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 , **and ending**

Name of foundation: CARL AND JESSIE SUMMERS SCHOLARSHIP FUND

A Employer identification number: 20-3919247

Number and street (or P O box number if mail is not delivered to street address): 2211 HIGHLAND AVE SOUTH | Room/suite

B Telephone number: 205-558-7721

City or town, state, and ZIP code: BIRMINGHAM, AL 35205

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) ▶$ 524,817.

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))

	Line	Description	(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			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	11,157.	11,157.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	18,474.			
	b	Gross sales price for all assets on line 6a 146,125.				
	7	Capital gain net income (from Part IV, line 2)		18,474.		
	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				
	12	Total. Add lines 1 through 11	29,631.	29,631.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	4,012.	2,006.		2,006.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 2	3,269.	817.		2,452.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 3	564.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	7,845.	2,823.		4,458.
	25	Contributions, gifts, grants paid	22,000.			22,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	29,845.	2,823.		26,458.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-214.			
	b	**Net investment income** (if negative, enter -0-)		26,808.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED FEB 28 2013 OGDEN, UT IRS-OSC

SCANNED APR 04 2013

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing		306.	306.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 4	31,067.	6,319.	6,319.
	b Investments - corporate stock STMT 5	232,862.	207,999.	252,179.
	c Investments - corporate bonds STMT 6	0.	53,128.	53,004.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	204,552.	200,515.	213,009.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	468,481.	468,267.	524,817.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [ ] 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 ▶ [X] 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	468,481.	468,267.	
	30 **Total net assets or fund balances**	468,481.	468,267.	
	31 **Total liabilities and net assets/fund balances**	468,481.	468,267.	

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	468,481.
2	Enter amount from Part I, line 27a	2	-214.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	468,267.
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	468,267.

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	SEE SCHEDULES ATTACHED			12/31/12
b	SEE SCHEDULES ATTACHED			12/31/12
c	CAPITAL GAINS DIVIDENDS			
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	136,882.		124,807.	12,075.
b	3,145.		2,844.	301.
c	6,098.			6,098.
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				12,075.
b				301.
c				6,098.
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** 18,474.

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

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? [X] 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			
2010			
2009			
2008			
2007			

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

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 ▶ ☐ and enter 1% of Part I, line 27b		1	536.
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	536.
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	536.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 400.		
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	400.
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	136.
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** ▶	**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 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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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? N/A	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 ▶ BANCORPSOUTH - TRUST & ASSET MGMT. Telephone no. ▶ 205-558-7721
Located at ▶ 2211 HIGHLAND AVE S, BIRMINGHAM, AL ZIP+4 ▶ 35205

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

			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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)? N/A	1b		
	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.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.)* 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

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
BANCORPSOUTH 2211 HIGHLAND AVE S. BIRMINGHAM, AL 35205	CORPORATE TRUSTEE 5.00	4,012.	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

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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

Form **990-PF** (2012)

223561
12-05-12

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	511,738.
b	Average of monthly cash balances	1b	15,079.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	526,817.
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	526,817.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,902.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	518,915.
6	**Minimum investment return.** Enter 5% of line 5	6	25,946.

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	25,946.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 536.		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	536.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	25,410.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	25,410.
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	25,410.

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	26,458.
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	26,458.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	26,458.

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				25,410.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			21,420.	
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: ▶ $ 26,458.				
a Applied to 2011, but not more than line 2a			21,420.	
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				5,038.
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				20,372.
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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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 ▶ [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:

AUBURN UNIVERSITY SCHOLARSHIP OFFICE, 334-844-7570
317 SOUTH COLLEGE STREET, AUBURN, AL 36849

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

CONTACT AUBURN UNIVERSITY SCHOLARSHIP OFFICE FOR APPLICATION INFORMATION

c Any submission deadlines:

CONTACT AUBURN UNIVERSITY SCHOLARSHIP OFFICE FOR APPLICATION INFORMATION

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

CONTACT AUBURN UNIVERSITY SCHOLARSHIP OFFICE FOR APPLICATION INFORMATION

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*				
AUBURN UNIVERSITY FOUNDATION 317 SOUTH COLLEGE STREET AUBURN, AL 36830	N/A	PUBLIC	SCHOLARSHIP/ EDUCATIONAL	22,000.
Total			▶ 3a	22,000.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	11,157.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	18,474.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		29,631.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 29,631.

(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).

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
		N/A	

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

Roger Smith | 2/25/2013 | TRUST OFFICER

Signature of officer or trustee | Date | 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 ☐ if self-employed	PTIN
DIANA S. KNIGHT, CPA, CVA	DIANA S. KNIGHT,	02/19/13		P00159562
Firm's name ▶ SOVEREIGN CPA GROUP, LLC			Firm's EIN ▶ 27-2170003	
Firm's address ▶ POST OFFICE BOX 361490 BIRMINGHAM, AL 35236			Phone no. 205.402.4245	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANCORPSOUTH	17,255.	6,098.	11,157.
TOTAL TO FM 990-PF, PART I, LN 4	17,255.	6,098.	11,157.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,269.	817.		2,452.
TO FORM 990-PF, PG 1, LN 16B	3,269.	817.		2,452.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2011 FEDERAL TAX	164.	0.		0.
2012 ESTIMATED TAX	400.	0.		0.
TO FORM 990-PF, PG 1, LN 18	564.	0.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 4

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS GOV'T M/M		X	6,319.	6,319.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			6,319.	6,319.
TOTAL TO FORM 990-PF, PART II, LINE 10A			6,319.	6,319.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DWS DREMAN SMALL CAP VALUE	5,493.	6,881.
T. ROWE PRICE GROWTH STOCK	17,154.	27,020.
T. ROWE PRICE EQUITY INCOME	49,178.	57,054.
T. ROWE PRICE MID CAP GROWTH FUND	7,925.	11,474.
ROYCE PENNSYLVANIA MUTUAL FUND	4,543.	6,693.
FRANKLIN MUTUAL DISCOVERY Z FUND	32,947.	33,911.
FEDERATED INTERCONTINENTAL INST	9,666.	12,490.
DODGE & COX STOCK FUND	21,694.	27,413.
FIDELITY ADVISOR NEW INSIGHTS INST	47,900.	56,906.
JOHN HANCOCK DISC VAL MID CAP FUND	11,499.	12,337.
TOTAL TO FORM 990-PF, PART II, LINE 10B	207,999.	252,179.

FORM 990-PF CORPORATE BONDS STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY TOTAL BOND FUND	53,128.	53,004.
TOTAL TO FORM 990-PF, PART II, LINE 10C	53,128.	53,004.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
VANG BOND INDEX #222	COST	71,538.	76,726.
DODGE & COX INCOME	COST	48,743.	53,184.
PIONEER STRATEGIC INCOME FUND (Y SHARES)	COST	37,716.	40,189.
JOHN HANCOCK STRAT INC OPP FUND	COST	13,325.	13,543.
PIONEER MULTI ASSET FLOATING RATE FUND	COST	29,193.	29,367.
TOTAL TO FORM 990-PF, PART II, LINE 13		200,515.	213,009.

TAX PREPARER 1
TRUST ADMINISTRATOR RWS
INVESTMENT OFFICER: MKC

LEGEND. F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
32.1450 DWS DREMAN SMALL CAP VALUE INST - 23338F754 - MINOR = 487							
SOLD		02/03/2012	1172 00				
ACQ	4 5680	09/12/2007	166 55	178 88	-12.33	LT15	Y
	4 6160	10/02/2007	168 30	190 00	-21 70	LT15	Y
	4 6630	11/06/2007	170 01	190 00	-19 99	LT15	Y
	4.7760	12/05/2007	174 13	190 00	-15 87	LT15	Y
	5.6350	01/04/2008	205 45	190 00	15 45	LT15	Y
	5 3620	02/04/2008	195.50	180 00	15 50	LT15	Y
	2.5250	02/06/2008	92 06	82.22	9 84	LT15	Y
3830 DWS DREMAN SMALL CAP VALUE INST - 23338F754 - MINOR = 487							
SOLD		03/09/2012	14.00				
ACQ	.3830	02/06/2008	14.00	12.47	1.53	LT15	Y
1.2200 DWS DREMAN SMALL CAP VALUE INST - 23338F754 - MINOR = 487							
SOLD		03/23/2012	45.00				
ACQ	1 2200	02/06/2008	45.00	39 73	5 27	LT15	Y
1 1270 DWS DREMAN SMALL CAP VALUE INST - 23338F754 - MINOR = 487							
SOLD		05/22/2012	38 00				
ACQ	1.1270	02/06/2008	38.00	36 70	1 30	LT15	Y
167 3080 DWS DREMAN SMALL CAP VALUE INST - 23338F754 - MINOR = 487							
SOLD		11/15/2012	5829 00				
ACQ	.5800	02/06/2008	20 21	18 88	1.33	LT15	Y
	5 9710	03/07/2008	208 03	190 00	18 03	LT15	Y
	5.7470	04/08/2008	200 23	190.00	10 23	LT15	Y
	5.6000	05/05/2008	195 10	190 00	5.10	LT15	Y
	5.4230	05/22/2008	188 94	190 00	-1 06	LT15	Y
	5.7600	07/25/2008	200 68	190 00	10 68	LT15	Y
	5.7900	08/07/2008	201 72	190 00	11 72	LT15	Y
	4 4820	08/20/2008	156 15	150 00	6 15	LT15	Y
	127.9550	09/03/2008	4457 94	4335 11	122 83	LT15	Y
1 7840 DWS DREMAN SMALL CAP VALUE INST - 23338F754 - MINOR = 487							
SOLD		11/28/2012	65 00				
ACQ	1.7840	09/03/2008	65 00	60 44	4 56	LT15	Y
3 9440 DODGE & COX INCOME - 256210105 - MINOR = 495							
SOLD		03/09/2012	54 00				
ACQ	3.9440	06/05/2007	54 00	49 65	4 35	LT15	Y
10 6540 DODGE & COX INCOME - 256210105 - MINOR = 495							
SOLD		05/22/2012	145 00				
ACQ	10.6540	06/05/2007	145 00	134 13	10 87	LT15	Y
38 0200 DODGE & COX INCOME - 256210105 - MINOR = 495							
SOLD		11/28/2012	530 00				
ACQ	38 0200	06/05/2007	530 00	478 68	51 32	LT15	Y
16 5300 DODGE & COX STOCK FUND - 256219106 - MINOR = 485							
SOLD		02/03/2012	1838 00				
ACQ	16 5300	06/30/2008	1838 00	1840 30	-2 30	LT15	Y
.2490 DODGE & COX STOCK FUND - 256219106 - MINOR = 485							
SOLD		03/09/2012	28 00				
ACQ	2490	06/30/2008	28 00	27 72	0 28	LT15	Y
5 9430 DODGE & COX STOCK FUND - 256219106 - MINOR = 485							
SOLD		03/23/2012	682 00				
ACQ	5 9430	06/30/2008	682 00	661 64	20 36	LT15	Y
7200 DODGE & COX STOCK FUND - 256219106 - MINOR = 485							
SOLD		05/22/2012	76.00				
ACQ	7200	06/30/2008	76 00	80 16	-4.16	LT15	Y
1 2530 DODGE & COX STOCK FUND - 256219106 - MINOR = 485							
SOLD		11/15/2012	142 00				
ACQ	1 2530	06/30/2008	142 00	139 50	2 50	LT15	Y
2.1390 DODGE & COX STOCK FUND - 256219106 - MINOR = 485							
SOLD		11/28/2012	253 00				
ACQ	2 1390	06/30/2008	253 00	238 14	14.86	LT15	Y
23 9730 FEDERATED INTERCONTINENTAL INST - 314172461 - MINOR = 488							
SOLD		02/03/2012	1103 00				
ACQ	23.9730	05/21/2010	1103 00	916 01	186 99	LT15	Y
3010 FEDERATED INTERCONTINENTAL INST - 314172461 - MINOR = 488							
SOLD		03/09/2012	14 00				
ACQ	.3010	05/21/2010	14 00	11 50	2 50	LT15	Y
8950 FEDERATED INTERCONTINENTAL INST - 314172461 - MINOR = 488							
SOLD		05/22/2012	38 00				
ACQ	.8950	05/21/2010	38 00	34 20	3 80	LT15	Y
25.9610 FEDERATED INTERCONTINENTAL INST - 314172461 - MINOR = 488							
SOLD		11/15/2012	1182 00				
ACQ	25.9610	05/21/2010	1182 00	991 97	190 03	LT15	Y
2 3980 FEDERATED INTERCONTINENTAL INST - 314172461 - MINOR = 488							
SOLD		11/28/2012	114 00				
ACQ	2.3980	05/21/2010	114 00	91 63	22 37	LT15	Y
66 4490 FIDELITY ADVISOR NEW INSIGHT S INST - 316071604 - MINOR = 485							
SOLD		02/03/2012	1426 00				
ACQ	66.4490	02/04/2008	1426 00	1317 68	108 32	LT15	Y
1 8910 FIDELITY ADVISOR NEW INSIGHT S INST - 316071604 - MINOR = 485							
SOLD		03/09/2012	42 00				
ACQ	1.8910	02/04/2008	42 00	37 50	4 50	LT15	Y
83.4360 FIDELITY ADVISOR NEW INSIGHT S INST - 316071604 - MINOR = 485							
SOLD		03/23/2012	1894 00				
ACQ	83.4360	02/04/2008	1894.00	1654 54	239 46	LT15	Y

TRUST YEAR ENDING 12/31/2012

TAX PREPARER 1
TRUST ADMINISTRATOR. RWS
INVESTMENT OFFICER: MKC

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
5 2800 FIDELITY ADVISOR NEW INSIGHT S INST - 316071604 - MINOR = 485							
SOLD		05/22/2012	114 00				
ACQ	5 2800	02/04/2008	114 00	104 70	9 30	LT15	Y
23.4120 FIDELITY ADVISOR NEW INSIGHT S INST - 316071604 - MINOR = 485							
SOLD		11/28/2012	538 00				
ACQ	23 4120	02/04/2008	538 00	464 26	73 74	LT15	Y
13.0980 FIDELITY TOTAL BOND - 31617K881 - MINOR = 592							
SOLD		05/22/2012	145 00.				
ACQ	13 0980	03/23/2012	145 00	143 69	1 31	ST	
48.0070 FIDELITY TOTAL BOND - 31617K881 - MINOR = 592							
SOLD		11/28/2012	530.00				
ACQ	48.0070	03/23/2012	530 00	526 64	3.36	ST	
355.9160 FIDELITY LOW PRICE STOCK FUND # 316 - 316345305 - MINOR = 486							
SOLD		02/03/2012	13973 27				
ACQ	78.7670	10/03/2008	3092 39	2147 19	945 20	LT15	Y
	31.1780	12/08/2008	1224 05	680 00	544.05	LT15	Y
	20.3560	02/27/2009	799 18	400 00	399 18	LT15	Y
	27.7690	08/14/2009	1090.21	800 00	290 21	LT15	Y
	146.1920	05/21/2010	5739 50	4741 00	998 50	LT15	Y
	51.6540	10/06/2011	2027.94	1733 00	294.94	ST	Y
1103 0230 GOLDMAN SACHS SHORT DURATION GOVERNMENT FUND - 38141W307 - MINOR = 593							
SOLD		02/03/2012	11317 04				
ACQ	47.6160	02/06/2008	488 54	480 44	8 10	LT15	Y
	93.7810	03/07/2008	962 19	950 00	12 19	LT15	Y
	94.3400	04/08/2008	967 93	950 00	17 93	LT15	Y
	94.9050	05/05/2008	973 73	950 00	23 73	LT15	Y
	95.0950	05/22/2008	975 68	950 00	25.68	LT15	Y
	95.3820	07/25/2008	978 62	950 00	28 62	LT15	Y
	94.9050	08/07/2008	973 73	950 00	23 73	LT15	Y
	74.7010	08/20/2008	766 43	750 00	16 43	LT15	Y
	83.7440	12/08/2008	859 21	850 00	9 21	LT15	Y
	48 6380	02/27/2009	499 03	500 00	-0 97	LT15	Y
	96.0610	08/14/2009	985 59	1000 00	-14 41	LT15	Y
	40.6010	01/12/2010	416 57	419 00	-2 43	LT15	Y
	143.2540	10/15/2010	1469 79	1497 00	-27.21	LT15	Y
2 2360 JOHN HANCOCK DISCIP VALUE MID CAP - 47803W406 - MINOR = 486							
SOLD		03/09/2012	28 00				
ACQ	2.2360	07/21/2011	28.00	27.79	0.21	ST	Y
18.7890 JOHN HANCOCK DISCIP VALUE MID CAP - 47803W406 - MINOR = 486							
SOLD		03/23/2012	239.00				
ACQ	18.7890	07/21/2011	239.00	233.55	5.45	ST	Y
6 3870 JOHN HANCOCK DISCIP VALUE MID CAP - 47803W406 - MINOR = 486							
SOLD		05/22/2012	76.00				
ACQ	6 3870	07/21/2011	.76 00	79 39	-3 39	ST	Y
1120 9210 JOHN HANCOCK DISCIP VALUE MID CAP - 47803W406 - MINOR = 486							
SOLD		11/15/2012	13877 00				
ACQ	987 3910	07/21/2011	12223 90	12273 27	-49 37	LT15	Y
	133 5300	10/06/2011	1653 10	1379 36	273 74	LT15	Y
8 8650 JOHN HANCOCK DISCIP VALUE MID CAP - 47803W406 - MINOR = 486							
SOLD		11/28/2012	114 00				
ACQ	8 8650	10/06/2011	114 00	91 58	22 42	LT15	Y
1 1960 JOHN HANCOCK STRATEGIC INCOME OPPORTUNITIES I - 47804A130 - MINOR = 592							
SOLD		03/09/2012	13 00				
ACQ	1.1960	10/15/2010	13 00	13 08	-0.08	LT15	Y
CHANGED 02/05/13 #CW							
3 3800 JOHN HANCOCK STRATEGIC INCOME OPPORTUNITIES I - 47804A130 - MINOR = 592							
SOLD		05/22/2012	36 00				
ACQ	3 3800	10/15/2010	36 00	36 98	-0 98	LT15	Y
12 0360 JOHN HANCOCK STRATEGIC INCOME OPPORTUNITIES I - 47804A130 - MINOR = 592							
SOLD		11/28/2012	133 00				
ACQ	12 0360	10/15/2010	133.00	131 67	1 33	LT15	Y
22 9390 FRANKLIN MUTUAL DISCOVERY Z FUND - 628380404 - MINOR = 488							
SOLD		02/03/2012	665.00				
ACQ	22 9390	12/05/2007	665.00	778 32	-113 32	LT15	Y
1 4320 FRANKLIN MUTUAL DISCOVERY Z FUND - 628380404 - MINOR = 488							
SOLD		03/09/2012	42.00				
ACQ	1.4320	12/05/2007	42 00	48 59	-6 59	LT15	Y
9 2270 FRANKLIN MUTUAL DISCOVERY Z FUND - 628380404 - MINOR = 488							
SOLD		03/23/2012	272 00				
ACQ	1.3300	12/05/2007	39 21	45 13	-5 92	LT15	Y
	7.8970	01/04/2008	232 79	251 28	-18.49	LT15	Y
4 0950 FRANKLIN MUTUAL DISCOVERY Z FUND - 628380404 - MINOR = 488							
SOLD		05/22/2012	114 00				
ACQ	4.0950	01/04/2008	114 00	130.30	-16 30	LT15	Y
131.8810 FRANKLIN MUTUAL DISCOVERY Z FUND - 628380404 - MINOR = 488							
SOLD		11/15/2012	3843 00				
ACQ	34.3000	01/04/2008	999 50	1091.42	-91 92	LT15	Y
	97.5810	02/04/2008	2843 50	2967 44	-123 94	LT15	Y
11.4560 FRANKLIN MUTUAL DISCOVERY Z FUND - 628380404 - MINOR = 488							
SOLD		11/28/2012	343.00				
ACQ	11.4560	02/04/2008	343.00	348 38	-5.38	LT15	Y
3 6560 PIONEER STRATEGIC INCOME FUND CL Y - 723884409 - MINOR = 592							
SOLD		03/09/2012	40.00				
ACQ	3.6560	02/04/2008	40.00	38 42	1.58	LT15	Y

TRUST YEAR ENDING 12/31/2012

TAX PREPARER 1
TRUST ADMINISTRATOR RWS
INVESTMENT OFFICER: MKC

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
10 0650 PIONEER STRATEGIC INCOME FUND CL Y - 723884409 - MINOR = 592							
SOLD		05/22/2012	109 00				
ACQ	10 0650	02/04/2008	109 00	105 78	3 22	LT15	Y
35 3150 PIONEER STRATEGIC INCOME FUND CL Y - 723884409 - MINOR = 592							
SOLD		11/28/2012	398 00				
ACQ	35 3150	02/04/2008	398 00	371 16	26 84	LT15	Y
2 6950 PIONEER MULTI-ASSET ULTRASHORT INC FUND - 72388E605 - MINOR = 592							
SOLD		03/09/2012	27 00				
ACQ	2.6950	07/21/2011	27 00	27 03	-0 03	ST	Y
CHANGED 02/05/13 #CW							
7.1860 PIONEER MULTI-ASSET ULTRASHORT INC FUND - 72388E605 - MINOR = 592							
SOLD		05/22/2012	72 00				
ACQ	7.1860	07/21/2011	72 00	72 08	-0.08	ST	Y
33 9940 PIONEER MULTI-ASSET ULTRASHORT INC FUND - 72388E605 - MINOR = 592							
SOLD		11/28/2012	343.00				
ACQ	33 9940	07/21/2011	343 00	340.96	2 04	LT15	Y
54 7940 T. ROWE PRICE GROWTH STOCK - 741479109 - MINOR = 485							
SOLD		02/03/2012	1917 25				
ACQ	54.7940	07/25/2008	1917 25	1618 58	298 67	LT15	Y
8680 T. ROWE PRICE GROWTH STOCK - 741479109 - MINOR = 485							
SOLD		03/09/2012	31 72				
ACQ	.8680	07/25/2008	31 72	25 64	6 08	LT15	Y
48.1870 T. ROWE PRICE GROWTH STOCK - 741479109 - MINOR = 485							
SOLD		03/23/2012	1811 82				
ACQ	6 8930	07/25/2008	259 18	203 62	55 56	LT15	Y
	41 2940	08/07/2008	1552 64	1213 63	339 01	LT15	Y
2.2760 T ROWE PRICE GROWTH STOCK - 741479109 - MINOR = 485							
SOLD		05/22/2012	80 60				
ACQ	2.2760	08/07/2008	80 60	66 89	13 71	LT15	Y
6.7540 T ROWE PRICE GROWTH STOCK - 741479109 - MINOR = 485							
SOLD		11/28/2012	253 00				
ACQ	6.7540	08/07/2008	253 00	198 50	54 50	LT15	Y
91 8080 T ROWE PRICE EQUITY INCOME FUND - 779547108 - MINOR = 485							
SOLD		02/03/2012	2275 00				
ACQ	3.7990	11/06/2007	94 14	115.91	-21 77	LT15	Y
	74.4580	12/05/2007	1845 07	2233 00	-387 93	LT15	Y
	13.5510	01/04/2008	335 79	366.69	-30.90	LT15	Y
1 6780 T ROWE PRICE EQUITY INCOME FUND - 779547108 - MINOR = 485							
SOLD		03/09/2012	42 00				
ACQ	1.6780	01/04/2008	42 00	45 41	-3.41	LT15	Y
32 1690 T. ROWE PRICE EQUITY INCOME FUND - 779547108 - MINOR = 485							
SOLD		03/23/2012	820 00				
ACQ	32.1690	01/04/2008	820 00	870.50	-50 50	LT15	Y
4 7820 T. ROWE PRICE EQUITY INCOME FUND - 779547108 - MINOR = 485							
SOLD		05/22/2012	114 00				
ACQ	4.7820	01/04/2008	114 00	129.40	-15.40	LT15	Y
20 6610 T ROWE PRICE EQUITY INCOME FUND - 779547108 - MINOR = 485							
SOLD		11/28/2012	538 00				
ACQ	20 6610	01/04/2008	538 00	559 09	-21 09	LT-W	Y
4740 T. ROWE PRICE MID CAP GROWTH FUND - 779556109 - MINOR = 486							
SOLD		03/09/2012	28 00				
ACQ	4740	05/22/2008	28 00	26 93	1 07	LT15	Y
8 1360 T. ROWE PRICE MID CAP GROWTH FUND - 779556109 - MINOR = 486							
SOLD		03/23/2012	484 00				
ACQ	8 1360	05/22/2008	484 00	462.33	21 67	LT15	Y
1.3610 T RWOE PRICE MID CAP GROWTH FUND - 779556109 - MINOR = 486							
SOLD		05/22/2012	76 00				
ACQ	1 3610	05/22/2008	76 00	77 34	-1 34	LT15	Y
234.7340 T. ROWE PRICE MID CAP GROWTH FUND - 779556109 - MINOR = 486							
SOLD		11/15/2012	13293 01				
ACQ	4 7340	05/22/2008	268 09	269 01	-0 92	LT15	Y
	18 0540	07/25/2008	1022 40	950 00	72 40	LT15	Y
	18.2550	08/07/2008	1033 78	950 00	83.78	LT15	Y
	14.1530	08/20/2008	801.49	750 00	51 49	LT15	Y
	46.5450	09/03/2008	2635 85	2418 00	217 85	LT15	Y
	132.9930	10/03/2008	7531 40	5656 19	1875 21	LT15	Y
1 9420 T ROWE PRICE MID CAP GROWTH FUND - 779556109 - MINOR = 486							
SOLD		11/28/2012	114 00				
ACQ	1.9420	10/03/2008	114.00	82 59	31 41	LT15	Y
92 3330 ROYCE PENNSYLVANIA MUTUAL FD - 780905840 - MINOR = 487							
SOLD		02/03/2012	1108 00				
ACQ	92.3330	10/03/2008	1108 00	807 91	300 09	LT15	Y
1 1720 ROYCE PENNSYLVANIA MUTUAL FD - 780905840 - MINOR = 487							
SOLD		03/09/2012	14.00				
ACQ	1.1720	10/03/2008	14 00	10 26	3 74	LT15	Y
3 4580 ROYCE PENNSYLVANIA MUTUAL FD - 780905840 - MINOR = 487							
SOLD		05/22/2012	38 00				
ACQ	3.4580	10/03/2008	38.00	30.26	7.74	LT15	Y
503 0200 ROYCE PENNSYLVANIA MUTUAL FD - 780905840 - MINOR = 487							
SOLD		11/15/2012	5664.00				
ACQ	503.0200	10/03/2008	5664 00	4401 42	1262.58	LT15	Y
5 4990 ROYCE PENNSYLVANIA MUTUAL FD - 780905840 - MINOR = 487							
SOLD		11/28/2012	65.00				
ACQ	5.4990	10/03/2008	65.00	48.12	16 88	LT15	Y

TRUST YEAR ENDING 12/31/2012

TAX PREPARER 1
TRUST ADMINISTRATOR RWS
INVESTMENT OFFICER: MKC

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
12 2620 VANGUARD BOND INDEX #222 - 921937504 - MINOR = 592							
SOLD		03/09/2012	135 00				
ACQ	12 2620	03/09/2007	135 00	122 99	12 01	LT15	Y
4202 0090 VANGUARD BOND INDEX #222 - 921937504 - MINOR = 592							
SOLD		03/23/2012	46012 01				
ACQ	62 4700	03/09/2007	684.05	626 57	57 48	LT15	Y
	128.1720	03/30/2007	1403 48	1283 00	120.48	LT15	Y
	128.3000	05/03/2007	1404 89	1283 00	121 89	LT15	Y
	130.1220	06/05/2007	1424 84	1283 00	141.84	LT15	Y
	540.3190	09/12/2007	5916.49	5414.00	502.49	LT15	Y
	541 4000	10/02/2007	5928 33	5414 00	514.33	LT15	Y
	538.7060	11/06/2007	5898 83	5414.00	484 83	LT15	Y
	531 3050	12/05/2007	5817.79	5414.00	403 79	LT15	Y
	528 1950	01/04/2008	5783.74	5414.00	369 74	LT15	Y
	525 6310	02/06/2008	5755.66	5414 00	341 66	LT15	Y
	533 3990	03/07/2008	5840.72	5414.00	426 72	LT15	Y
	13.9900	04/08/2008	153.19	143 12	10 07	LT15	Y
19 7110 VANGUARD BOND INDEX #222 - 921937504 - MINOR = 592							
SOLD		05/22/2012	218.00				
ACQ	19 7110	04/08/2008	218 00	201 64	16 36	LT15	Y
68 7840 VANGUARD BOND INDEX #222 - 921937504 - MINOR = 592							
SOLD		11/28/2012	769.00				
ACQ	68.7840	04/08/2008	769.00	703 66	65 34	LT15	Y
		TOTALS	140026.72	127651 46			

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	297 10	0.00	12094.58	0 00	-21 09	0.00*
COVERED FROM ABOVE	4 67	0 00	0.00	0 00	0.00	
COMMON TRUST FUND	0 00	0.00	0.00			0 00
CAPITAL GAIN DIVIDENDS	0.00	0 00	4283.55			0 00
	301 77	0 00	16378.13	0 00	-21 09	0 00
STATE						
NONCOVERED FROM ABOVE	297 10	0.00	12094.58	0.00	-21 09	0 00*
COVERED FROM ABOVE	4 67	0 00	0.00	0 00	0 00	
COMMON TRUST FUND	0 00	0 00	0.00			0 00
CAPITAL GAIN DIVIDENDS	0 00	0.00	4283.55			0 00
	301 77	0 00	16378.13	0 00	-21.09	0.00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0 00	0 00
ALABAMA	N/A	N/A