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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012
Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation Warren A Hood Jr Family Foundation		A Employer identification number 20-5928288	
% WARREN A HOOD		B Telephone number (see instructions) (601) 582-1545	
Number and street (or P O box number if mail is not delivered to street address) PO Box 682 Suite		C If exemption application is pending, check here ☐	
Room/suite			
City or town, state, and ZIP code Hattiesburg, MS 39403			
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 ☒ 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) ☒ \$ 8,953,184		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) <u> </u> (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5,188			
	4 Dividends and interest from securities.	190,345	190,345		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-2,992,938			
	b Gross sales price for all assets on line 6a <u>1,782,508</u>				
	7 Capital gain net income (from Part IV , line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	-2,797,405	190,345		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	60,373	60,373		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	350			
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	60,723	60,373		0
	25 Contributions, gifts, grants paid	329,000			329,000
	26 Total expenses and disbursements. Add lines 24 and 25	389,723	60,373		329,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-3,187,128			
	b Net investment income (if negative, enter -0-)		129,972		
	c Adjusted net income (if negative, enter -0-)				

Part II

Balance Sheets

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

Assets	1	Cash—non-interest-bearing	81,505	102,338	102,338
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	60,831	20,061	20,061
	b	Investments—corporate stock (attach schedule)	4,701,658	4,715,852	4,715,852
	c	Investments—corporate bonds (attach schedule).	2,207,541	3,666,838	3,666,838
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	488,095	488,095	448,095
	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)	7,539,630	8,993,184	8,953,184	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	7,539,630	8,993,184	
	30	Total net assets or fund balances (see page 17 of the instructions)	7,539,630	8,993,184	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,539,630	8,993,184	

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	7,539,630
2	Enter amount from Part I, line 27a	2	-3,187,128
3	Other increases not included in line 2 (itemize) ▶ _____	3	4,640,682
4	Add lines 1, 2, and 3	4	8,993,184
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,993,184

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	150,000 SHS REGIONS FINANCIAL CORP			
b	REGIONS LONG TERM - SEE ATTACHED			
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 949,945		4,148,496	-3,198,551
b 804,227		626,950	177,277
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			-3,198,551
b			177,277
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	-2,992,938
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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	302,083	6,589,130	0 045846
2010	198,619	9,287,610	0 021385
2009	0	796,665	0 0
2008			
2007			

2	Total of line 1, column (d).	2	0 067231
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 02241
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	6,355,051
5	Multiply line 4 by line 3.	5	142,417
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,300
7	Add lines 5 and 6.	7	143,717
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	329,000

Part VI

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1				
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	1,300	
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	1,300	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4		
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	1,300	
6		Credits/Payments				
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	984		
b		Exempt foreign organizations—tax withheld at source	6b			
c		Tax paid with application for extension of time to file (Form 8868)	6c	325		
d		Backup withholding erroneously withheld	6d			
7		Total credits and payments Add lines 6a through 6d.		7	1,309	
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8		
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9		
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	9	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☐	9	Refunded ☐	11	

Part VII-A

Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? ☐		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.				
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (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?	2		No
If "Yes," attach a detailed description of the activities.				
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes ☐	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
If "Yes," attach the statement required by General Instruction T. ☐				
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either - By language in the governing instrument, or - By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MS _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of WARREN A HOOD Telephone no (601) 582-7545 Located at PO BOX 682 HATTIESBURG MS ZIP +4 39403			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 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		No
See 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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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
	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
Warren A Hood Jr	President	0		
PO Box 682	0			
Hattiesburg, MS 39403				
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
Total number of other employees paid over \$50,000.				

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
REGIONS BANK	INVESTMENT	60,373
PO Box 23100 JACKSON, MS 39205		
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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

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	5,672,678
b	Average of monthly cash balances.	1b	331,055
c	Fair market value of all other assets (see instructions).	1c	448,095
d	Total (add lines 1a, b, and c).	1d	6,451,828
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	0
3	Subtract line 2 from line 1d.	3	6,451,828
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	96,777
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,355,051
6	Minimum investment return. Enter 5% of line 5.	6	317,753

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	317,753
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	1,300
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,300
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	316,453
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	316,453
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	316,453

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	329,000
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	329,000
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	1,300
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	327,700
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				316,453
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			328,707	
b Total for prior years 2010 , 2009 , 2008				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				0
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 329,000				
a Applied to 2011, but not more than line 2a			328,707	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				293
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:	0			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
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.				316,160
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .				
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. . . .	0			

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XVSupplementary Information (Complete this part only if the organization 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))

b

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

2

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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

Warren A Hood Jr
PO Box 682
Hattiesburg, MS 39403
(601) 582-1545

b

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

NONE

c

Any submission deadlines

NONE

d

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

NONE

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

Form **990-PF** (2012)

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	5,188	
4	Dividends and interest from securities. . . .			14	190,345	
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	-2,992,938	
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). .				-2,797,405	
13	Total. Add line 12, columns (b), (d), and (e).					-2,797,405

[illegible]

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

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**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 or fiduciary) is based on all information of which preparer has any knowledge.

*****	2013-06-01	*****
Signature of officer or trustee	Date	Title

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

May the IRS discuss this return with the preparer shown below (see instr. 7)? ☒ **Yes** ☐ **No**

**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Firm's name	BKD LLP		Firm's EIN	
	190 E Capitol Street Ste 500			
Firm's address	Jackson, MS 392012190		Phone no (601) 948-6700	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: Warren A Hood Jr Family Foundation

EIN: 20-5928288

TY 2012 Investments - Other Schedule

Name: Warren A Hood Jr Family Foundation

EIN: 20-5928288

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
RECEIVABLE FROM HOOD FARMS	FMV	88,095	88,095
4165 EASTOVER DRIVE	FMV	400,000	360,000

TY 2012 Land, Etc. Schedule**Name:** Warren A Hood Jr Family Foundation**EIN:** 20-5928288

TY 2012 Other Increases Schedule

Name: Warren A Hood Jr Family Foundation

EIN: 20-5928288

Description	Amount
UNREALIZED GAIN ON SECURITIES	4,640,682

TY 2012 Other Professional Fees Schedule

Name: Warren A Hood Jr Family Foundation

EIN: 20-5928288

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	60,373	60,373		

TY 2012 Taxes Schedule

Name: Warren A Hood Jr Family Foundation

EIN: 20-5928288

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	350			

ACCOUNT # 4060003908
TAX ID # 20-5928288
FROM 01/01/2012
TO 12/31/2012

REGIONS BANK
TAX WORKSHEET FOR THE ACCOUNT OF
AS AGENT FOR WARREN A HOOD JR
FAMILY FOUNDATION

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DETAIL *****	PRINCIPAL	INCOME	BOOK VALUE	REG
*** TOTAL U.S. GOVERNMENT INTEREST	0.00	2,987.40	0.00	
SHORT TERM CAPITAL GAIN/LOSS				
CODE 484 SALES WITH UNKNOWN COST/ACQUISITION DATE				

02/07/2012	1,113,832.13-			22
REGIONS FINANCIAL CORP				
SALES WITH UNKNOWN				
COST/ACQUISITION DATE 50,000 SHS				
PROCEEDS 268,999.79				
BOT 01/01/1901 1,382,831.92				
1,113,832.13-				
07/13/2012	1,063,879.11-			22
SALES WITH UNKNOWN				
COST/ACQUISITION DATE 50,000 SHS				
PROCEEDS 318,952.81				
BOT 01/01/1901 1,382,831.92				
1,063,879.11-				
10/17/2012	1,020,840.08-			22
SALES WITH UNKNOWN				
COST/ACQUISITION DATE 50,000 SHS				
PROCEEDS 361,991.84				
BOT 01/01/1901 1,382,831.92				
1,020,840.08-				
** TOTAL CODE 484	3,198,551.32-	0.00	0.00	

*** TOTAL SHORT TERM CAPITAL GAIN/LOSS	3,198,551.32-	0.00	0.00	
=====				

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DETAIL =====	PRINCIPAL	INCOME	BOOK VALUE	REG
LONG TERM CAPITAL GAIN/LOSS				
CODE 36 LONG TERM CAP GAINS DIV ----- AMERICAN CENTURY DIVERSIFI BOND- INS				
12/10/2012 LONG TERM CAPITAL GAINS DIVIDEND ON 64,982.105 SHS AMERICAN CENTURY DIVERSIFI BOND- INS AT .0509 PER SHARE PAYABLE 12/07/2012 EX DATE 12/07/2012	3,307.59			71
12/10/2012 AMERICAN CENTURY GOVT INCOME TR INFLATION-ADJ BD FD INVS CL LONG TERM CAPITAL GAINS DIVIDEND ON 11,991.091 SHS AMERICAN CENTURY GOVT INCOME TR INFLATION-ADJ BD FD INVS CL AT .0743 PER SHARE PAYABLE 12/07/2012 EX DATE 12/07/2012 TAX EFFECTIVE 12/06/2012	890.94			71
12/17/2012 GOLDMAN SACHS HIGH YIELD-INS LONG TERM CAPITAL GAINS DIVIDEND ON 14,978.814 SHS GOLDMAN SACHS HIGH YIELD-INS AT .1203 PER SHARE PAYABLE 12/13/2012 EX DATE 12/12/2012 TAX EFFECTIVE 12/11/2012	1,801.95			71
12/19/2012 METROPOLITAN WEST TOTAL RETURN BOND FUND CL I LONG TERM CAPITAL GAINS DIVIDEND ON 69,999.999 SHS METROPOLITAN WEST TOTAL RETURN BOND FUND CL I AT .06726 PER SHARE PAYABLE 12/14/2012 EX DATE 12/14/2012	4,708.20			71

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DETAIL =====	PRINCIPAL	INCOME	BOOK VALUE	REG
12/17/2012 PIMCO LOW DURATION INSTL FD #36 LONG TERM CAPITAL GAINS DIVIDEND ON 18,640.763 SHS PIMCO LOW DURATION INSTL FD #36 AT .018372 PER SHARE PAYABLE 12/12/2012 EX DATE 12/12/2012	342.47			71
12/17/2012 PIMCO TOTAL RETURN INSTL FD #35 LONG TERM CAPITAL GAINS DIVIDEND ON 59,666.367 SHS PIMCO TOTAL RETURN INSTL FD #35 AT .11365 PER SHARE PAYABLE 12/12/2012 EX DATE 12/12/2012 TAX EFFECTIVE 12/11/2012	6,781.08			71
04/02/2012 VANGUARD SHORT TERM BOND FUND #132 LONG TERM CAPITAL GAINS DIVIDEND ON 20,060.615 SHS VANGUARD SHORT TERM BOND FUND #132 AT .003 PER SHARE PAYABLE 04/02/2012 EX DATE 03/30/2012	60.18			71
12/24/2012 VANGUARD S/T BOND INDEX-SIG LONG TERM CAPITAL GAINS DIVIDEND ON 20,060.615 SHS VANGUARD S/T BOND INDEX-SIG AT .024 PER SHARE PAYABLE 12/24/2012 EX DATE 12/21/2012 TAX EFFECTIVE 12/20/2012	481.45			71
12/20/2012 ARTISAN FDS INC MID CAP VALUE FD INV SHS LONG TERM CAPITAL GAINS DIVIDEND ON 6,848.785 SHS ARTISAN FDS INC MID CAP VALUE FD INV SHS AT .8941 PER SHARE PAYABLE	6,123.50			71

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DETAIL	PRINCIPAL	INCOME	BOOK VALUE	REG
=====				
12/19/2012 EX DATE 12/19/2012 TAX EFFECTIVE 12/18/2012				
12/07/2012 FEDERATED MID-CAP INDEX FUND-SS LONG TERM CAPITAL GAINS DIVIDEND ON 7,021.7 SHS FEDERATED MID-CAP INDEX FUND-SS AT .52902587 PER SHARE PAYABLE 12/07/2012 EX DATE 12/06/2012 TAX EFFECTIVE 12/05/2012	3,714.66			71
01/09/2012 FIDELITY ADVISOR SMALL CAP FUND INSTL CL LONG TERM CAPITAL GAINS DIVIDEND ON 2,430.724 SHS FIDELITY ADVISOR SMALL CAP FUND INSTL CL AT .0510000296 PER SHARE PAYABLE 01/09/2012 EX DATE 01/09/2012	123.97			71
** TOTAL CODE 36	28,335.99	0.00	0.00	
CODE 480 LONG TERM CAPITAL GAIN				
----- LINCOLN CNTY MS HOSPITAL KINGS DAUGHTERS HOSPITAL SER B CALLABLE INSD: ASSET GTY FSA-CR REV BD 06/01/1998 5.5% 04/01/2018-2012				
09/27/2012 SOLD ON 09/27/2012	0.00			22
LONG TERM CAPITAL GAIN 15,000 UNITS PROCEEDS 15,000.00 BOT 06/06/2000 15,000.00 0.00				

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DETAIL =====	PRINCIPAL	INCOME	BOOK VALUE	REG
MISSISSIPPI DEV BK SPL OBLIG WEST PT COMB WATER & SEWER SYS CALLABLE; AMBAC INSURED REVENUE BOND 5% 09/01/2019-2012				
01/17/2012 SOLD ON 01/17/2012	0.00			22
LONG TERM CAPITAL GAIN 25,000 UNITS PROCEEDS _____ 25,500.00 BOT 05/15/2000 _____ 25,500.00 _____ 0.00				
ABBOTT LABS				
07/13/2012 SOLD ON 07/10/2012	1,812.48			22
LONG TERM CAPITAL GAIN 155 SHS PROCEEDS _____ 10,152.50 BOT 06/21/2007 _____ 8,340.02 _____ 1,812.48				
07/13/2012 SOLD ON 07/10/2012	666.60			22
LONG TERM CAPITAL GAIN 30 SHS PROCEEDS _____ 1,965.00 BOT 04/27/2009 _____ 1,298.40 _____ 666.60				
07/13/2012 SOLD ON 07/10/2012	2,673.54			22
LONG TERM CAPITAL GAIN 150 SHS PROCEEDS _____ 9,825.00 BOT 06/29/2009 _____ 7,151.46 _____ 2,673.54				
07/13/2012 SOLD ON 07/10/2012	4,530.31			22
LONG TERM CAPITAL GAIN 220 SHS PROCEEDS _____ 14,410.00 BOT 09/03/2009 _____ 9,879.69 _____ 4,530.31				
AETNA INC				
07/13/2012 SOLD ON 07/10/2012	4,317.71			22

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DETAIL	PRINCIPAL	INCOME	BOOK VALUE	REG
=====				
LONG TERM CAPITAL GAIN 320 SHS				
PROCEEDS 12,018.96				
BOT 04/27/2009 7,701.25				
4,317.71				
07/13/2012 SOLD ON 07/10/2012	3,714.85			22
LONG TERM CAPITAL GAIN 300 SHS				
PROCEEDS 11,267.77				
BOT 06/29/2009 7,552.92				
3,714.85				
AIR PRODS & CHEMS INC				
07/13/2012 SOLD ON 07/10/2012	1,807.20			22
LONG TERM CAPITAL GAIN 120 SHS				
PROCEEDS 9,409.70				
BOT 07/26/2006 7,602.50				
1,807.20				
07/13/2012 SOLD ON 07/10/2012	1,516.97			22
LONG TERM CAPITAL GAIN 120 SHS				
PROCEEDS 9,409.71				
BOT 06/29/2009 7,892.74				
1,516.97				
07/13/2012 SOLD ON 07/10/2012	500.46			22
LONG TERM CAPITAL GAIN 110 SHS				
PROCEEDS 8,625.57				
BOT 09/03/2009 8,125.11				
500.46				
ALLERGAN INC				
07/13/2012 SOLD ON 07/10/2012	1,291.34			22
LONG TERM CAPITAL GAIN 30 SHS				
PROCEEDS 2,717.43				
BOT 06/29/2009 1,426.09				
1,291.34				
07/13/2012 SOLD ON 07/10/2012	4,418.73			22

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	DETAIL	PRINCIPAL	INCOME	BOOK VALUE	REG
	=====				
	LONG TERM CAPITAL GAIN 120 SHS				
	PROCEEDS_____10,869.71				
	BOT 09/03/2009_____6,450.98				
	_____4,418.73				
02/07/2012	CITRIX SYSTEM INC				
	SOLD ON 02/02/2012	13,231.23			22
	LONG TERM CAPITAL GAIN 320 SHS				
	PROCEEDS_____21,509.05				
	BOT 04/27/2009_____8,277.82				
	_____13,231.23				
02/07/2012	SOLD ON 02/02/2012	5,976.80			22
	LONG TERM CAPITAL GAIN 170 SHS				
	PROCEEDS_____11,426.69				
	BOT 06/29/2009_____5,449.89				
	_____5,976.80				
02/07/2012	SOLD ON 02/02/2012	7,765.82			22
	LONG TERM CAPITAL GAIN 240 SHS				
	PROCEEDS_____16,131.79				
	BOT 09/03/2009_____8,365.97				
	_____7,765.82				
02/07/2012	WALT DISNEY CO				
	SOLD ON 02/02/2012	3,737.21			22
	LONG TERM CAPITAL GAIN 320 SHS				
	PROCEEDS_____12,447.79				
	BOT 02/23/2006_____8,710.58				
	_____3,737.21				
02/07/2012	SOLD ON 02/02/2012	5,264.40			22
	LONG TERM CAPITAL GAIN 350 SHS				
	PROCEEDS_____13,614.77				
	BOT 06/29/2009_____8,350.37				
	_____5,264.40				
02/07/2012	SOLD ON 02/02/2012	4,546.19			22

ACCOUNT # 4060003908
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DETAIL	PRINCIPAL	INCOME	BOOK VALUE	REG
=====				
LONG TERM CAPITAL GAIN 340 SHS				
PROCEEDS 13,225.78				
BOT 09/03/2009 8,679.59				
4,546.19				
EATON CORP				
07/13/2012 SOLD ON 07/10/2012	3,856.09			22
LONG TERM CAPITAL GAIN 240 SHS				
PROCEEDS 8,992.86				
BOT 04/27/2009 5,136.77				
3,856.09				
07/13/2012 SOLD ON 07/10/2012	6,456.10			22
LONG TERM CAPITAL GAIN 440 SHS				
PROCEEDS 16,485.91				
BOT 06/29/2009 10,030.81				
6,456.10				
07/13/2012 SOLD ON 07/10/2012	2,809.83			22
LONG TERM CAPITAL GAIN 260 SHS				
PROCEEDS 9,742.26				
BOT 09/03/2009 6,932.43				
2,809.83				
HESS CORPORATION				
02/07/2012 SOLD ON 02/02/2012	700.75			22
LONG TERM CAPITAL GAIN 290 SHS				
PROCEEDS 16,672.91				
BOT 06/29/2009 15,972.16				
700.75				
02/07/2012 SOLD ON 02/02/2012	1,725.81			22
LONG TERM CAPITAL GAIN 220 SHS				
PROCEEDS 12,648.41				
BOT 09/03/2009 10,922.60				
1,725.81				
MICROSOFT CORP				
10/17/2012 SOLD ON 10/12/2012	297.03			22

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DETAIL *****	PRINCIPAL	INCOME	BOOK VALUE	REG
LONG TERM CAPITAL GAIN 100 SHS PROCEEDS 2,914.03 BOT 07/21/2003 2,617.00 297.03				
10/17/2012 SOLD ON 10/12/2012 LONG TERM CAPITAL GAIN 110 SHS PROCEEDS 3,205.44 BOT 04/07/2004 2,820.40 385.04	385.04			22
10/17/2012 SOLD ON 10/12/2012 LONG TERM CAPITAL GAIN 100 SHS PROCEEDS 2,914.03 BOT 03/11/2005 2,519.40 394.63	394.63			22
10/17/2012 SOLD ON 10/12/2012 LONG TERM CAPITAL GAIN 170 SHS PROCEEDS 4,953.86 BOT 06/26/2006 3,891.30 1,062.56	1,062.56			22
10/17/2012 SOLD ON 10/12/2012 LONG TERM CAPITAL GAIN 170 SHS PROCEEDS 4,953.86 BOT 06/29/2009 4,088.19 865.67	865.67			22
10/17/2012 SOLD ON 10/12/2012 LONG TERM CAPITAL GAIN 410 SHS PROCEEDS 11,947.54 BOT 09/03/2009 9,872.06 2,075.48	2,075.48			22
10/17/2012 SOLD ON 10/12/2012 NORFOLK SOUTHERN CORP	6,262.09			22

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DETAIL	PRINCIPAL	INCOME	BOOK VALUE	REG
=====				
LONG TERM CAPITAL GAIN 200 SHS				
PROCEEDS 13,387.73				
BOT 04/27/2009 7,125.64				
6,262.09				
10/17/2012 SOLD ON 10/12/2012	5,610.09			22
LONG TERM CAPITAL GAIN 200 SHS				
PROCEEDS 13,387.73				
BOT 06/29/2009 7,777.64				
5,610.09				
10/17/2012 SOLD ON 10/12/2012	3,566.98			22
LONG TERM CAPITAL GAIN 170 SHS				
PROCEEDS 11,379.57				
BOT 09/03/2009 7,812.59				
3,566.98				
07/13/2012 SOLD ON 07/10/2012	4,468.97			22
LONG TERM CAPITAL GAIN 100 SHS				
PROCEEDS 9,042.79				
BOT 09/03/2009 4,573.82				
4,468.97				
10/17/2012 SOLD ON 10/12/2012	1,120.93			22
LONG TERM CAPITAL GAIN 670 SHS				
PROCEEDS 16,903.72				
BOT 06/29/2009 15,782.79				
1,120.93				
07/13/2012 SOLD ON 07/10/2012	6,440.20			22
LONG TERM CAPITAL GAIN 280 SHS				
PROCEEDS 14,447.70				
BOT 04/27/2009 8,007.50				
6,440.20				
07/13/2012 SOLD ON 07/10/2012	8,422.44			22

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DETAIL =====	PRINCIPAL	INCOME	BOOK VALUE	REG
LONG TERM CAPITAL GAIN 330 SHS PROCEEDS 17,027.65 BOT 06/29/2009 8,605.21 8,422.44				
07/13/2012 SOLD ON 07/10/2012 LONG TERM CAPITAL GAIN 110 SHS PROCEEDS 5,675.88 BOT 09/03/2009 3,958.61 1,717.27	1,717.27			22
07/13/2012 VERIZON COMMUNICATIONS SOLD ON 07/10/2012 LONG TERM CAPITAL GAIN 230 SHS PROCEEDS 10,265.41 BOT 02/23/2006 7,027.82 3,237.59	3,237.59			22
07/13/2012 SOLD ON 07/10/2012 LONG TERM CAPITAL GAIN 90 SHS PROCEEDS 4,016.90 BOT 06/26/2006 2,656.25 1,360.65	1,360.65			22
07/13/2012 SOLD ON 07/10/2012 LONG TERM CAPITAL GAIN 80 SHS PROCEEDS 3,570.58 BOT 06/29/2009 2,343.47 1,227.11	1,227.11			22
07/13/2012 WAL MART STORES INC SOLD ON 07/10/2012 LONG TERM CAPITAL GAIN 120 SHS PROCEEDS 8,629.02 BOT 06/04/2007 6,107.78 2,521.24	2,521.24			22
07/13/2012 SOLD ON 07/10/2012	4,628.05			22

ACCOUNT # 4060003908
TAX ID # 20-5928288
FROM 01/01/2012
TO 12/31/2012

REGIONS BANK
TAX WORKSHEET FOR THE ACCOUNT OF
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FAMILY FOUNDATION

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DETAIL =====	PRINCIPAL	INCOME	BOOK VALUE	REG
LONG TERM CAPITAL GAIN 200 SHS PROCEEDS 14,381.69 BOT 06/29/2009 9,753.64 4,628.05				
07/13/2012 SOLD ON 07/10/2012 LONG TERM CAPITAL GAIN 180 SHS PROCEEDS 12,943.53 BOT 09/03/2009 9,327.28 3,616.25	3,616.25			22
WALGREEN CO 10/17/2012 SOLD ON 10/12/2012 LONG TERM CAPITAL GAIN 111 SHS PROCEEDS 3,983.15 BOT 05/19/2000 3,116.88 866.27	866.27			22
10/17/2012 SOLD ON 10/12/2012 LONG TERM CAPITAL GAIN 114 SHS PROCEEDS 4,090.80 BOT 07/21/2003 3,432.54 658.26	658.26			22
10/17/2012 SOLD ON 10/12/2012 LONG TERM CAPITAL GAIN 300 SHS PROCEEDS 10,765.25 BOT 06/29/2009 9,011.46 1,753.79	1,753.79			22
10/17/2012 SOLD ON 10/12/2012 LONG TERM CAPITAL GAIN 240 SHS PROCEEDS 8,612.20 BOT 09/03/2009 8,027.57 584.63	584.63			22
PIMCO LOW DURATION INSTL FD #36 02/03/2012 SOLD ON 02/02/2012	550.00			71

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	DETAIL =====	PRINCIPAL	INCOME	BOOK VALUE	REG
	LONG TERM CAPITAL GAIN 5,000 SHS PROCEEDS_____52,150.00 BOT 11/25/2009_____51,600.00 _____550.00				
	VANGUARD SHORT TERM BOND FUND #132				
02/03/2012	SOLD ON 02/02/2012 LONG TERM CAPITAL GAIN 5,176.668 SHS PROCEEDS_____55,183.28 BOT 11/25/2009_____54,562.08 _____621.20	621.20			71
02/03/2012	SOLD ON 02/02/2012 LONG TERM CAPITAL GAIN 1,823.332 SHS PROCEEDS_____19,436.72 BOT 12/10/2009_____19,199.69 _____237.03	237.03			71
02/03/2012	FIDELITY ADVISOR SMALL CAP FUND INSTL CL SOLD ON 02/02/2012 LONG TERM CAPITAL GAIN 2,430.724 SHS PROCEEDS_____59,941.65 BOT 09/03/2009_____50,000.00 _____9,941.65	9,941.65			71
10/15/2012	VANGUARD SMALL CAP INDEX INS CL SOLD ON 10/12/2012 LONG TERM CAPITAL GAIN 428.305 SHS PROCEEDS_____16,211.34 BOT 04/27/2009_____8,596.08 _____7,615.26	7,615.26			71
10/15/2012	SOLD ON 10/12/2012 LONG TERM CAPITAL GAIN 1,571.695 SHS PROCEEDS_____59,488.66	24,895.66			71

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DETAIL	PRINCIPAL	INCOME	BOOK VALUE	REG

BOT 06/29/2009	34,593.00			
	24,895.66			
*** TOTAL CODE 480	190,324.44	0.00	0.00	
CODE 481 LONG TERM CAPITAL LOSS				
JUNIPER NETWORKS INC				
07/13/2012 SOLD ON 07/10/2012	2,133.93-			22
LONG TERM CAPITAL LOSS 320 SHS				
PROCEEDS	4,732.69			
BOT 04/27/2009	6,866.62			
	2,133.93-			
07/13/2012 SOLD ON 07/10/2012	3,248.05-			22
LONG TERM CAPITAL LOSS 370 SHS				
PROCEEDS	5,472.18			
BOT 06/29/2009	8,720.23			
	3,248.05-			
07/13/2012 SOLD ON 07/10/2012	3,570.50-			22
LONG TERM CAPITAL LOSS 410 SHS				
PROCEEDS	6,063.76			
BOT 09/03/2009	9,634.26			
	3,570.50-			
ROBERT HALF INTL INC				
10/17/2012 SOLD ON 10/12/2012	145.79-			22
LONG TERM CAPITAL LOSS 340 SHS				
PROCEEDS	8,578.00			
BOT 09/03/2009	8,723.79			
	145.79-			
STAPLES INC				
07/13/2012 SOLD ON 07/10/2012	2,390.62-			22

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DETAIL	PRINCIPAL	INCOME	BOOK VALUE	REG

LONG TERM CAPITAL LOSS 420 SHS				
PROCEEDS 5,392.71				
BOT 12/01/2003 7,783.33				
2,390.62-				
07/13/2012 SOLD ON 07/10/2012	859.23-			22
LONG TERM CAPITAL LOSS 180 SHS				
PROCEEDS 2,311.17				
BOT 02/23/2004 3,170.40				
859.23-				
07/13/2012 SOLD ON 07/10/2012	666.93-			22
LONG TERM CAPITAL LOSS 135 SHS				
PROCEEDS 1,733.37				
BOT 04/07/2004 2,400.30				
666.93-				
07/13/2012 SOLD ON 07/10/2012	32.07-			22
LONG TERM CAPITAL LOSS 5 SHS				
PROCEEDS 64.20				
BOT 10/20/2004 96.27				
32.07-				
** TOTAL CODE 481	13,047.12-	0.00	0.00	
*** TOTAL LONG TERM CAPITAL GAIN/LOSS	205,613.31	0.00	0.00	

MUNICIPAL INTEREST

CODE 995 AMORTIZED MUNICIPALS - IN STATE/OUT OF STATE

MERIDIAN MISS WTR & SWR REVENUE
BOND CALLABLE; AMBAC INSURED
5.5% 06/01/2016-2013