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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE W. JAMES SAMFORD, JR. FOUNDATION C/O LUCINDA SAMFORD CANNON		A Employer identification number 20-0246688
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 3080	Room/suite	B Telephone number 334-749-8481
City or town, state, and ZIP code OPELIKA, AL 36803-3080		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 8,609,331. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		2,746.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		3,756.	3,756.		STATEMENT 1
4 Dividends and interest from securities		202,468.	200,345.		STATEMENT 2
5a Gross rents		5,500.	5,500.		STATEMENT 3
b Net rental income or (loss) <36,860.>					STATEMENT 4
6a Net gain or (loss) from sale of assets not on line 10		<60,973.>			
b Gross sales price for all assets on line 6a 8,413,848.					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		<142.>	<142.>		STATEMENT 5
12 Total Add lines 1 through 11		153,355.	209,459.		
13 Compensation of officers, directors, trustees, etc.		11,500.	2,300.		9,200.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 6		34,000.	24,820.		9,180.
c Other professional fees STMT 7		63,204.	60,324.		2,880.
17 Interest					
18 Taxes STMT 8		5,201.	3,408.		0.
19 Depreciation and depletion		21,376.	20,432.		
20 Occupancy					
21 Travel, conferences, and meetings		9,082.	6,812.		2,271.
22 Printing and publications					
23 Other expenses STMT 9		35,318.	23,332.		8,419.
24 Total operating and administrative expenses. Add lines 13 through 23		179,681.	141,428.		31,950.
25 Contributions, gifts, grants paid		372,923.			372,923.
26 Total expenses and disbursements. Add lines 24 and 25		552,604.	141,428.		404,873.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<399,249.>			
b Net investment income (if negative, enter -0-)			68,031.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets

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

		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	40,158.	9,403.	9,403.	
	2 Savings and temporary cash investments	200,270.	5,828,475.	5,828,475.	
	3 Accounts receivable ▶ 2,395.				
	Less: allowance for doubtful accounts ▶	294,247.	2,395.	2,395.	
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock STMT 10	5,547,110.	0.	0.	
	c Investments - corporate bonds STMT 11	2,380,093.	2,222,845.	2,301,581.	
Liabilities	11 Investments - land, buildings, and equipment basis ▶ 500,839.				
	Less accumulated depreciation STMT 12 ▶ 104,195.	417,076.	396,644.	396,644.	
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment basis ▶ 5,321.				
	Less accumulated depreciation STMT 13 ▶ 1,693.	958.	3,628.	3,628.	
	15 Other assets (describe ▶ STATEMENT 14)	78,535.	67,205.	67,205.	
	16 Total assets (to be completed by all filers)	8,958,447.	8,530,595.	8,609,331.	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶ STATEMENT 15)	410,802.	382,199.		
	23 Total liabilities (add lines 17 through 22)	410,802.	382,199.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	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 ▶ <input checked="" type="checkbox"/>				
	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	8,547,645.	8,148,396.		
	30 Total net assets or fund balances	8,547,645.	8,148,396.		
	31 Total liabilities and net assets/fund balances	8,958,447.	8,530,595.		

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	8,547,645.
2 Enter amount from Part I, line 27a	2	<399,249.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	8,148,396.
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	8,148,396.

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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				
b SEE ATTACHED STATEMENT				
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				
b				
c				
d				
e 8,413,848.		8,474,821.	<60,973.>	
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				
b				
c				
d				
e			<60,973.>	
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 <60,973.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		3 N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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))
2011	418,611.	8,404,336.	.049809
2010	337,131.	8,286,077.	.040686
2009	280,520.	7,541,545.	.037197
2008	279,585.	8,770,460.	.031878
2007	288,502.	9,334,503.	.030907
2 Total of line 1, column (d)			2 .190477
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 .038095
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 8,691,199.
5 Multiply line 4 by line 3			5 331,091.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 680.
7 Add lines 5 and 6			7 331,771.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 404,873.

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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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	680.
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	680.
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	680.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,520.	
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	1,520.	
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	840.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 840. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
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 checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> AL, NC		
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 2012 or the taxable year beginning in 2012 (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

N/A

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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? Website address N/A	13	X	
14	The books are in care of LUCINDA CANNON Telephone no. 334-749-8481 Located at P.O. BOX 3080, OPELIKA, AL ZIP+4 36803			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 2012, 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 N/A	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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	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 2012? N/A	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(i)(3) or 4942(i)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years N/A	2a	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. N/A		
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	3a	
b If "Yes," did it have excess business holdings in 2012 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 2012) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	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)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LUCINDA SAMFORD CANNON	PRESIDENT AND	DIRECTOR		
P.O. BOX 3080				
OPELIKA, AL 36803	8.00	8,000.	0.	0.
PRESTON B. BARNETT	TREASURER AND	DIRECTOR		
P.O. BOX 3080				
OPELIKA, AL 36803	1.00	2,000.	0.	0.
E. RASHA CANNON	SECRETARY AND	DIRECTOR		
P.O. BOX 3080				
OPELIKA, AL 36803	1.00	1,500.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

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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	7,289,946.
b	Average of monthly cash balances	1b	976,386.
c	Fair market value of all other assets	1c	557,220.
d	Total (add lines 1a, b, and c)	1d	8,823,552.
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	8,823,552.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	132,353.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,691,199.
6	Minimum investment return. Enter 5% of line 5	6	434,560.

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	434,560.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	680.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	680.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	433,880.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	433,880.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	433,880.

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	404,873.
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	404,873.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	680.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	404,193.

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.

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THE W. JAMES SAMFORD, JR. FOUNDATION

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C/O LUCINDA SAMFORD CANNON

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				433,880.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			372,695.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 404,873.				
a Applied to 2011, but not more than line 2a			372,695.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				32,178.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				401,702.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail 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:

THE W. JAMES SAMFORD, JR. FOUNDATION

Form 990-PF (2012)

C/O LUCINDA SAMFORD CANNON

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Part XV • **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ALABAMA CORRECTIONAL EMPLOYEE SUPPORT FUND 301 SOUTH RIPLEY STREET MONTGOMERY, AL 36130	NONE	501C(3)	SCHOLARSHIPS TO EMPLOYEES OF ADC	2,500.
AUBURN FOOTBALL LETTERMAN CLUB 219 SOUTH 8TH STREET OPELIKA, AL 36801	NONE	501C(3)	SCHOLARSHIP FUND	10,000.
AUBURN UNIVERSITY FOUNDATION 317 SOUTH COLLEGE STREET AUBURN, AL 36849	NONE	501C(3)	SCHOLARSHIP AWARD PROGRAM, BAND PROGRAMS, AND OUTSTANDING STUDENT AWARDS	25,000.
BIRMINGHAM SOUTHERN COLLEGE 900 ARKADELPHIA ROAD BIRMINGHAM, AL 35254	NONE	501C(3)	SCHOLARSHIP AWARD PROGRAM	5,000.
BOYS & GIRLS CLUBS OF GREATER LEE COUNTY 1365 GATEWOOD DRIVE, SUITE 221 AUBURN, AL 36830	NONE	501C(3)	GENERAL OPERATING EXPENSES	5,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				372,923.
b Approved for future payment				
HUNTINGDON COLLEGE 1500 EAST FAIRVIEW AVENUE MONTGOMERY, AL 36106	NONE	501C(3)	FUNDING FOR NEW GRADUATE SCHOOL	300,000.
OPELIKA SPORTSPLEX & AQUATICS CENTER 801 S. RAILROAD AVENUE, SUITE 202A MONTGOMERY, AL 36106	NONE	501C(3)	HELP UNDERWRITE CONSTRUCTION COST FOR RECREATIONAL COMPLEX IN OPELIKA, AL	600,000.
Total ▶ 3b				900,000.

[illegible]

Part XVII. Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | 1 | Did the organization directly or indirectly engage in any of the following with any of the other organization described in section 501(c)(3) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | | Yes | No |
|---|--|-------|--|-----|----|
| | | | | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | | | |
| | (1) Cash | 1a(1) | | | X |
| | (2) Other assets | 1a(2) | | | X |
| b | Other transactions: | | | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | | | X |
| | (4) Reimbursement arrangements | 1b(4) | | | X |
| | (5) Loans or loan guarantees | 1b(5) | | | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | | |


[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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


Signature of officer or trustee

5-9-13
Date

**PRESIDENT &
DIRECTOR**

Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check <input type="checkbox"/> if self-employed	PTIN
--	------

CARLYE W. BUCHANAN

CARLYE W. BUCHANA

05/08/13

P00292964

Firm's name ► WINDHAM BRANNON, P.C.

Firm's EIN ► 58-1763439

Firm's address ▶ 3630 PEACHTREE RD., NE SUITE 600
ATLANTA, GA 30326

Phone no. **404-898-2000**

Form **990-PF** (2012)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES	P		12/31/12
b	PUBLICLY TRADED SECURITIES	P		12/31/12
c	PUBLICLY TRADED SECURITIES	P		12/31/12
d	PUBLICLY TRADED SECURITIES	P		12/31/12
e	LOSS ON ISHARES S&P COMMODITY-INDEXED TRUST	P		12/31/12
f	THRU K-1 ISHARES S&P COMMODITY-INDEXED TRUST	P		12/31/12
g	LOSS ON SPECTRA ENERGY PARTNERS, LP	P		12/31/12
h	SETTLEMENT PROCEEDS	P		12/31/12
i				
j				
k				
l				
m				
n				
o				

(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 1,960,078.		1,894,795.	65,283.
b 4,994,061.		5,126,325.	<132,264.>
c 265,656.		263,008.	2,648.
d 1,085,404.		1,071,848.	13,556.
e 95,717.		107,466.	<11,749.>
f		121.	<121.>
g 12,742.		11,258.	1,484.
h 190.			190.
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			65,283.
b			<132,264.>
c			2,648.
d			13,556.
e			<11,749.>
f			<121.>
g			1,484.
h			190.
i			
j			
k			
l			
m			
n			
o			

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	<60,973.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

THE W. JAMES SAMFORD, JR. FOUNDATION
C/O LUCINDA SAMFORD CANNON

20-0246688

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CAMP ASCCA 5278 CAMP ASCCA DRIVE JACKSON'S GAP, AL 36861	NONE	501C(3)	CAMPERSHIP PROGRAM FOR PHYSICALLY & MENTALLY HANDICAPPED CHILDREN & ADULTS	3,000.
CHILD ADVOCACY CENTER 1810 CORPORATE DRIVE OPELIKA, AL 36801	NONE	501C(3)	PROGRAM DEVELOPMENT & EXPANSION	3,000.
COMMUNITY FOUNDATION OF GREATER BIRMINGHAM 2100 FIRST AVENUE NORTH, #700 BIRMINGHAM, AL 35203	NONE	501C(3)	VREDENBURGH COMMUNITY CENTER	10,000.
FELLOWSHIP OF CHRISTIAN ATHLETES 8701 LEEDS ROAD KANSAS CITY, MO 64129	NONE	501C(3)	PROVIDE HIGH SCHOOL CAMPUS MINISTRY IN LEE COUNTY, AL SCHOOLS	1,000.
FIRST UNITED METHODIST CHURCH 702 AVENUE A OPELIKA, AL 36801	NONE	501C(3)	ORGAN FUND	15,000.
FOOD BANK OF EAST ALABAMA 375 INDUSTRY DRIVE AUBURN, AL 36830	NONE	501C(3)	DISTRIBUTE FOOD & ESSENTIALS TO PEOPLE IN NEED IN EAST ALABAMA	5,000.
FORT DEPOSIT METHODIST CHURCH 110 MILNER STREET FT. DEPOSIT, AL 36032	NONE	501C(3)	MEMORIAL	100.
HABITAT FOR HUMANITY, LEE COUNTY 605 2ND AVENUE OPELIKA, AL 36801	NONE	501C(3)	HOME BUILDING PROJECTS	1,000.
HUDSON FAMILY FOUNDATION 300 NORTH DEAN ROAD, SUITE 5, #163 AUBURN, AL 36830	NONE	501C(3)	PROVIDE FINANCIAL SUPPORT FOR CHILDREN/FAMILIES LIVING W/ TERMINAL ILLNESS	10,000.
HUNTINGDON COLLEGE 1500 EAST FAIRVIEW AVENUE MONTGOMERY, AL 36106	NONE	501C(3)	FUNDING FOR NEW GRADUATE SCHOOL	100,000.
Total from continuation sheets				325,423.

THE W. JAMES SAMFORD, JR. FOUNDATION
C/O LUCINDA SAMFORD CANNON

20-0246688

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HUNTINGDON COLLEGE 1500 EAST FAIRVIEW AVENUE MONTGOMERY, AL 36106	NONE	501C(3)	BOND INTEREST	20,400.
JOHN ED MATHISON LEADERSHIP MINISTRIES 4131 CARMICHAEL ROAD, JAM EXECUTIVE SUITE 4 MONTGOMERY, AL 36109	NONE	501C(3)	AID IN SUPPORT FOR WORLD-WIDE PREACHING/TEACHING MINISTRIES	10,000.
LEE COUNTY EDUCATIONAL FOUNDATION 1601 ACADEMY DRIVE OPELIKA, AL 36801	NONE	501C(3)	FUND PURCHASE OF IPADS FOR EDUCATIONAL USE	5,000.
LEE COUNTY EDUCATIONAL FOUNDATION/LEE SCOTT ACADEMY 1601 ACADEMY DRIVE OPELIKA, AL 36801	NONE	501C(3)	PROVIDE PHILANTHROPIC EDUCATION TO SELECT HIGH SCHOOL STUDENTS	32,832.
MONTGOMERY ACADEMY 3420 VAUGHN ROAD BIRMINGHAM, AL 35203	NONE	501C(3)	PROVIDE PHILANTHROPIC EDUCATION TO SELECT HIGH SCHOOL STUDENTS	28,091.
MUSEUM OF EAST ALABAMA 121 S. 9TH STREET OPELIKA, AL 36801	NONE	501C(3)	GENERAL OPERATING FUND	1,000.
OPELIKA CITY SCHOOLS 300 SIMMONS STREET OPELIKA, AL 36801	NONE	501C(3)	ONE BOOK ONE CITY READING INITIATIVE PROGRAM	10,000.
OPELIKA SPORTSPLEX & AQUATICS CENTER 801 S. RAILROAD AVENUE, SUITE 202A MONTGOMERY, AL 36106	NONE	501C(3)	HELP UNDERWRITE CONSTRUCTION COST FOR RECREATIONAL COMPLEX IN OPELIKA, AL	50,000.
PARTNERSHIP FOR CHILDREN/CHILD CARE RESOURCE CENTER 2015 GATEWAY DRIVE MONTGOMERY, AL 36108	NONE	501C(3)	SCHOLARSHIPS FOR WORKING PARENTS FOR CHILD DAYCARE	5,000.
SOUTHEASTERN COUNCIL OF FOUNDATIONS 50 HURT PLAZE, SUITE 350 OPELIKA, AL 36801	NONE	501C(3)	HELP MAINTAIN REGIONAL ASSOC. OF GRANTMAKERS	1,000.
Total from continuation sheets				

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3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
33	OFFICE EQUIPMENT - SCANNER	05/01/08	SL	5.00		16	844.				844.	620.		169.	789.
83	LAPTOP	03/25/11	SL	5.00		16	863.				863.	129.		173.	302.
89	TABLETS	03/08/12	SL	5.00		16	3,614.				3,614.			602.	602.
* TOTAL 990-PF PG 1 DEPR							5,321.				5,321.	749.		944.	1,693.

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

SOURCE	AMOUNT
EAGLE IMPORTS INTEREST INCOME	3,670.
MELLON CHECKING	21.
THRU K-1 ISHARES S&P COMMODITY-INDEXED TRUST	65.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3,756.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MELLON 2410	91,745.	0.	91,745.
MELLON 2410-NONDIV DISTRIB	2,123.	0.	2,123.
MELLON 3920	108,600.	0.	108,600.
TOTAL TO FM 990-PF, PART I, LN 4	202,468.	0.	202,468.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
CONDO, HIGHLANDS, NC	2	5,500.
TOTAL TO FORM 990-PF, PART I, LINE 5A		5,500.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		20,432.	
TURNING LEAF CONDO		1,850.	
UTILITIES		1,133.	
MAINTENANCE & REPAIRS		2,743.	
MEMBERSHIP DUES		15,630.	
INSURANCE		572.	

- SUBTOTAL - 2

42,360.

TOTAL RENTAL EXPENSES

42,360.

NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B

<36,860.>

FORM 990-PF

OTHER INCOME

STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
THRU K-1 SPECTRA ENERGY PARTNERS, LP	<143.>	<143.>	
THRU K-1 SPECTRA ENERGY PARTNERS, LP	1.	1.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<142.>	<142.>	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	34,000.	24,820.		9,180.
TO FORM 990-PF, PG 1, LN 16B	34,000.	24,820.		9,180.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	52,539.	52,539.		0.
PROFESSIONAL FEES	10,665.	7,785.		2,880.
TO FORM 990-PF, PG 1, LN 16C	63,204.	60,324.		2,880.

FORM 990-PF	TAXES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	1,497.	1,497.			0.
FEDERAL TAXES	1,793.	0.			0.
PROPERTY TAXES	1,911.	1,911.			0.
TO FORM 990-PF, PG 1, LN 18	5,201.	3,408.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK EXPENSE	30.	22.			8.
GRANT EXPENSES	7,886.	0.			7,886.
POSTAGE	134.	96.			38.
AMORTIZATION	1,313.	0.			0.
SUPPLIES	552.	397.			155.
OTHER NONDEDUCTIBLE EXPENSE	2,254.	0.			0.
OFFICE EXPENSE	211.	152.			59.
OTHER EXPENSE	1,010.	737.			273.
TURNING LEAF CONDO	1,850.	1,850.			0.
UTILITIES	1,133.	1,133.			0.
MAINTENANCE & REPAIRS	2,743.	2,743.			0.
MEMBERSHIP DUES	15,630.	15,630.			0.
INSURANCE	572.	572.			0.
TO FORM 990-PF, PG 1, LN 23	35,318.	23,332.			8,419.

FORM 990-PF	CORPORATE STOCK		STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
STOCK (MELLON 2410)	0.	0.		
ISHARES	0.	0.		
SPECTRA ENERGY PARTNERS LP	0.	0.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	0.	0.		

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BONDS (MELLON 3920)	2,222,845.	2,301,581.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,222,845.	2,301,581.

FORM 990-PF	DEPRECIATION OF ASSETS HELD FOR INVESTMENT	STATEMENT 12
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
CONDO	480,000.	89,459.	390,541.
FURNISHINGS	15,000.	11,786.	3,214.
CREDENZA	142.	75.	67.
BAKER'S RACK	99.	53.	46.
END TABLE	129.	68.	61.
BOOKSHELVES	389.	210.	179.
42 INCH FLATSCREEN TV	1,145.	615.	530.
BOOKSELF	108.	57.	51.
SIDE TABLE	108.	57.	51.
TV STAND	194.	105.	89.
RECLINER	853.	447.	406.
GAS FURNACE	2,370.	1,102.	1,268.
ARTWORK	302.	161.	141.
TOTAL TO FM 990-PF, PART II, LN 11	500,839.	104,195.	396,644.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 13
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE EQUIPMENT - SCANNER	844.	789.	55.
LAPTOP	863.	302.	561.
TABLETS	3,614.	602.	3,012.
TOTAL TO FM 990-PF, PART II, LN 14	5,321.	1,693.	3,628.

FORM 990-PF	OTHER ASSETS	STATEMENT 14
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
EAGLE IMPORTS/ COBIA	78,535.	67,205.	67,205.
TO FORM 990-PF, PART II, LINE 15	78,535.	67,205.	67,205.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 15
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
BOND PAYABLE	415,000.	385,000.
DISCOUNT ON BOND PAYABLE	<4,198.>	<2,885.>
VISA PAYABLE	0.	84.
TOTAL TO FORM 990-PF, PART II, LINE 22	410,802.	382,199.

Asset detail

Fixed income

Taxable

Individual securities

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
25,000	North Tex Twy Auth Rev DTD 4/28/2011 2.441% 9/1/2013 Taxable-Bd Antic Nts-Spl P/s-A Moody's: N/R S&P: SP-1	\$ 101.3050	\$ 25,326.25	\$ 25,000.00	\$ 326.25	\$ 610.25	2.4%	1.0%
55,000	Crh America Inc DTD 9/29/2003 5.3% 10/15/2013 Moody's: BAA2 S&P: BBB+	103.3030	56,816.65	58,681.70	-1,865.05	2,915.00	5.1	2.3
10,000	Daimlerchrysler North Amer Hldg Corp Sr NT DTD 11/6/2003 6.50% 11/15/2013 Moody's: A3 S&P: A-	104.9740	10,497.40	11,354.90	-857.50	650.00	6.2	0.4
50,000	Vodafone Group PLC DTD 9/22/2003 5% 12/16/2013 Moody's: A3 S&P: A-	104.2740	52,137.00	54,339.50	-2,202.50	2,500.00	4.8	2.1
50,000	Rogers Wireless Inc DTD 2/20/2004 6.375% 3/1/2014 Moody's: BAA1 S&P: BBB	106.5370	53,268.50	56,503.00	-3,234.50	3,187.50	6.0	2.1
40,000	Bbva US Senior SA Uniper DTD 5/18/2011 3.25% 5/16/2014 Moody's: BAA3 S&P: BBB-	100.0890	40,035.60	39,554.00	481.60	1,300.00	3.3	1.6



December 1 - December 31, 2012

W. James Samford Jr. Foundation

Attachment A

Fixed income

Taxable

Individual securities
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
50,000	Wachovia Corporation DTD 7/22/2004 5.25% 8/1/2014 Moody's: A3 S&P: A	106.6340	53,317.00	53,657.50	-340.50	2,625.00	4.9	2.1
45,000	Citigroup Inc DTD 9/16/2004 5% 9/15/2014 Moody's: BAA3 S&P: BBB+	105.2090	47,344.05	47,368.50	-24.45	2,250.00	4.8	1.9
55,000	Td Ameritrade Holding Corp DTD 11/25/2009 4.15% 12/1/2014 Moody's: BAA1 S&P: A	106.5750	58,616.25	57,078.40	1,537.85	2,282.50	3.9	2.3
30,000	Illinois ST DTD 1/15/2010 4.421% 1/1/2015 Taxable Moody's: A2 S&P: A	106.0190	31,805.70	30,092.10	1,713.60	1,326.30	4.2	1.3
50,000	California ST DTD 4/28/2009 5.45% 4/1/2015 Build America Bonds-Taxable-Var Purp Moody's: A1 S&P: A-	109.7330	54,866.50	52,664.00	2,202.50	2,725.00	5.0	2.2
60,000	American Express Credit Co DTD 9/13/2010 2.75% 9/15/2015 Moody's: A2 S&P: A-	104.8380	62,902.80	58,806.00	4,096.80	1,650.00	2.6	2.5
55,000	Prudential Financial Inc DTD 9/15/2009 4.75% 9/17/2015 Moody's: BAA2 S&P: A	109.6150	60,288.25	58,646.05	1,642.20	2,612.50	4.3	2.4
55,000	Royal BK Scollnd Grp PLC DTD 9/18/2012 2.55% 9/18/2015 Moody's: BAA1 S&P: A-	102.3410	56,287.55	54,968.65	1,318.90	1,402.50	2.5	2.3
60,000	Goldman Sachs Group Inc DTD 2/7/2011 3.625% 2/7/2016 Moody's: A3 S&P: A-	105.8520	63,511.20	59,710.20	3,801.00	2,175.00	3.4	2.5
30,000	Kraft Foods Inc DTD 2/8/2010 4.125% 2/9/2016 Moody's: BAA2 S&P: BBB-	108.9510	32,685.30	31,441.80	1,243.50	1,237.50	3.8	1.3

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W. James Samford Jr. Foundation

Attachment A

Fixed income

Taxable

Individual securities continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
45,000	BP Capital Markets PLC DTD 3/11/2011 3.2% 3/11/2016 Moody's: A2 S&P: A	106.6720	48,002.40	44,934.30	3,068.10	1,440.00	3.0	1.9
30,000	Wal-Mart Stores Inc DTD 4/18/2011 2.8% 4/15/2016 Moody's: AA2 S&P: AA	106.6490	31,994.70	29,889.30	2,105.40	840.00	2.6	1.3
55,000	Bank Of America Corp DTD 8/14/2006 5.75% 8/15/2016 Moody's: BAA3 S&P: BBB+	109.3530	60,144.15	58,558.35	1,585.80	3,162.50	5.3	2.4
45,000	Barclays Bank PLC DTD 9/22/2009 5% 9/22/2016 Moody's: A2 S&P: A+	112.0890	50,440.05	50,424.75	15.30	2,250.00	4.5	2.0
50,000	Amgen Inc DTD 11/10/2011 2.5% 11/15/2016 Moody's: BAA1 S&P: A+	105.0670	52,533.50	51,700.00	833.50	1,250.00	2.4	2.1
60,000	Rabobank Nederland Ultrac DTD 1/19/2012 3.375% 1/19/2017 Moody's: AA2 S&P: AA-	107.4290	64,457.40	64,474.80	-17.40	2,025.00	3.1	2.6
55,000	Bear Stearns Co Inc DTD 11/22/2006 5.55% 1/22/2017 Moody's: A3 S&P: A-	112.7710	62,024.05	58,853.85	3,170.20	3,052.50	4.9	2.5
50,000	Ford Motor Credit Co LLC DTD 6/12/2012 3% 6/12/2017 Moody's: BAA3 S&P: BB+	102.7420	51,371.00	50,092.00	1,279.00	1,500.00	2.9	2.1
50,000	Astrazeneca PLC DTD 9/12/2007 5.9% 9/15/2017 Moody's: A1 S&P: AA-	121.5030	60,751.50	57,788.00	2,963.50	2,950.00	4.9	2.4
50,000	Blackrock Inc DTD 9/17/2007 6.25% 9/15/2017 Moody's: A1 S&P: A+	122.2090	61,104.50	56,718.40	4,386.10	3,125.00	5.1	2.4



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Attachment A

Fixed income

Taxable

Individual securities

continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
50,000	Verizon Communications DTD 2/12/2008 5.5% 2/15/2018 Moody's: A3 S&P: A-	120.0870	60,043.50	56,413.75	3,629.75	2,750.00	4.6	2.4
50,000	Oracle Corp DTD 4/9/2008 5.75% 4/15/2018 Moody's: A1 S&P: A+	121.7010	60,850.50	57,802.75	3,047.75	2,875.00	4.7	2.4
50,000	GlaxoSmithkline Cap Inc DTD 5/13/2008 5.65% 5/15/2018 Moody's: A1 S&P: A+	121.8040	60,902.00	56,997.50	3,904.50	2,825.00	4.6	2.4
50,000	Grupo Televisa Sab DTD 5/12/2008 6% 5/15/2018 Moody's: BAA1 S&P: BBB+	118.0450	59,022.50	58,215.50	807.00	3,000.00	5.1	2.4
50,000	Dr Pepper Snapple Group DTD 11/15/2011 2.6% 1/15/2019 Moody's: BAA1 S&P: BBB	103.1230	51,561.50	51,339.50	222.00	1,300.00	2.5	2.1
50,000	AT&T Inc DTD 2/3/2009 5.8% 2/15/2019 Moody's: A2 S&P: A-	122.7030	61,351.50	57,759.50	3,592.00	2,900.00	4.7	2.5
45,000	Met Life Glob Funding I DTD 2/17/2009 7.717% 2/15/2019 Moody's: A3 S&P: A-	131.1010	58,995.45	55,585.50	3,409.95	3,472.65	5.9	2.4
25,000	Jefferies Group Inc DTD 6/30/2009 8.5% 7/15/2019 Moody's: BAA3 S&P: BBB	119.5000	29,875.00	27,437.50	2,437.50	2,125.00	7.1	1.2
50,000	Simon Property Group LP DTD 1/25/2010 5.65% 2/1/2020 Moody's: A3 S&P: A-	120.0010	60,000.50	56,495.40	3,505.10	2,825.00	4.7	2.4
40,000	Teva Pharma Fin IV LLC DTD 12/18/2012 2.25% 3/18/2020 Moody's: A3 S&P: A-	100.8930	40,357.20	39,982.00	375.20	900.00	2.2	1.6

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Attachment A

W. James Samford Jr. Foundation

Fixed income

Taxable

Individual securities
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
55,000	Telefonica Emisiones Sau DTD 4/26/2010 5.134% 4/27/2020 Moody's: BAA2 S&P: BBB	105.1250	57,818.75	54,084.65	3,734.10	2,823.70	4.9	2.3
55,000	HSBC Finance Corp DTD 7/15/2011 6.676% 1/15/2021 Moody's: BAA2 S&P: A-	118.6370	65,250.35	61,790.30	3,460.05	3,671.80	5.6	2.6
35,000	Petrobras Intl Fin Co DTD 1/27/2011 5.375% 1/27/2021 Moody's: A3 S&P: BBB	112.5320	39,403.70	39,168.50	235.20	1,881.25	4.8	1.6
55,000	General Elec Cap Corp DTD 2/11/2011 5.3% 2/11/2021 Moody's: A2 S&P: AA	116.0780	63,842.90	59,809.75	4,033.15	2,915.00	4.6	2.6
60,000	Time Warner Cable Inc DTD 11/15/2010 4.125% 2/15/2021 Moody's: BAA2 S&P: BBB	109.5120	65,707.20	57,567.85	8,139.35	2,475.00	3.8	2.6
55,000	Time Warner Inc DTD 10/17/2011 4% 1/15/2022 Moody's: BAA2 S&P: BBB	109.4680	60,207.40	58,158.10	2,049.30	2,200.00	3.7	2.4
50,000	Comcast Corp DTD 7/2/2012 3.125% 7/15/2022 Moody's: BAA1 S&P: BBB+	104.1840	52,092.00	51,113.80	978.20	1,562.50	3.0	2.1
50,000	Morgan Stanley DTD 10/23/12 4.875% 11/1/22 Moody's: BAA2 S&P: BBB+	103.5390	51,769.50	49,823.00	1,946.50	2,437.50	4.7	2.1
Total taxable individual securities			\$ 2,301,580.70	\$ 2,222,844.90	\$ 78,735.80	\$ 97,983.45		91.9%
Total taxable fixed income			\$ 2,301,580.70	\$ 2,222,844.90	\$ 78,735.80	\$ 97,983.45		91.9%
Total fixed income			\$ 2,301,580.70	\$ 2,222,844.90	\$ 78,735.80	\$ 97,983.45		91.9%
Total assets			\$ 2,506,585.23	\$ 2,427,849.43	\$ 78,735.80	\$ 97,983.45		100.0%

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