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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 **10/01, 2011, and ending 09/30, 2012**

Name of foundation J A & OPHELIA KILLGORE SCHOLARSHIP TRUST FUND		A Employer identification number 1155000555
Number and street (or P O box number if mail is not delivered to street address) REGIONS BANK, TRUST DEPT. P O BOX 2886		B Telephone number (see instructions) (251) 690-1024
City or town, state, and ZIP code MOBILE, AL 36652-2886		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
G Check all that apply:	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	
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	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,943,555.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	105,477.	95,525.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	112,835.			
	b Gross sales price for all assets on line 6a 1,364,355.				
	7 Capital gain net income (from Part IV, line 2)		112,835.		
	8 Net short-term capital gain				
Operating and Administrative Expenses	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	500.			STMT 2
	12 Total. Add lines 1 through 11	218,812.	208,360.		
	13 Compensation of officers, directors, trustees, etc.	5,226.	4,181.		1,045.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	1,200.	NONE	NONE	1,200.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	4,981.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE		
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses. Add lines 13 through 23	11,407.	4,181.	NONE	2,245.	
25 Contributions, gifts, grants paid	97,750.			97,750.	
26 Total expenses and disbursements. Add lines 24 and 25	109,157.	4,181.	NONE	99,995.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	109,655.				
b Net investment income (if negative, enter -0-)		204,179.			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

JSA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	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		208,108.	143,703.	143,703.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)	STMT 5	439,971.	420,622.	441,102.
	b	Investments - corporate stock (attach schedule)	STMT 6	533,408.	592,802.	756,904.
	c	Investments - corporate bonds (attach schedule)	STMT 9	1,374,225.	1,499,284.	1,601,846.
	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)		2,555,712.	2,656,411.	2,943,555.
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 ▶)				
Net Assets or Fund Balances	23	Total liabilities (add lines 17 through 22)				
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds		2,555,712.	2,656,411.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		2,555,712.	2,656,411.	
	31	Total liabilities and net assets/fund balances (see instructions)		2,555,712.	2,656,411.	

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	2,555,712.
2	Enter amount from Part I, line 27a	2	109,655.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 12	3	699.
4	Add lines 1, 2, and 3	4	2,666,066.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13	5	9,655.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,656,411.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 1,364,006.		1,251,520.	112,486.		
b					
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) FM 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			112,486.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	112,835.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	89,564.	2,704,608.	0.033115
2009	107,872.	2,568,979.	0.041990
2008	147,294.	2,398,115.	0.061421
2007	195,581.	2,858,507.	0.068421
2006	212,119.	3,138,878.	0.067578
2 Total of line 1, column (d)			2 0.272525
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 0.054505
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 2,850,325.
5 Multiply line 4 by line 3			5 155,357.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,042.
7 Add lines 5 and 6			7 157,399.
8 Enter qualifying distributions from Part XII, line 4			8 99,995.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	4,084.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	4,084.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	4,084.
6 Credits/Payments.			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,832.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	4,352.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	8,184.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,100.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 4,084. Refunded <input type="checkbox"/> 16.	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
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)? 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
c 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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) <input type="checkbox"/> 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	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

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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?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>REGIONS BANK, TRUST DEPT</u> Telephone no <u>(251) 690-1024</u> Located at <u>11 N. WATER STREET, 25TH FLOOR, MOBILE, AL</u> ZIP + 4 <u>36602</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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 <u></u>	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)?		X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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?		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 <u></u>	<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)		X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u></u>		
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)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870.**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		5,226.	-0-	-0-

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE

2

3

4

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE

2

All other program-related investments. See instructions

3 NONE

Total. Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,893,731.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,893,731.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,893,731.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	43,406.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,850,325.
6	Minimum investment return. Enter 5% of line 5	6	142,516.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	142,516.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,084.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,084.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	138,432.
4	Recoveries of amounts treated as qualifying distributions	4	500.
5	Add lines 3 and 4	5	138,932.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	138,932.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	99,995.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	99,995.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	99,995.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				138,932.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			NONE	
b Total for prior years 20 09, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	36,889.			
b From 2007	48,178.			
c From 2008	21,344.			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	106,411.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 99,995.				
a Applied to 2010, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				99,995.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011. (If an amount appears in column (d), the same amount must be shown in column (a).)	38,937.			38,937.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	67,474.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	67,474.			
10 Analysis of line 9:				
a Excess from 2007	46,130.			
b Excess from 2008	21,344.			
c Excess from 2009	NONE			
d Excess from 2010	NONE			
e Excess from 2011	NONE			

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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.

N/A

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)**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 STATEMENT 16				
Total			3a	97,750.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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						
4 Dividends and interest from securities			14	105,477.		
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	112,835.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . . .						
11 Other revenue. a _____						
b SCHOLARSHIP REFUND				500.		
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				218,812.		
13 Total. Add line 12, columns (b), (d), and (e)				218,812.		218,812.

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

[illegible]

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions.

J A & OPHELIA KILLGORE SCHOLARSHIP
TRUST FUND 1155000555

Employer identification number (EIN) or

☒ 63-6055718

Number, street, and room or suite no. If a P.O. box, see instructions

REGIONS BANK, TRUST DEPT. P O BOX 2886

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions.

MOBILE, AL 36652-2886

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► REGIONS BANK, TRUST DEPT

Telephone No. ► (251) 690-1024

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 05/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year 20 ____ or
- ☒ tax year beginning 10/01, 2011, and ending 09/30, 2012.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	8,184.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	3,832.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	4,352.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS & INTEREST	105,477.	95,525.
	-----	-----
TOTAL	105,477.	95,525.
	=====	=====

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
SCHOLARSHIP REFUND	500.

TOTALS	500.
	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,200.			1,200.
TOTALS	1,200.	NONE	NONE	1,200.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
2010 FEDERAL EXCISE TAX	1,149.
2011 FEDERAL ESTIMATED TAX PAY	3,832.

TOTALS	4,981.
	=====

J A & OPHELIA KILLGORE SCHOLARSHIP TRUST FUND

63-6055718

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	-----
FNMA 5% 0/15/16 (MH89)	36,308.	33,524.	35,771.
TVA SER A 6.79% 5/23/2012	58,553.		
JOHN DEER CAPITAL CORP 2.875%	58,830.		
US TREASURY 6.25% 8/15/23 EQ7	51,238.	44,511.	52,239.
US TREASURY 0.75% 11/30/2011	29,051.		
US TREASURY 0.75% 8/15/2013	38,973.	35,979.	36,177.
CITIGROUP INC 2.25%	54,853.	26,283.	26,104.
US TREASURY 2.625% 11/15/20	55,223.	66,720.	72,868.
US TREASURY 0.625% 07/29/2011	56,942.	51,556.	55,859.
US TREASURY 1%		108,149.	108,083.
FHLM (EACH0)		53,900.	54,001.
	-----	-----	-----
TOTALS	439,971.	420,622.	441,102.
	=====	=====	=====

J A & OPHELIA KILLGORE SCHOLARSHIP TRUST FUND

63-6055718

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	-----
AT&T INC	13,146.	12,501.	16,777.
ABBOTT LABS	12,928.	11,699.	15,769.
AUTOMATIC DATA PROCESSING INC	10,149.	10,633.	14,665.
BB&T CORP	10,671.	10,194.	14,922.
BRISTOL MYERS SQUIBB CO	10,334.		
CHEVRON CORP	10,493.	10,799.	15,153.
COCA COLA CO	9,906.	10,313.	14,413.
CONAGRA FOODS INC	10,666.	13,601.	18,209.
DOMINION RES INC VA NEW	10,869.	11,554.	14,559.
DUKE ENERGY CORPORATION	11,732.		
EXELON CORP	19,790.	25,110.	16,367.
EXXON MOBIL CORP	11,506.	11,026.	15,089.
GALLAGHER ARTHUR J & CO	9,264.	9,010.	14,149.
GENERAL ELECTRIC CO	11,952.	11,123.	16,011.
GENUINE PARTS CO	8,981.		
ILLINOIS TOOL WORKS INC	9,341.	10,439.	14,570.
INTEL CORP	9,601.	9,456.	11,328.
JP MORGAN CHASE & CO	9,697.	9,237.	12,549.
JOHNSON & JOHNSON	12,275.	17,132.	19,295.
KIMBERLY CLARK CORP	11,476.	11,303.	16,298.
MCDONALDS CORP	9,203.	10,086.	16,515.
MERCK & CO INC	12,422.	12,225.	16,460.
MICROSOFT CORP	12,622.	10,376.	13,094.
OCCIDENTAL PETE CORP	8,973.	10,471.	12,479.
PAYCHEX INC	11,398.	11,517.	14,648.
PRAXAIR INC	9,248.	9,297.	12,985.
PRUDENTIAL FINANCIAL INC	3,683.	7,762.	11,992.
SOUTHERN CO	11,450.	14,512.	18,666.
SPECTRA ENERGY CORP	8,889.	8,432.	13,212.

J A & OPHELIA KILLGORE SCHOLARSHIP TRUST FUND

63-6055718

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	-----
3M CO	8,227.	10,033.	14,787.
US BANCORP DEL	9,625.	9,495.	15,435.
VERIZON COMMUNICATIONS	10,982.	15,130.	21,874.
AFLAC INC	9,810.	14,678.	18,913.
CONOCOPHILLIPS	9,392.		
MATTEL INC	9,245.	8,436.	14,543.
NORFOLK SOUTHERN CORP	8,299.	11,655.	15,271.
NUCOR CORP	11,462.	11,293.	12,435.
PHILIP MORRIS INTERNATIONAL	7,406.	7,679.	14,390.
WASTE MANAGEMENT INC	9,354.	12,216.	12,832.
CATEPILLAR INC	7,498.		
LEGGETT & PLATT INC	9,935.	11,897.	15,155.
MEADWESTVACO CORPORATION	9,038.	9,287.	13,617.
NEXTRA ENERGY INC.	11,510.	11,509.	15,824.
TRAVELERS COMPANIES INC	10,825.	15,249.	20,819.
VF CORP	10,366.		
BLACKROCK INC	13,855.	11,894.	12,481.
LOCKHEED MARTIN CORP	13,749.		
NYSE EURONEXT	12,909.	13,156.	11,709.
PNC BANK CORP	13,805.	12,290.	13,882.
DR PEPPER SNAPPLE INC	13,451.	13,935.	15,586.
ACCO BRANDS		1,240.	948.
AMERICAN EAGLE		11,026.	16,756.
BAXTER INTERNATIONAL		12,443.	14,163.
DARDEN RESTAURANTS		12,869.	15,331.
HASBRO		12,790.	14,503.
HEINZ		14,246.	14,827.
PEPSICO		14,368.	15,216.
RAYTHEON		14,180.	15,433.

J A & OPHELIA KILLGORE SCHOLARSHIP TRUST FUND

63-6055718

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV -----
TOTALS	533,408. =====	592,802. =====	756,904. =====

J A & OPHELIA KILLGORE SCHOLARSHIP TRUST FUND

63-6055718

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
FNMA 10/1/2009 5% (MLS9)	23,071.		
PIONEER BOND FUND CL Y	60,695.	60,695.	68,762.
FNMA POOL 1/1/2006 5.5% (C6U0)	61,856.	45,302.	49,977.
FNMA POOL 10/01/2005 5% HJB3)	24,813.	15,917.	17,176.
FNMA POOL 3/1/2007 5.5% (LFD7)	12,871.	8,758.	9,362.
FNMA POOL 8/1/2007 6.0% (ECR4	90,427.	70,163.	76,775.
AT&T INC DTD 5/13/08 5.6%	16,317.	15,668.	18,380.
MERRILL LYNCH 6.11%	17,010.	17,090.	19,096.
MORGAN STANLEY 11/20/2009 4.2%	17,774.	18,540.	18,710.
ORACLE CORP 4/9/2008 5.75%	16,464.	15,855.	18,614.
TARGET CORP 5.375%	16,497.	15,799.	17,891.
WACHOVIA CORP 6/8/2007 5.75%	16,165.	15,412.	17,979.
CVS/CAREMARK CORP 6.125%	17,309.		
CATERPILLAR INC 12/5/2008 7.9%	13,593.	14,260.	17,621.
COMCAST CORP 6/18/2009 5.7%	16,544.	15,856.	18,361.
CREDIT SUISSE NEW YORK 5.5%	36,111.	34,641.	35,243.
GOLDMAN SACHS GROUP INC 6%	17,593.	17,515.	18,249.
HESS CORP 2/3/2009 8.125%	17,719.	16,590.	18,524.
MERRIL LYNCH & CO INC 6.875%	16,475.	16,672.	19,170.
TALISMAN ENERGY INC 7.75%	17,526.	17,509.	19,067.
TIME WARNER CABLE 6.75%	17,508.	16,552.	18,864.
DODGE & COX INC FD #147	60,030.	60,030.	65,897.
PIMCO TOTAL RETURN FD #35	60,131.	60,131.	65,532.
BB&T CORP 7/27/2009 3.85%	18,368.		
BARCLAYS BANK 4/7/2010 3.9%	17,137.	18,200.	19,089.
CSX CORP 3/27/2008 6.25%	17,651.	17,428.	18,231.
CA INC 11/13/2009 5.375%	17,449.	16,600.	18,335.
DIRECTV HOLDGS 3/11/2010 3.55%	17,533.	17,455.	18,005.
GOLDMAN SACHS 2/5/2009 7.5%	16,473.	17,549.	19,843.

J A & OPHELIA KILLGORE SCHOLARSHIP TRUST FUND

63-6055718

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	-----
JP MORGAN CHASE & CO 6.3%	16,404.	15,765.	18,440.
KRAFT FOODS 2/8/2010 4.125%	17,175.	17,325.	18,668.
MORGAN STANLEY 5.625%	16,047.	18,028.	19,665.
PETROBRAS INTL FIN CO 5.75%	35,231.	33,482.	36,474.
PFIZER INC 3/24/2009 6.2%	16,732.	15,752.	17,836.
FNMA 6/1/2018 5% (XEW3)	4,564.	3,152.	3,240.
FNMA 3/1/2006 5.5% (DDX4)	17,044.	11,384.	11,888.
FNMA 10/1/2006 6% (DWK1)	13,390.	9,208.	9,535.
FNMA 12/1/2005 5% (Y4K2)	2,680.	1,798.	1,842.
FNMA 2/1/2008 5.5% (G2Q5)	3,501.	2,427.	2,458.
FNMA 6/1/2008 5.5% (KZF4)	1,672.	1,125.	1,145.
FNMA 12/1/2006 6% (EYG6)	7,657.	5,977.	6,218.
FNMA 3/1/2011 4% (A8SR8)	35,543.	23,976.	24,423.
FNMA 4/1/2004 5.5% (C4H2)	37,212.	25,620.	25,985.
FNMA 5/1/2005 5% (RFV6)	36,017.	24,321.	24,780.
FNMA 11/1/2006 6% (FSJ5)	32,479.	21,273.	21,251.
FNMA 7/1/2009 5.5% (QCL1)	23,253.	15,546.	15,487.
FNMA 9/1/2010 3.5%	35,816.	23,176.	23,792.
AMERICAN EXPRESS 9/13/10 2.75%	18,355.	17,300.	17,910.
AFLAC INC 5/21/2009 8.5%	19,828.	17,272.	18,752.
ANHEUSER-BUSCH 2.875%	18,133.	17,218.	18,110.
VERIZON COMM 3/26/2011 6%	17,056.	14,632.	18,544.
CITIGROUP 06/15/2010 6%	18,330.	17,823.	18,030.
GENERAL ELECTRIC 5.875%	17,557.	15,696.	17,875.
HEWLETT PACKARD CO 2.2%	17,015.	18,041.	18,299.
INTEL CORP 9/19/2011 3.3%	18,930.	17,068.	18,465.
ONTARIO 1/27/2011 1.375%	37,066.	35,079.	35,478.
PRUDENTIAL FINANCIAL 4.5%	16,921.	17,088.	18,906.
TELEFONICA EMISIONES 5.462%	17,315.		

J A & OPHELIA KILLGORE SCHOLARSHIP TRUST FUND

63-6055718

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	-----
TOYOTA MOTOR CREDIT CORP 3.4%	18,952.	17,069.	18,423.
GENERAL ELEC 2/11/2011 5.3%	17,240.	16,424.	18,361.
FHLM (M74W3)		13,405.	13,560.
FHLM (M7KV7)		16,674.	16,751.
FHLM (MJQG8)		2,697.	2,725.
FHLM (WG40)		17,349.	17,727.
FNMA (A4F42)		8,984.	9,037.
FNMA (EGNK6)		14,712.	15,269.
FNMA (RCV9)		4,293.	4,315.
FNMA (DD97)		26,056.	25,992.
FNMA (Q6K0)		4,378.	4,412.
FNMA (RE78)		8,439.	8,454.
FNMA (BY44)		3,534.	3,507.
FNMA (RBE2)		13,655.	13,923.
FNMA (ASD2)		1,695.	1,723.
FNMA (AFC7)		18,066.	18,330.
FNMA (MLS9)		15,654.	15,783.
FNMA (UEE0)		12,781.	13,027.
BHP BILLITON USA		35,977.	36,360.
DUKE ENERGY		18,077.	18,602.
IBM		36,123.	36,555.
ROYAL BANK OF CANADA		28,001.	28,176.
SUNTRUST		17,085.	18,246.
TEVA PHARMA		18,049.	18,417.
WAL MART		17,368.	17,922.
		-----	-----
TOTALS	1,374,225.	1,499,284.	1,601,846.
	=====	=====	=====

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

DESCRIPTION -----	AMOUNT -----
INFLATION INDEX OID ADJUSTMENT	644.
ACCRETION ADJUSTMENT	55.

TOTAL	699.
	=====

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

DESCRIPTION -----	AMOUNT -----
AMORTIZATION ADJUSTMENT	9,646.
ROUNDING	9.

TOTAL	9,655.
	=====

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

OFFICER NAME:

REGIONS BANK

ADDRESS:

201 MONROE STREET

MONTGOMERY, AL 36104

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

COMPENSATION 5,226.

OFFICER NAME:

LEE COUNTY BOARD OF EDUCATION

ADDRESS:

2410 SOCIETY HILL ROAD

OPELIKA, AL 36804

TITLE:

SCHOLARSHIP COMMITTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

BOARD OF EDUCATION, OPELIKA CITY

ADDRESS:

300 SIMMONS STREET

OPELIKA, AL 36801

TITLE:

SCHOLARSHIP COMMITTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

BOARD OF EDUCATION, AUBURN CITY

ADDRESS:

855 E. SAMFORD AVE.

AUBURN, AL 36831

TITLE:

SCHOLARSHIP COMMITTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION:

5,226.

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

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MONTH -----	LINE 1a-FMV SECURITIES -----	LINE 1b-FMV CASH BALANCES -----	LINE 1c-FMV OTHER ASSETS -----
JANUARY	2,873,890.		
FEBRUARY	2,913,668.		
MARCH	2,935,409.		
APRIL	2,954,068.		
MAY	2,919,296.		
JUNE	2,956,655.		
JULY	2,916,246.		
AUGUST	2,917,149.		
SEPTEMBER	2,943,554.		
OCTOBER	2,786,754.		
NOVEMBER	2,777,858.		
DECEMBER	2,830,229.		
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TOTAL	34,724,776.		
	=====	=====	=====
AVERAGE FMV	2,893,731.		
	=====	=====	=====

J A & OPHELIA KILLGORE SCHOLARSHIP TRUST FUND

63-6055718

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

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RECIPIENT NAME:

SEE SCHEDULE A

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATIONAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 97,750.

TOTAL GRANTS PAID:

97,750.

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JA & Ophelia Kilgore Scholarship #1155000555, EIN #63-6055718
Payments Made to Schools 2011-2012 School Year

SCHOOL	STUDENT	AMOUNT
University of Alabama	Brooke V Boothe	\$ 1,500.00
Chattahoochee Valley Comm College	Hayley Brooke Belcher	\$ 1,500.00
University of Alabama	Amira Aglan	\$ 1,500.00
University of Alabama	Baxter M Burke	\$ 1,000.00
University of Alabama	Shelley Marie Campbell	\$ 500.00
University of Alabama	Briana J Ford	\$ 1,500.00
University of Alabama	Kristin M Hammock	\$ 1,500.00
University of Alabama	Lauren L Hammock	\$ 1,500.00
University of Alabama	Catherine C Humphrey	\$ 1,500.00
University of Alabama	Carson E Perrella	\$ 1,500.00
University of Alabama	Morgan B Thomas	\$ 1,000.00
Auburn University	Jessica Adams	\$ 1,500.00
Auburn University	Zsofia Bezdek	\$ 500.00
Auburn University	Breanna A Burkes	\$ 1,500.00
Auburn University	Daniel Shelton Cason	\$ 1,000.00
Auburn University	Erika J Crews	\$ 1,500.00
Auburn University	Maggie L Jerome	\$ 1,500.00
Auburn University	Jonathon M Kittle	\$ 1,000.00
Auburn University	Rebecca L Nance	\$ 1,500.00
Auburn University	Rebecca Kay Nylan	\$ 500.00
Auburn University	Andrew Thomas Overstreet	\$ 1,000.00
Auburn University	Johnathon C Prather	\$ 1,000.00
Auburn University	Bryant K Ray	\$ 500.00
Auburn University	Kelsey A Rushing	\$ 1,500.00
Auburn University	Sarah T Sasser	\$ 1,500.00
Auburn University	Kathryn R Spain	\$ 1,500.00
Auburn University	Emma M Strickland	\$ 1,500.00
Auburn University	Brian J Thorne	\$ 1,000.00
Auburn University	Julia A White	\$ 750.00
Auburn University	Andrew Wilkins	\$ 1,000.00
University of Southern CA	Youssef Biaz	\$ 1,000.00
University of South Florida	Alexandro J Orellana	\$ 1,000.00
Yale University	Kevin Xu	\$ 1,000.00
School of Visual Arts	Rivers Plasketes	\$ 1,000.00
University of Tampa	Dakota Nguyen	\$ 1,000.00
Troy University	Shannon D Herold	\$ 1,500.00
Troy University	Trevor J Pigg	\$ 1,000.00
Samford University	Thomas W Ballew	\$ 1,000.00
Samford University	Rachel Cason	\$ 1,500.00
Southern Union State Comm College	Lauren E Barreto	\$ 1,500.00
Southern Union State Comm College	Chelsea Joy Bassett	\$ 1,500.00
Southern Union State Comm College	Marissa K McCormick	\$ 1,500.00
Southern Union State Comm College	Brandon L Powell	\$ 1,000.00
Southern Union State Comm College	Mary R Preavy	\$ 1,500.00
Southern Union State Comm College	Carlye M Smith	\$ 1,000.00
Southern Union State Comm College	Rachel M Taylor	\$ 1,500.00
Southern Union State Comm College	Meagan M Wade	\$ 1,500.00
Auburn University Montgomery	Jonathan Van Nguyen	\$ 1,000.00
Auburn University Montgomery	Tiffany J Pattillo	\$ 1,500.00
Auburn University Montgomery	Jordan Allen Price	\$ 1,000.00
Auburn University Montgomery	Zachary W Sollie	\$ 1,000.00

JA & Ophelia Kilgore Scholarship #1155000555, EIN #63-6055718
Payments Made to Schools 2011-2012 School Year

SCHOOL	STUDENT	AMOUNT
University of North Carolina-Chapel Hill	Ellery (Nick) Beard	\$ 1,000.00
University of North Carolina-Chapel Hill	Nathan L Smith	\$ 1,000.00
Columbus State University	Alyssa P Mumaw	\$ 1,500.00
University of Alabama Birmingham	Rachel Breanna Morgan	\$ 1,500.00
Chattahoochee Valley Comm College	Justin D Lockhart	\$ 1,000.00
Jacksonville State University	Taylor N Lamb	\$ 1,500.00
University of Chicago	Hae-in Kim	\$ 1,500.00
Mars Hill College	Anjelika D Kidd	\$ 1,500.00
Emory University	Chloe Chaudhury	\$ 1,500.00
Judson College	Sara Bible	\$ 1,000.00
University of Montevallo	Benjamin P Strickland	\$ 1,000.00
University of Pennsylvania	Young Joon Kwon (Fred)	\$ 1,000.00
Howard University	Alana C Jones	\$ 1,500.00
Macalester College	Sinta Fergus	\$ 1,500.00
McGill University	Min Ju You (Joanna)	\$ 1,500.00
Bowdoin College	Yiran Zhang (Elina)	\$ 1,500.00
Vanderbilt University	Pranjal B Gupta	\$ 1,000.00
Vanderbilt University	Justin Yeh	\$ 1,000.00
University of North Carolina-Chapel Hill	Alex Beale	\$ 1,000.00
Georgia Institute of Technology	Lara E Tucci	\$ 500.00
Cornell University	Lena Liu	\$ 1,500.00
Cornell University	Lisa Liu	\$ 1,500.00
University of Virginia	Skylar Strobel	\$ 1,500.00
Auburn University	Ashlyn C Morgan	\$ 1,500.00
Auburn University	Allison J Lazenby	\$ 1,500.00
Auburn University Montgomery	Jerry Chanthongphio	\$ 1,000.00
Troy University	Mallory B Redmond	\$ 1,500.00
Troy University	Megan P Redmond	\$ 1,500.00
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		\$ 97,750.00

JA & Ophelia Kilgore Scholarship #1155000555
Refunds Made from Schools 2011-2012 School Year

SCHOOL	STUDENT	AMOUNT
FREED-HARDEMAN UNIVERSITY	CHRISTOPHER A. NOLES	\$ 500.00