	3,076
EMERSON ELECTRIC	5,351	4,192
ENSCO PLC	0	0
EXXON MOBIL CORP	2,965	3,423
FEDEX CORP	39,499	54,050
FISERV INC	38,006	54,526
FLOW SERVE CORP	35,996	56,801
GANNETT INC	73,550	78,069
GARDNER DENVER MACHY INC.	36,308	53,175
GENERAL ELECTRIC CO	3,542	3,960

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GOLDMAN SACHS GROUP INC	2,537	2,876
GOOGLE INC CL A	6,254	5,801
HALIBURTON CO.	0	0
HCC INS HLDGS INC.	48,915	54,950
HESS CORPORATION	0	0
HIGH MARK GENEVA MID CAP	9,718	9,726
HOWARD HUGHES CORP	12,796	19,108
INTEL CORP	2,556	3,598
JC PENNY CO INC	51,838	32,051
JOHNSON & JOHNSON	3,092	4,054
JP MORGAN CHASE & CO	2,698	3,930
JUNIPER NETWORKS INC	4,302	2,691
LIBERTY INTERACTIVE CORP	40,621	66,656
MCGRAW HILL INC.	0	0
MANTECH INTL CORP CL A	43,086	25,198
MATTEL INC.	2,425	3,568
MERCK & CO NEW	3,127	3,758
MICROSOFT CORP.	0	0
MONSANTO NEW	3,226	3,891
MSC INDL DIRECT INC. CL A	35,484	58,340
NEXTERA ENERGY	2,772	3,441
NORFOLK SOUTHERN CORP	2,407	4,306
ORACLE CORPORATION	3,179	4,158
PEPSICO INC	2,729	3,886
PHILLIP MORRIS INTERNAITONAL	1,657	3,839
PLAINS EXPLORATION & PRODN CO	29,427	31,662
PROCTOR & GAMBLE	2,920	3,369
PRUDENTIAL FINANCIAL INC.	1,661	2,422
QUALCOMM INC	1,908	3,062
REPUBLIC SVCS INC CL A	48,656	44,321

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ROBERT HALF INTL INC	0	0
SHCLUMBERGER LTD	2,645	3,895
SCRIPPS NEWTORKS INTERACTIVE	19,245	46,057
SHIRE PLC SPONSORED ADR	34,422	50,106
SIRUS XM RADIO	40,101	41,625
STAPLES INC	6,914	3,915
STATE STREET CORP	0	0
STEWART ENTERPRISES INCL CL A	32,360	46,571
STRYKER CORP	3,480	4,408
TEVA PHARMACEUTICALS	4,479	3,944
TEXAS INSTRUMENTS	3,836	3,156
THERMO FISHER SCIENTIFIC, INC.	64,605	62,759
THORNBURG INTL VALUE FD CL	23,289	32,277
TRAVELERS COMPANIES	1,479	3,192
UNITED TECHNOLOGIES CORP	2,206	3,248
VERIZON COMMUNICATIONS 92343V104	2,194	3,555
VISA INC. CLASS A SHS	2,614	3,709
VF CORP	0	0
WALGREEN CO	0	0
WALTER ENERGY INC.	38,452	40,406
WEATHERFORD INTERNAITONAL LTD	72,072	39,153
WILLIS GROUP HOLDINGS	41,790	51,086
XTO ENERGY INC	0	0
XCEL ENERGY INC	3,960	4,261
BROADCOM CORP CL A	3,161	3,038
DANAHER CORP DEL	4,367	4,166
DUN & BRADSTREET CORP DEL NE	26,140	27,400
HASBRO INC	3,007	2,710
HEINZ H J CO	4,228	4,350
JOHNSON CTLS INC	3,896	3,325

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LABORATORY CORP AMER HLDGS COM NEW	3,080	3,704
METLIFE INC	4,365	3,702
OCCIDENTAL PETE CORP	4,636	4,289
PRAXAIR INC	3,949	4,349
STANLEY BLACK & DECKER INC.	39,138	41,512
TARGET CORP	4,070	4,073
WESTERN UNION CO	26,341	35,364
ENSCO PLC-CL A SEDOL #B4VLR19 ISINS #GB00B4LR192	24,201	31,705

TY 2011 Investments Government Obligations Schedule

Name: MW SMITH JR FOUNDATION

EIN: 63-6018078

US Government Securities - End of Year Book Value:	490,156
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US Government Securities - End of Year Fair Market Value:	514,096
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State & Local Government Securities - End of Year Book Value:	0
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State & Local Government Securities - End of Year Fair Market Value:	0
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TY 2011 Other Expenses Schedule**Name:** MW SMITH JR FOUNDATION**EIN:** 63-6018078

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES	600	0		600
SECRETARY EXPENSE	1,000	0		1,000
OFFICE EXPENSE	300	0		300

TY 2011 Other Increases Schedule

Name: MW SMITH JR FOUNDATION

EIN: 63-6018078

Description	Amount
TIMING DIFFERENCE BOOK AND TAX	509

TY 2011 Other Professional Fees Schedule

Name: MW SMITH JR FOUNDATION

EIN: 63-6018078

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	13,812	13,812		0

TY 2011 Taxes Schedule**Name:** MW SMITH JR FOUNDATION**EIN:** 63-6018078

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	294	294		0
FEDERAL INCOME TAX PAYMENTS	4,984	4,984		0