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 **2012** **Open to Public Inspection**

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation: BYNUM FOUNDATION 1055001912

A Employer identification number: 20-3859323

Number and street (or P.O box number if mail is not delivered to street address) / Room/suite: C/O REGIONS BANK TRUST DEPT, PO 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 ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1 Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 3,521,201.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) ________ (Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 ▶ [X] if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	14.	14.		STMT 1
	4 Dividends and interest from securities	14,721.	11,818.		
	5a Gross rents	5,537.	5,537.	NONE	
	b Net rental income or (loss) 2,673				
	6a Net gain or (loss) from sale of assets not on line 10	-20,504			
	b Gross sales price for all assets on line 6a 482,556.				
	7 Capital gain net income (from Part IV, line 2)				
	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) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	-232	17,369.	NONE	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	26,866.	18,293.		8,573.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT 2	2,612.	NONE	NONE	2,612.
	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	5,657.	5,709.		
	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) STMT 5	3,930.	3,840.		90.
	24 Total operating and administrative expenses. Add lines 13 through 23	40,265.	27,842.	NONE	12,475.
	25 Contributions, gifts, grants paid	162,562.			162,643.
	26 Total expenses and disbursements. Add lines 24 and 25	202,827.	27,842.	NONE	175,118.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-203,059.			
	b Net investment income (if negative, enter -0-)		-0-		
	c Adjusted net income (if negative, enter -0-)			NONE	

JSA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2012)

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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	75,930.	6,225.	6,225.
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 6	86,251.	105,356.	106,993.
b	Investments - corporate stock (attach schedule) STMT 7	202,859.	214,330.	250,510.
c	Investments - corporate bonds (attach schedule) STMT 10	197,880.	210,977.	218,673.
11	Investments - land, buildings, and equipment: basis ▶ 3,230,219.			
	Less: accumulated depreciation (attach schedule) ▶ See attachment	3,409,802.	3,230,219.	2,938,800.
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)	3,972,722.	3,767,107.	3,521,201.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27	Capital stock, trust principal, or current funds	3,972,722.	3,767,107.	
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)	3,972,722.	3,767,107.	
31	Total liabilities and net assets/fund balances (see instructions)	3,972,722.	3,767,107.	

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	3,972,722.
2	Enter amount from Part I, line 27a	2	-203,059.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 13	3	187.
4	Add lines 1, 2, and 3	4	3,769,850.
5	Decreases not included in line 2 (itemize) ▶ AMORTIZATION ADJUSTMENT	5	2,743.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,767,107.

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	482,556.		503,060.	-20,504.
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				-20,504.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } — 2 — -20,504.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 — 3

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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	107,198.	3,725,423.	0.028775
2010	178,430.	3,951,734.	0.045152
2009	75,849.	4,301,791.	0.017632
2008	131,380.	4,375,576.	0.030026
2007	294,445.	3,463,656.	0.085010

		Line	Amount
2	**Total** of line 1, column (d)	2	0.206595
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	0.041319
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,571,581.
5	Multiply line 4 by line 3	5	147,574.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	147,574.
8	Enter qualifying distributions from Part XII, line 4	8	175,118.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	NONE
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	NONE
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	NONE
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b	Exempt foreign organizations - tax withheld at source	6b NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c NONE		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	NONE
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	NONE
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ NONE **Refunded** ▶		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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ ______ (2) On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ REGIONS BANK, TRUST DEPT Telephone no. ▶ (251)690-1024

Located at ▶ 11 N. WATER STREET, 25TH FLOOR, MOBILE, AL ZIP+4 ▶ 36602

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b		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. ▶ ____ , ____ , ____ , ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)*	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

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)? **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? . . . . . . ☐ 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** No: 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? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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		26,866.	-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

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 ▶	

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	631,654.
b	Average of monthly cash balances	1b	-558.
c	Fair market value of all other assets (see instructions)	1c	2,994,875.
d	**Total** (add lines 1a, b, and c)	1d	3,625,971.
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	3,625,971.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	54,390.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,571,581.
6	**Minimum investment return.** Enter 5% of line 5	6	178,579.

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	178,579.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: NONE		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	NONE
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	178,579.
4	Recoveries of amounts treated as qualifying distributions	4	81.
5	Add lines 3 and 4	5	178,660.
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	178,660.

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	175,118.
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	175,118.
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	175,118.

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 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				178,660.
2	Undistributed income, if any, as of the end of 2012:				
a	Enter amount for 2011 only			142,542.	
b	Total for prior years: 20 10 , 20 ___ , 20 ___		NONE		
3	Excess distributions carryover, if any, to 2012:				
a	From 2007 ... NONE				
b	From 2008 ... NONE				
c	From 2009 ... NONE				
d	From 2010 ... NONE				
e	From 2011 ... NONE				
f	Total of lines 3a through e	NONE			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 175,118.				
a	Applied to 2011, but not more than line 2a			142,542.	
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 2012 distributable amount				32,576.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				146,084.
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 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9:				
a	Excess from 2008 ... NONE				
b	Excess from 2009 ... NONE				
c	Excess from 2010 ... NONE				
d	Excess from 2011 ... NONE				
e	Excess from 2012 ... 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 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 (a) 2012	Prior 3 years (b) 2011	(c) 2010	(d) 2009	(e) Total
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 ▶ [X] 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:

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*				
SEE STATEMENT 20				162,643.
Total . . . . ▶ 3a				162,643.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	14.	
4 Dividends and interest from securities			14	14,721.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	2,673.	
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	-20,504.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-3,096.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 -3,096.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

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.

Julie S Chmka | 08/12/2013 | TRUST OFFICER

Signature of officer or trustee | Date | Title

REGIONS BANK, TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no.

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
BYNUM FOUNDATION 1055001912	20-3859323

DESCRIPTION OF PROPERTY
44 ACRES M/L S MARGIN SNODGRASS RD,

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

OTHER INCOME:			
TOTAL GROSS INCOME			
OTHER EXPENSES:			
INSURANCE		-30.	
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			-30.
TOTAL RENT OR ROYALTY INCOME (LOSS)			30.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
~~Other Expenses~~			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			30.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des.	(e) Bus. %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA
2E7000 1 000

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
BYNUM FOUNDATION 1055001912	20-3859323

DESCRIPTION OF PROPERTY
79.80 AC M/L SE MARGIN HWY 72

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME	3,041.	
OTHER INCOME:		
TOTAL GROSS INCOME		3,041.
OTHER EXPENSES:		
INSURANCE	218.	
TAXES	1,433.	
OTHER EXPENSES	27.	
DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		1,678.
TOTAL RENT OR ROYALTY INCOME (LOSS)		1,363.
Less Amount to		
Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		1,363.
Deductible Rental Loss (if Applicable)		

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des.	(e) Bus. %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER DEDUCTIONS

OTHER RENTAL EXPENSES	27.
	27.

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
BYNUM FOUNDATION 1055001912	20-3859323

DESCRIPTION OF PROPERTY
29 AC M/L VACANT TRACT CLOVERDALE &

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME	2,496.	
OTHER INCOME:		
TOTAL GROSS INCOME		2,496.
OTHER EXPENSES:		
INSURANCE	218.	
TAXES	985.	
OTHER EXPENSES	13.	
DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		1,216.
TOTAL RENT OR ROYALTY INCOME (LOSS)		1,280.
Less Amount to		
Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		1,280.
Deductible Rental Loss (if Applicable)		

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des.	(e) Bus. %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA
2E7000 1 000

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER DEDUCTIONS

OTHER RENTAL EXPENSES	13.
	13.

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INTEREST	14.	14.
TOTAL	14.	14.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - PRINCIPAL (ALLOCA	2,612.			2,612.
TOTALS	2,612.	NONE	NONE	2,612.

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	NET INVESTMENT INCOME
FOREIGN TAXES	13.	13.
REAL ESTATE TAX ON NON-RENTAL	5,644.	5,644.
FOREIGN TAXES ON QUALIFIED FOR		41.
FOREIGN TAXES ON NONQUALIFIED		11.
TOTALS	5,657.	5,709.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
RENT AND ROYALTY EXPENSES	2,864.		
RENT AND ROYALTY EXPENSES		2,864.	
REAL ESTATE EXPENSE ON NON-REN	976.	976.	
OTHER NON ALLOCABLE EXPENSE	90.		90.
TOTALS	3,930.	3,840.	90.

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

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FHLM CORP 5.75% 1/15/12		9,147.		
TENNESSE VALLEY 6.79% 5/23/12		2,058.		
US TREASURY .75% 8/15/13		16,093.		
US TREASURY 2.625% 11/15/20		4,877.	10,329.	10,975.
FNMA 5% 03/15/16		12,470.	19,044.	19,454.
US TREASURY N/B .75% 5/31/12		33,112.		
US TREASURY INF.625% 7/15/21		8,494.		
FHLM 2.875% 2/9/15			14,793.	14,751.
FHLM 1% 7/30/14			9,110.	9,108.
US TREAS 1.375% 11/30/15			42,264.	42,205.
US TREAS .625% 7/15/21			9,816.	10,500.
	TOTALS	86,251.	105,356.	106,993.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ALLERGAN LABS	1,918.	2,848.	3,669.
AMERICAN EXPRESS CO	2,308.	2,607.	3,449.
APACHE CORP	2,741.		
CVS/CAREMARK CORP	1,958.	2,645.	3,626.
CATERPILLAR INC	2,019.		
CHEVRON CORP	2,073.	4,813.	5,407.
CISCO SYSTEMS	2,555.	3,826.	4,028.
WALT DISNEY CO		3,502.	3,485.
EMC CORP	2,017.	1,434.	1,893.
EXXON MOBIL CORP	1,943.	2,776.	3,462.
GEN ELECTRIC CO	2,412.	2,796.	3,563.
GOLDMAN SACHS	3,334.		
HALLIBURTON CO	2,194.		
INTEL CORP	2,080.	2,895.	2,681.
JP MORGAN CHASE & CO	2,844.	4,796.	5,496.
JOHNSON & JOHNSON	2,134.	3,106.	3,505.
JUNIPER NETWORKS INC	2,819.	1,851.	1,967.
MATTEL INC	1,980.		
MCGRAW HILL INC	1,693.		
MONSANTO CO	2,039.	2,399.	3,786.
NORFOLK SOUTHERN CORP	2,103.		
ORACLE CORP	2,078.	2,996.	3,998.
PEPSICO INC	2,202.	3,206.	3,422.
PHILIP MORRIS INT INC	1,937.	4,120.	5,018.
PROCTER & GAMBLE CO	2,146.	3,109.	3,395.
PRUDENTIAL FIN INC	2,882.	3,399.	3,466.
QUALCOMM INC	2,103.	2,415.	3,402.
SCHLUMBERGER LTD	2,498.	3,196.	3,465.
STAPLES INC	2,465.		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
STATE STREET CORP	2,547.		
STRYKER CORP	2,715.	3,250.	3,563.
THERMO FISHER SCIENTIFIC INC	2,978.	1,387.	1,913.
3 MCO	2,756.	3,193.	3,714.
TIFFANY & CO		3,459.	3,440.
TRAVELLERS COMP INC	2,589.	2,589.	3,591.
UNITED TECHNOLOGIES CORP	2,010.	1,645.	2,050.
VF CORP			
VERIZON CORP COMM	1,939.	2,752.	3,678.
VISA-INC-CLASS A SHRS	1,943.	1,943.	3,790.
WALGREEN CO	2,520.		
356	2,686.		
OPPENHEIMER MAIN ST SMALL CAP	9,392.	8,650.	12,065.
PIONEER SELECT MID CAP GROWTH	9,516.	8,580.	11,496.
MFS RESH INTL FD CL I	31,311.	19,330.	23,625.
AUTO DESK INC	2,071.		
BLACK ROCK INC	2,467.	1,638.	2,067.
BROADCOM CORP	2,895.	3,561.	3,487.
EMERSON ELECTRIC CO	2,450.	1,946.	2,118.
GOOGLE INC CL A	2,216.	1,662.	2,122.
HASBRO INC	2,772.		
LABORATORY CORP AMER HLDGS COM	2,800.	3,232.	3,465.
MERCK & CO INC	2,229.	2,614.	3,275.
NEXTERA ENERGY INC	2,183.	3,159.	3,805.
OCCIDENTAL PETE CORP	2,621.		
PRAXAIR INC	2,507.	3,627.	3,831.
TEXAS INSTRS INC	2,342.	3,259.	3,552.
ARTISAN FDS INC INTL VALUE FD	30,125.	18,195.	22,785.
ISHARES MSCI EMERGING MKT IN	4,804.	4,804.	5,544.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ANADARKO PETROLEUM		3,599.	3,716.
APPLE INC		5,698.	5,322.
BAXTER INTL		3,251.	3,666.
DANAHER CORP DEL		3,536.	3,634.
HJ HEINZ CO		3,478.	3,749.
JOHNSON CTLS INC		4,027.	3,834.
LOWE'S COMPANIES		3,565.	3,907.
MCDONALDS CORP		3,759.	3,528.
METLIFE INC		1,986.	1,812.
TARGET CORP		3,430.	3,550.
WELLS FARGO & CO		5,275.	5,298.
ACCENTURE PLA - CL A		3,516.	3,325.
TOTALS	202,859.	214,330.	250,510.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
AT&T INC DTD 5/13/08 5.6%	2,176.	3,335.	3,619.
BARCLAYS BANK 3.9% 4/7/15	2,973.	4,002.	4,242.
CSX CORP 6.25% 4/1/15	2,212.	3,270.	3,359.
CA INC 5.375% 12/1/19	2,084.	3,176.	3,417.
CATERPILLAR INC 7.9% 12/15/18	2,566.	3,819.	4,069.
CITIGROUP INC 6% 12/13/13	3,165.		
COMCAST CORP 5.7% 7/1/19	2,174.	3,350.	3,655.
CREDIT SUISSE 5.5% 5/1/14	5,282.	7,277.	7,448.
DIRECTV 3.55% 3/15/15	3,098.	3,073.	3,156.
GEN ELECTRIC 5% 2/1/13	3,128.	4,070.	4,015.
GOLDMAN SACHS 7.5% 2/15/19	3,324.	3,324.	3,775.
GOLDMAM SACHS 6% 5/1/4	3,124.	3,077.	3,193.
HESS CORP 8.125% 2/15/19	2,467.	3,709.	3,948.
HEWLETT PACKARD 2.2% 12/1/15	2,997.	4,001.	4,005.
KRAFT FOODS INC 4.125% 2/9/16	3,148.		
MERRIL LYNCH 6.875% 4/25/18	4,084.	3,025.	3,616.
ORACLE CORP 5.75% 4/15/18	2,319.	3,481.	3,651.
PETROBRAS INTL 5.75% 1/20/20	3,094.	3,087.	3,415.
PRUDENTIAL FIN 4.5% 11/15/20	2,996.	2,995.	3,350.
TALISMAN ENERGY 7.75% 6/1/19	2,417.	3,601.	3,867.
TARGET CORP 5.375% 5/1/17	2,210.	3,344.	3,531.
TIME WARNER CABLE 6.75% 7/1/18	2,313.	3,501.	3,748.
WACHOVIA CORP 5.75% 6/15/17	2,147.	3,275.	3,553.
CITIGROUP INC FDIC 2.25%	9,182.	3,084.	3,144.
JOHN DEERE CAPITAL CORP 2.87%	9,198.		
GENERAL ELECT CAP CORP 2.2%	7,103.		
FHLM CORP POOL 5% 6/1/37	2,746.	1,693.	1,700.
FHLM CORP POOL 5% 7/1/35	3,726.	2,364.	2,351.
FHLM CORP POOL 4% 8/1/25	3,376.	2,142.	2,141.

BYNUM FOUNDATION 1055001912 20-3859323

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FHLM CORP POOL 3.5% 7/1/26	2,808.	1,850.	1,871.
FHLM CORP POOL 2.5% 8/1/26	3,883.		
FHLM CORP POOL 4% 7/1/25	2,961.	1,780.	1,793.
FNMA POOL 3.5% 12/1/25	3,612.	2,566.	2,612.
FNMA POOL 4% 3/1/26	2,609.	1,795.	1,830.
FNMA POOL 4.5% 4/1/41	1,927.	1,501.	1,535.
FNMA POOL 4.5% 6/1/41	2,023.	1,552.	1,607.
FNMA POOL 5% 3/1/19	4,792.	3,384.	3,413.
FNMA POOL 5% 3/1/34	3,968.	2,526.	2,550.
FNMA POOL 5% 6/1/35	2,819.	1,837.	1,859.
FNMA POOL 6% 10/1/38	18,753.	13,687.	13,933.
FNMA POOL 5% 5/1/23	3,422.	2,400.	2,435.
FNMA POOL 4% 6/1/25	2,810.	1,782.	1,813.
FNMA POOL 3.5% 9/1/25	2,331.	1,544.	1,580.
AMERICAN EXP CRD 2.75% 9/15/15	3,045.	4,067.	4,194.
ANHEUSER-BUSCH 2.875% 2/15/16	3,068.	3,056.	3,177.
DUKE ENERGY CO 2.15% 11/15/16	3,010.	4,036.	4,136.
GENERAL ELEC CAP 5.3% 2/11/21	3,080.	3,075.	3,482.
INTEL CORP 3.3% 10/1/21	3,021.	3,019.	3,181.
MORGAN STANLEY 4.2% 11/20/14	6,089.	7,003.	7,304.
ONTARIO PROV OF 1.375% 1/27/14	6,024.	7,029.	7,076.
SUNTRUST BKS INC 3.5% 1/20/17	3,005.	3,004.	3,222.
TELEFONICA EMIS 5.462% 2/16/21	2,973.		
TEVA PHARMA FIN 1.7% 11/10/14	2,001.	4,030.	4,092.
TOYOTA MOTOR CRD 3.4% 9/15/21	3,017.	3,015.	3,267.
FHLM 4.5% 1/1/38		3,144.	3,142.
FHLM 4.5% 5/1/39		2,068.	2,091.
FHLM 4% 10/1/41		1,869.	1,886.
FHLM 3.5% 8/1/26		2,700.	2,714.

BYNUM FOUNDATION 1055001912 20-3859323

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FNMA 5.5% 4/1/34		1,696.	1,711.
FNMA 4% 6/1/39		1,905.	1,932.
FNMA 4.5% 11/1/33		3,185.	3,202.
BHP BILLITON FIN 1% HP BILLI		6,999.	7,052.
CHEVRON CORP 1.104%		4,013.	4,028.
CISCO SYSTEMS 5.5%		3,441.	3,429.
INTL BUS MACHINES 1.95%		7,222.	7,275.
MONDELEZ INTL 4.125%		3,121.	3,269.
ROYAL BK OF CAN 1.2%		5,001.	5,012.
TOTALS	197,880.	210,977.	218,673.

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

DESCRIPTION		AMOUNT
TIP OID INCOME ADJUSTMENT		180.
ACCRETION ADJUSTMENT		7.
	TOTAL	187.

STATEMENT 13

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

OFFICER NAME:
REGIONS BANK
ADDRESS:
PO BOX 11426
BIRMINGHAM, AL 35202
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 22,866.

OFFICER NAME:
ANDREW SKELTON
ADDRESS:
907 BUCHANNAN
SCOTTSBORO, AL 35768
TITLE:
CHAIRMAN
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 1,000.

OFFICER NAME:
MARK SKELTON SR.
ADDRESS:
204 KIRBY STREET
SCOTTSBORO, AL 35768
TITLE:
BOARD MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 1,000.

OFFICER NAME:
WILLIAM TALLY
ADDRESS:
PO BOX 1067
SCOTTSBORO, AL 35768
TITLE:
BOARD MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 1,000.

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

OFFICER NAME:
MARK SKELTON JR.
ADDRESS:
1445 LAKE CREEK RD
EDWARDS, CO 81632
TITLE:
BOARD MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 1,000.

TOTAL COMPENSATION: 26,866.

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

MONTH	LINE 1a-FMV SECURITIES	LINE 1b-FMV CASH BALANCES	LINE 1c-FMV OTHER ASSETS
JANUARY	595,861.	-1,470.	3,103,050.
FEBRUARY	602,052.	NONE	3,103,050.
MARCH	602,399.	NONE	3,103,050.
APRIL	600,365.	-1,049.	3,103,050.
MAY	732,150.	-2,112.	2,954,695.
JUNE	696,922.	NONE	2,938,800.
JULY	700,096.	-1,364.	2,938,800.
AUGUST	629,475.	NONE	2,938,800.
SEPTEMBER	615,705.	-698.	2,938,800.
OCTOBER	610,158.	NONE	2,938,800.
NOVEMBER	612,263.	NONE	2,938,800.
DECEMBER	582,401.	NONE	2,938,800.
TOTAL	7,579,847.	-6,693.	35,938,495.
AVERAGE FMV	631,654.	-558.	2,994,875.

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

RECIPIENT NAME:
FIRST UNITED METHODIST CHURCH
ADDRESS:
1105 S. BROAD STREET
SCOTTSBORO, AL 35768
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
DISCRETIONARY USE FOR THREE GRANT REQUESTS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 8,682.

RECIPIENT NAME:
JACKSON COUNTY HISTORICAL
ASSOCIATION
ADDRESS:
PO BOX 1494
SCOTTSBORO, AL 35768
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RENOVATION OF OUTBUILDING, LANDSCAPING ETC.
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 17,100.

RECIPIENT NAME:
SCOTTSBORO JACKSON HERITAGE CTR
ASSOCIATION
ADDRESS:
208 S. HOUSTON STREET
SCOTTSBORO, AL 35768
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ADDITIONAL LIGHTING, REPAIR CABIN AND DOOR
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 7,047.

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

RECIPIENT NAME:
CITY OF SCOTTSBORO
ADDRESS:
316 SOUTH BROAD STREET
SCOTTSBORO, AL 35768
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR SCOTT PUBLIC LIBRARY WIRELESS PA SYSTEM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 3,814.

RECIPIENT NAME:
HABITAT FOR HUMANITY OF JACKSON
COUNTY
ADDRESS:
P. O. BOX 992
SCOTTSBORO, AL 35768
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TO COVER 25% OF PROJECT EXPENSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 16,000.

RECIPIENT NAME:
FRIENDS OF THE FAMILY OF
JACKSON COUNTY, INC
ADDRESS:
P. O. BOX 1095
SCOTTSBORO, AL 35768
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PURCHASE OF DVD'S, BOOKS FOR RESOURCE LIBRARY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,000.

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

RECIPIENT NAME:
CASA OF JACKSON COUNTY
MS. BEVERLY WALDROP
ADDRESS:
250 SOUTH BROAD STREET
SCOTTSBORO, AL 35768
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
REPAIRS, WHEELCHAIR RAMP, MEDICAL EQUP, ETC.
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
SCOTTSBORO CITY BOARD OF EDUCATION
ATTN: JUDITH L. BERRY
ADDRESS:
305 S. SCOTT STREET
SCOTTSBORO, AL 35768
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR SOUND AND LIGHTING EQUIPMENT ETC
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 70,000.

RECIPIENT NAME:
ALABAMA COOPERATIVE EXTENSION SYSTM
JACKSON COUNTY EXTENSION OFFICE
ADDRESS:
P.O.BOX 906
SCOTTSBORO, AL 35768
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 19,000.

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

RECIPIENT NAME:
SKYLINE FARMS HERITAGE ASSOCIATION
MR. HAROLD OWENS
ADDRESS:
802 COUNTY ROAD 25
SCOTTSBORO, AL 35768
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
REPAIR AND REPLACE ROOF ON ROCK STORE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
FACKLER SENIOR/YOUTH COMMUNITY CTR
MS. BETTY KNIGHT
ADDRESS:
117 COUNTY ROEAD 428
FACKLER, AL 37546
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RESTORE THE MCGUFFEY STORE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

TOTAL GRANTS PAID: 162,643.

STATEMENT 20

RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
44 ACRES M/L S MARGI			-30.	30.
79.80 AC M/L SE MARG	3,041.		1,678.	1,363.
29 AC M/L VACANT TRA	2,496.		1,216.	1,280.
TOTALS	5,537.		2,864.	2,673.

STATEMENT 21

ATTACHMENT TO PART II, LINE 11
DETAIL LISTING OF REAL ESTATE ASSETS
AS OF 12/31/2012

CUSIP	ASSET NAME	BOOK VALUE	FAIR MARKET VALUE
NM0004686	13 ACRES M/L WOODED #31, JACKSON CO., AL	368,265.31	$452,000.00
NM0004702	40 AC TIMBERLAND VALUES LAND	42,673.19	$36,000.00
NM0004710	21.5 AC TIMBERLAND, VALUES LAND, JACKSON CO, AL	20,883.91	$19,000.00
NM0004728	73 AC TIMBERLAND VALUES LAND, JACKSON CO, AL	88,475.00	$100,000.00
NM0004736	TRACT 32, 6.02 AC M/L E MARGIN HWY, 72 JACKSON CO, AL	570,078.02	$435,000.00
NM0004744	79.80 AC M/L, SCOTTSBORO, JACKSON CO, AL	1,791,914.87	$1,600,000.00
RR0007528	1.77 AC M/L VACANT TRACT SCOTTSBORO, JACKSON CO, AL	96,683.46	$52,000.00
RR0007536	13.47 AC M/L WALSH & WILSON STS, JACKSON CO, AL	27,579.93	$23,000.00
RR0007551	VACANT LOT, E145 LOT 41, JACKSON CO, AL	2,800.00	$4,000.00
RR0007569	LOTS 71-78 COFFEY BYNUM 3RD ADDN, JACKSON CO, AL	2,300.00	$2,000.00
RR0007577	LOTS 69-70 COFFEY BYNUM 3RD ADDN, JACKSON CO, AL	1,300.00	$1,800.00
RR0007585	TRACTS 17 & 20-VACANT LAND, JACKSON CO, AL	11,575.00	$11,000.00
RR0011256	29 AC M/L VACANT TRACT, JACKSON SO, AL	205,690.10	$203,000.00
	TOTAL	$3,230,218.79	$2,938,800.00

Form **8868** (Rev. January 2013) Department of the Treasury Internal Revenue Service

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.	Employer identification number (EIN) or
BYNUM FOUNDATION 1055001912	20-3859323
Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
C/O REGIONS BANK TRUST DEPT, PO BOX 2886	
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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	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 08/15 , 20 13 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 20 12 or

▶ [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___.

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	$ NONE
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	$
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	$ NONE

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.