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
THE BEN MAY CHARITABLE TRUST
REGIONS BANK TRUSTEE #1255000027

A Employer identification number 23-7145009

Number and street (or P O box number if mail is not delivered to street address): P.O. DRAWER 1628
Room/suite

B Telephone number (251)438-8260

City or town, state, and ZIP code
MOBILE, AL 36633-1628

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: ☒ 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)* ▶$ 32,076,645.

J Accounting method: ☒ 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))	**(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	20,455,379.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	1,979.	1,979.		STATEMENT 1
	4	Dividends and interest from securities	214,371.	214,371.		STATEMENT 2
	5a	Gross rents	117,522.	117,522.		STATEMENT 3
	b	Net rental income or (loss) 113,222.				STATEMENT 4
	6a	Net gain or (loss) from sale of assets not on line 10	179,208.			
	b	Gross sales price for all assets on line 6a 6,081,853.				
	7	Capital gain net income (from Part IV, line 2)		179,208.		
	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	51,039.	<22,586.>		STATEMENT 5
	12	**Total** Add lines 1 through 11	21,019,498.	490,494.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	39,047.	17,417.		21,630.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 6	9,401.	9,401.		0.
	b	Accounting fees STMT 7	46,910.	28,240.		18,670.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 8	37,439.	18,959.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	36,616.	0.		36,616.
	22	Printing and publications				
	23	Other expenses STMT 9	47,218.	45,618.		1,600.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	216,631.	119,635.		78,516.
	25	Contributions, gifts, grants paid	492,980.			492,980.
	26	**Total expenses and disbursements** Add lines 24 and 25	709,611.	119,635.		571,496.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	20,309,887.			
	b	**Net investment income** (if negative, enter -0-)		370,859.		
	c	**Adjusted net income** (if negative enter -0-)			N/A	

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	1.		
	2	Savings and temporary cash investments	116,114.	1,688,404.	1,688,404.
	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 11	868,356.	2,079,667.	2,079,667.
	b	Investments - corporate stock STMT 12	2,867,795.	8,992,075.	8,992,075.
	c	Investments - corporate bonds STMT 13	674,647.	2,287,096.	2,287,096.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 14	6,459,076.	17,029,403.	17,029,403.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	10,985,989.	32,076,645.	32,076,645.
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 ▶ ☒ and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds	10,985,989.	32,076,645.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances**	10,985,989.	32,076,645.	
	31	**Total liabilities and net assets/fund balances**	10,985,989.	32,076,645.	

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	10,985,989.
2	Enter amount from Part I, line 27a	2	20,309,887.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	780,769.
4	Add lines 1, 2, and 3	4	32,076,645.
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	32,076,645.

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	TIMBER SALES	P	VARIOUS	12/31/12
b	PUBLICLY TRADED SECURITIES	P		
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	194,908.		9,728.	185,180.
b	5,850,492.		5,892,917.	<42,425.>
c	36,453.			36,453.
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				185,180.
b				<42,425.>
c				36,453.
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 } 2 179,208.

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? ☐ 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	547,343.	11,263,854.	.048593
2010	567,703.	11,891,635.	.047740
2009	609,156.	10,599,643.	.057469
2008	601,829.	12,051,855.	.049937
2007	617,148.	13,068,269.	.047225

2	**Total** of line 1, column (d)	2	.250964
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	.050193
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	26,495,856.
5	Multiply line 4 by line 3	5	1,329,907.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,709.
7	Add lines 5 and 6	7	1,333,616.
8	Enter qualifying distributions from Part XII, line 4	8	571,496.

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 **c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			1	7,417.
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	7,417.
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	7,417.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	10,920.		
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	10,920.
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	3,503.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 3,503. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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?	4b	X	
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 STMT 15	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 ▶ KEN NIEMEYER; REGIONS BANK TRUSTEE Telephone no.▶251-438-8260

Located at ▶11 NORTH WATER STREET, 28TH FLOOR, MOBILE, AL ZIP+4 ▶36602

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

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

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

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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
SEE STATEMENT 16		39,047.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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Part 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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	11,125,318.
b	Average of monthly cash balances		1b	2,763,959.
c	Fair market value of all other assets		1c	13,010,069.
d	**Total** (add lines 1a, b, and c)		1d	26,899,346.
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	26,899,346.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	403,490.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	26,495,856.
6	**Minimum investment return** Enter 5% of line 5		6	1,324,793.

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	1,324,793.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 7,417.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b 832.		
c	Add lines 2a and 2b		2c	8,249.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	1,316,544.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,316,544.
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	1,316,544.

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	571,496.
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	571,496.
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	571,496.

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				1,316,544.
2 Undistributed income if any, as of the end of 2012				
a Enter amount for 2011 only			534,508.	
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: ▶ $ 571,496.				
a Applied to 2011, but not more than line 2a			534,508.	
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				36,988.
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				1,279,556.
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 ▶ ☐ 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:

THE BEN MAY CHARITABLE TRUST, ATTN: MR. KENNETH E. NIEMEYER, 251-438-8260
REGIONS BANK TRUST DEPT., P.O. DRAWER 1628, MOBILE, AL 36633-1628

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

NO PRESCRIBED FORM

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:

ONLY 501(C)(3) ORGANIZATIONS THAT ARE NOT PRIVATE FOUNDATIONS

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				
ADOPTION ROCKS 750 DOWNTOWNER LOOP STE C MOBILE, AL 36609		PUBLIC	GENERAL PURPOSES	5,000.
ALABAMA POLICY INSTITUTE 402 OFFICE PARK DR STE 300 BIRMINGHAM, AL 35223		PUBLIC	GENERAL PURPOSES	5,000.
ALABAMA SHAKESPEARE THEATER 1 FESTIVAL DR. MONTGOMERY, AL 36617		PUBLIC	GENERAL PURPOSES	7,500.
ALABAMA SHAKESPEARE FESTIVAL INC. 1 FESTIVAL DR. MONTGOMERY, AL 36117		PUBLIC	GENERAL PURPOSES	7,500.
AMERICAN CHESTNUT FDN. 160 ZILLICO ST STE D ASHEVILLE, NC 28801		PUBLIC	GENERAL PURPOSES	2,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	492,980.
b Approved for future payment NONE				
Total			▶ 3b	0.

Form **990-PF** (2012)

223611
12-05-12

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513 or 514		(e) Related or exempt function income
	(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	1,979.	
4 Dividends and interest from securities			14	214,371.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property			15	113,222.	
6 Net rental income or (loss) from personal property					
7 Other investment income	531120	73,625.	14	<22,586.>	
8 Gain or (loss) from sales of assets other than inventory			18	179,208.	
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)		73,625.		486,194.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 559,819.

(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

REGIONS BANK AS TRUSTEE

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

Signature of officer or trustee KENNETH E. NIEMEYER

Date 9/10/13

Title VICE PRESIDENT

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
J WILBERT JORDAN, JR	J Wilbert Jordan	08/21/13		P00275848

Firm's name ▶ SMITH DUKES & BUCKALEW LLP

Firm's EIN ▶ 63-0191630

Firm's address ▶ 3800 AIRPORT BLVD
MOBILE, AL 36608-1667

Phone no (251)343-1200

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2012

Name of the organization
THE BEN MAY CHARITABLE TRUST
REGIONS BANK TRUSTEE #1255000027

Employer identification number
23-7145009

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
THE BEN MAY CHARITABLE TRUST REGIONS BANK TRUSTEE #1255000027	23-7145009

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BEN MAY JR. TRUST FBO ANTHONY SANTACROCE REGIONS BANK TRUSTEE, PO BOX 1628 MOBILE, AL 36633	$ 20,455,379.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

THE BEN MAY CHARITABLE TRUST
REGIONS BANK TRUSTEE #1255000027

Employer identification number

23-7145009

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	TIMBERLANDS, MINERAL INTERESTS, INTEREST IN HARBERT REAL ESTATE FD III, LLC	$ 10,071,307.	03/26/12

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
THE BEN MAY CHARITABLE TRUST REGIONS BANK TRUSTEE #1255000027	23-7145009

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once) ▶ $__________

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMERICAN SOCIETY OF THE MOST VENERABLE ORD OF HOSP OF ST JOHN OF JERUSALEM 1875 K ST NW STE 603 WASHINGTON, DC 20006		PUBLIC	GENERAL PURPOSES	10,000.
AVODAH THE JEWISH SERVICE CORPS 45 W 36TH ST, 8TH FLOOR NEW YORK, NY 10018		PUBLIC	GENERAL PURPOSES	10,000.
ARCHEOLOGICAL CONSERVANCY 5301 CENTRAL AVE NE, STE 902 ALBUQUERQUE, NM 87108		PUBLIC	GENERAL PURPOSES	1,000.
BEN MAY MAIN LIBRARY 704 GOVERNMENT ST MOBILE, AL 36602		PUBLIC	GENERAL PURPOSES	15,000.
CENTRE FOR THE LIVING ARTS 301 CONTI ST MOBILE, AL 36602		PUBLIC	GENERAL PURPOSES	10,000.
CHILDREN OF THE WORLD 811 FAIRHOPE AVE FAIRHOPE, AL 36532		PUBLIC	GENERAL PURPOSES	20,000.
DAUPHIN WAY UNITED METHODIST CHURCH 1507 DAUPHIN ST MOBILE, AL 36604		PUBLIC	GENERAL PURPOSES	100.
DOWNTOWN ALLIANCE 261 DAUPHIN ST MOBILE, AL 36602		PUBLIC	GENERAL PURPOSES	5,000.
EDITH MURPHY FOUNDATION PO BOX 864 MOBILE, AL 36601		PUBLIC	GENERAL PURPOSES	5,000.
EMMANUEL CONNECTION PO BOX 53 DALEVILLE, MS 39326		PUBLIC	GENERAL PURPOSES	2,000.
Total from continuation sheets				465,480.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GOVERNMENT STREET PRESBYTERIAN CHURCH 300 GOVERNMENT ST. MOBILE, AL 36602		PUBLIC	GENERAL PURPOSES	5,000.
HISTORIC MOBILE PRESERVATION 350 OAKLEIGH PLACE MOBILE, AL 36601		PUBLIC	GENERAL PURPOSES	5,000.
HUDSON ALPHA INST FOR BIOTECHNOLOGY 601 GENOME WAY HUNTSVILLE, AL 35806		PUBLIC	GENERAL PURPOSES	5,000.
JEWISH THEOLOGICAL SEMINARY 3080 BROADWAY NEW YORK, NY 10027		PUBLIC	GENERAL PURPOSES	15,000.
LEROY HIGH SCHOOL P.O. BOX 40 LEROY, AL 36548		PUBLIC	GENERAL PURPOSES	5,000.
LITTLE SISTERS OF THE POOR 1655 MCGILL AVE MOBILE, AL 36604		PUBLIC	GENERAL PURPOSES	5,000.
MCGILL-TOOLEN CATHOLIC HIGH SCHOOL 1501 OLD SHELL RD. MOBILE, AL 36604		PUBLIC	GENERAL PURPOSES	3,000.
MOBILE AREA JEWISH FEDERATION 273 AZALEA RD MOBILE, AL 36609		PUBLIC	GENERAL PURPOSES	5,000.
MOBILE ASSOC. FOR THE BLIND 2440 GORDON SMITH DR MOBILE, AL 36617		PUBLIC	GENERAL PURPOSES	2,000.
MOUNT VERNON LADIES ASSOC. OF THE UNION P.O. BOX 110 MOUNT VERNON, VA 22121		PUBLIC	GENERAL PURPOSES	5,000.
Total from continuation sheets				

223631
05-01-12

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RAMAH DAROM PLANNING CORP. 6400 POWERS FERRY RD, STE 215 ATLANTA, GA 30339		PUBLIC	MAINTAIN "BEN MAY CABIN" AT CAMP	5,000.
RONALD MCDONALD HOUSE 1626 SPRINGHILL AVE MOBILE, AL 36601		PUBLIC	GENERAL PURPOSES	4,380.
SALVATION ARMY PO BOX 1025 MOBILE, AL 36633		PUBLIC	NEEDIEST FAMILIES CAMPAIGN	1,000.
SHUBUTA MEMORIAL CEMETERY TRUST PO BOX 375 SHUBUTA, MS 39360		PUBLIC	GENERAL PURPOSES	2,000.
SHUBUTA UNITED METHODIST CHURCH PO BOX 375 SHUBUTA, MS 39360		PUBLIC	GENERAL PURPOSES	2,000.
SOCIETY OF 1868 PO BOX 25 MOBILE, AL 36601		PUBLIC	GENERAL PURPOSES	2,500.
ST. STEPHENS HISTORICAL COMMISSION P.O. BOX 78 ST STEPHENS, AL 36569		PUBLIC	GENERAL PURPOSES	15,000.
ST. STEPHENS NUTRITIONAL CENTER P.O. BOX 78 ST STEPHENS, AL 36569		PUBLIC	GENERAL PURPOSES	5,000.
STANFORD UNIVERSITY SCHOOL OF MEDICINE 269 CAMPUS DR W STANFORD, CA 94305		PUBLIC	GENERAL PURPOSES	35,000.
THE UNIVERSITY OF CHICAGO 929 E 57TH ST, W421C CHICAGO, IL 60637		PUBLIC	CANCER RESEARCH FUNDING	125,000.
Total from continuation sheets				

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05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNITED JEWISH APPEAL 130 E 59TH STREET NEW YORK, NY 10018		PUBLIC	GENERAL PURPOSES	10,000.
UNIVERSITY OF SOUTH ALABAMA 307 UNIVERSITY BLVD MOBILE, AL 36688		PUBLIC	BEN MAY HISTORY PROJECT	18,000.
WATERFRONT RESCUE MISSION 3404 MOFFETT RD MOBILE, AL 36601		PUBLIC	GENERAL PURPOSES	5,000.
YMCA OF SOUTH ALABAMA, INC. 101 N WATER ST MOBILE, AL 36602		PUBLIC	BIG BROTHERS BIG SISTERS	20,000.
SANSUM CLINIC 215 PESATAS LANE SANTA BARBARA, CA 93110		PUBLIC	GENERAL PURPOSES	30,000.
PRICHARD PREPARATORY SCHOOL 743 MT SINAI AVE MOBILE, AL 36612		PUBLIC	GENERAL PURPOSES	1,000.
FRIENDS OF MAGNOLIA CEMETERY 1202 VIRGINIA ST MOBILE, AL 36660		PUBLIC	GENERAL PURPOSES	5,000.
FRIENDS OF WASHINGTON CNTY LIBRARY PO BOX 1057 CHATOM, AL 36518		PUBLIC	GENERAL PURPOSES	1,000.
FOUNDATION FOR NEW MEDIA PO BOX 218 STONE RIDGE , NY 12484		PUBLIC	GENERAL PURPOSES	5,000.
LEARNING TREE PO BOX 1306 SEMMES, AL 36575		PUBLIC	GENERAL PURPOSES	5,000.
Total from continuation sheets				

THE BEN MAY CHARITABLE TRUST
REGIONS BANK TRUSTEE #1255000027 23-7145009

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
L'ARCHE 151 S ANN ST MOBILE, AL 36604		PUBLIC	GENERAL PURPOSES	7,500.
THE SHOULDER PO BOX 7130 SPANISH FORT, AL 36526		PUBLIC	GENERAL PURPOSES	5,000.
FAMILY PROMISE OF COASTAL ALABAMA 1260 DAUPHIN ST MOBILE, AL 36604		PUBLIC	GENERAL PURPOSES	3,000.
SANTA BARBARA YOUTH ENSEMBLE THEATRE PO BOX 2310 SANTA BARBARA, CA 93120		PUBLIC	GENERAL PURPOSES	5,000.
PINE GROVE UNITED METHODIST CHURCH 785 CARSON RD LEROY, AL 36548		PUBLIC	GENERAL PURPOSES	7,500.
LEROY VOLUNTEER FIRE DEPT. HWY 43 LEROY, AL 36548		PUBLIC	GENERAL PURPOSES	2,500.
ST. STEPHENS VOLUNTEER FIRE DEPT. CO RD 34 ST STEPHENS, AL 36569		PUBLIC	GENERAL PURPOSES	2,500.
TECHNOSERVE 1120 19TH ST NW, 8TH FLOOR WASHINGTON , DC 20036		PUBLIC	GENERAL PURPOSES	2,500.
Total from continuation sheets				

223631
05-01-12

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

SOURCE	AMOUNT
SHORT TERM INVESTMENT FUNDS	1,979.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,979.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BOND INTEREST	39,041.	0.	39,041.
CORPORATE DIVIDENDS	164,069.	36,453.	127,616.
US INTEREST INCOME	47,714.	0.	47,714.
TOTAL TO FM 990-PF, PART I, LN 4	250,824.	36,453.	214,371.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
HUNTING LEASE INCOME	1	29,862.
SEISMIC LEASE BONUS	2	87,660.
TOTAL TO FORM 990-PF, PART I, LINE 5A		117,522.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
COMMISSION		4,300.	
- SUBTOTAL -	2		4,300.
TOTAL RENTAL EXPENSES			4,300.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			113,222.

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
HARBERT REAL ESTATE FD	<22,586.>	<22,586.>	
HARBERT REAL ESTATE FD	73,625.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	51,039.	<22,586.>	

FORM 990-PF LEGAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	9,401.	9,401.		0.
TO FM 990-PF, PG 1, LN 16A	9,401.	9,401.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	46,910.	28,240.		18,670.
TO FORM 990-PF, PG 1, LN 16B	46,910.	28,240.		18,670.

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX, NET	18,480.	0.		0.
REAL ESTATE TAXES	18,692.	18,692.		0.
FOREIGN TAX	267.	267.		0.
TO FORM 990-PF, PG 1, LN 18	37,439.	18,959.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES	1,600.	0.		1,600.
ROAD & TIMBER MAINTENANCE	12,301.	12,301.		0.
INSURANCE	1,494.	1,494.		0.
TIMBER APPRAISAL	14,802.	14,802.		0.
REAL ESTATE EXP	12,721.	12,721.		0.
COMMISSION	4,300.	4,300.		0.
TO FORM 990-PF, PG 1, LN 23	47,218.	45,618.		1,600.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

DESCRIPTION	AMOUNT
INCREASE (DECREASE) IN UNREALIZED GAINS	780,769.
TOTAL TO FORM 990-PF, PART III, LINE 3	780,769.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 11

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT OBLIGATIONS - SEE ATTACHED LIST	X		2,079,667.	2,079,667.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,079,667.	2,079,667.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,079,667.	2,079,667.

BEN MAY CHARITABLE TRUST
REGIONS BANK, TRUSTEE
23-7145009
2012 FORM 990-PF

Schedule of Government Obligations

Description	December 31, 2012 Par	December 31, 2012 Market Value
FHLMC #G05937, 4 5%	9,224	9,933 06
FHLMC #G05408, 5%	33,532	36,207 98
FHLMC #G08454, 4 5%	21,629	23,338 18
FHLMC #A95147, 4%	38,051	41,490 05
FNMA 5%, 3/15/16	79,000	90,403 65
FNMA Pool #255770, 5 5%	5,503	6,013 34
FNMA Pool #256200, 5 5%	1,302	1,410 58
FHLMC 2 875% 2/9/15	127,000	133,808 47
FNMA Pool #AH6827, 4%	32,281	23,791 32
FNMA Pool #AH2886, 3 5%	46,656	49,521 72
FNMA Pool #AL0393 4 5%	10,211	11,251 17
FNMA Pool #725424 5 5%	20,853	22,917 70
FNMA Pool #725773, 5 5%	37,344	40,855 05
FNMA Pool #725946, 5 5%	5,301	5,799 91
FNMA Pool #735484 5%	41,103	44,733 50
FNMA Pool #735580 5%	21,714	23,702 13
FNMA Pool #735681, 5 5%	2,098	2,272 78
FNMA Pool #735989 5 5%	16,175	17,776 38
FNMA Pool #745079, 5%	16,286	17,698 50
FNMA Pool #745428, 5 5%	170,527	186,348 66
FNMA Pool #811499, 5%	1,731	1,881 40
FNMA Pool #831124, 5%	2,351	2,554 80
FNMA Pool #849915, 6%	75,881	84,759 33
FNMA Pool #888356, 5 5%	6,446	6,983 14
FNMA Pool #888021 6%	18,762	20,540 50
FNMA Pool #889579 6%	49,519	54,233 00
FNMA Pool #890330 5%	21,081	22,909 74
FNMA Pool #931675 5 5%	14,878	15,978 83
FNMA Pool #932474 4 5%	56,111	60,631 90
FNMA Pool #932658 4%	43,055	46,117 48
FNMA Pool #995431, 5 5%	5,434	5,887 29
FNMA Pool #995960 5%	10,828	11,737 16
FNMA Pool #AA7236 4%	9,604	10,302 86
FNMA Pool #AB4115 4%	23,365	25,078 85
FNMA Pool #AD0336 5%	13,200	14,345 50
FNMA Pool #AE3068 3 5%	21,335	22,645 86
FNMA Pool #MA1062 3%	48,219	50,963 42
US Treasury 6.25%, 8/15/23	91,000	130,471 25
US Treasury Inflation Index 625%, 7/15/21	127,266	144,665 99
US Treasury N/B 2.625%, due 11/15/20	163,000	178,892 50
US Treasury 1 375%, 11/30/15	368,000	378,811 84
		2,079,666 77

FORM 990-PF CORPORATE STOCK STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCK - SEE ATTACHED LIST	6,226,792.	6,226,792.
EQUITY MUTUAL FUNDS	2,765,283.	2,765,283.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,992,075.	8,992,075.

FORM 990-PF CORPORATE BONDS STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE OBLIGATIONS - SEE ATTACHED LIST	2,287,096.	2,287,096.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,287,096.	2,287,096.

FORM 990-PF OTHER INVESTMENTS STATEMENT 14

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
TIMBERLANDS & MINERALS	FMV	15,333,594.	15,333,594.
K2 OVERSEAS INVESTORS I LTD.	FMV	749,526.	749,526.
HARBERT REAL ESTATE FUND III	FMV	946,283.	946,283.
TOTAL TO FORM 990-PF, PART II, LINE 13		17,029,403.	17,029,403.

BEN MAY CHARITABLE TRUST
REGIONS BANK, TRUSTEE
23-7145009
2012 FORM 990-PF

Schedule of Common Stocks

	December 31, 2012	
Description	Shares	Market Value
Allergan Inc	1,355	124,294.15
American Express Co	2,260	129,904.80
Anadarko Petroleum	1,740	129,299.40
Apple Inc	340	180,938 79
Baxter Intl Inc	790	52,661 40
Blackrock Inc	320	66,147.20
Broadcom Corp	3950	131,179.50
CVS/Caremark Corp.	2685	129,819.75
Chevron Corp.	1775	191,948.50
Cisco Systems Inc	6795	133,517.67
Danaher Corp	2350	131,365.00
Disney Walt Co	2130	106,052 70
EMC Corp	2551	64,540 30
Emerson Electric	1250	66,200 00
Exxon Mobil	1805	156,222 75
General Electric	6060	127,199 40
Google Inc	90	63,664 20
Heinz HJ Co	2100	121,128.00
Intel Corp	6060	124,957 20
JP Morgan Chase & Co.	3760	165,323 82
Johnson & Johnson	1755	123,025.50
Johnson Controls	4850	148,749 50
Juniper Networks	3450	67,861 50
Laboratory Corp	1460	126,465.20
Lowe's Co 's	3790	134,620 80
McDonalds Corp	1430	126,140 30
Merck & Co	2810	115,041.40
Metlife Inc	1640	54,021 60
Monsanto Co	1445	136,769 25
Nextera Energy Inc.	1820	125,925.80
Oracle Corp	4090	136,278 80
Pepsico Inc	1780	121,805 40
Philip Morris Intl Inc	2210	184,844 40
Phillips 66	1000	53,100 00
Praxair Inc	1140	124,773.00
Proctor & Gamble Co	1815	123,220 35
Prudential Financial Inc	2420	129,058 60
Qualcomm Inc.	1970	121,863 41
Schlumberger Ltd	1775	123,005 02
Stryker Corp	2310	126,634.20
3M Co	1390	129,061 50
Target Corp.	1940	114,789 80
Texas Instruments	4205	129,892.45
Thermo Fisher Scientific	845	53,894 10
Tiffany & Co.	1800	103,212.00
Travelers Cos. Inc.	1783	128,055.06
United Technologies Corp	805	66,018 05
Verizon Communications	2871	124,228 17
Visa Inc	890	134,906 20
Wells Fargo	5760	196,876 80
Xcel Energy Inc	4590	122,598 90
Accenture PLC	1860	123,690.00
		6,226,791 59

BEN MAY CHARITABLE TRUST
REGIONS BANK, TRUSTEE
23-7145009
2012 FORM 990-PF

Schedule of Corporate Obligations

	December 31, 2012	
	Par	Market Value
Description		
AT&T Inc , 5 6%, due 5/15/18	36,000	43,426 08
AFLAC Inc. , 8 5%, due 5/1519	34,000	46,305 62
AMEX Credit Corp , 2 75%, due 9/15/15	43,000	45,080 34
Anheuser Busch Inbev 2 875%, due 2/15/16	43,000	45,541 30
BHP Billiton Fin USA 1%, due 2/24/15	90,000	90,666 90
Barclay's Bank PLC, 3 9%, due 4/7/15	42,000	44,540 16
CSX Corp , 6 25%, due 4/1/15	40,000	44,790 40
CA Inc , 5 375%, due 12/1/19	40,000	45 553 60
Caterpillar Make Whole, 7 9%, 12/15/18	33,000	44,763 18
Chevron Corp. 1.104%, due 12/5/17	45,000	45,314 10
Cisco Systems 5 5%, due 2/22/16	38,000	43,435 90
Citigroup 6%, due 12/13/13	43,000	45,057 98
Comcast Corp , 5 7%, due 7/1/19	38,000	46,300 72
Credit Suisse FB, 5 5%, due 5/1/14	84,000	89,375 16
DirecTV Hldgs, 3 55%, due 3/15/15	42,000	44,182 32
Duke Energy 2 15%, due 11/15/16	45,000	46,530 90
General Elec Capl Corp , 5 3%, due 2/11/21	39 000	45 270 42
General Elec Capl Corp , 5 875%, due 1/14/38	38,000	45 837 50
Goldman Sachs Grp, 7 5%, due 2/15/19	36,000	45,297 36
Goldman Sachs Grp, 6%, due 5/1/14	42,000	44,698 50
Hess Corp , 8 125%, due 2/15/19	35,000	46,063 85
Hewlett Packard Co , 2 2%, due 12/1/15	45,000	45,061 65
Intel Corp , 3 3%, due 10/1/21	42,000	44,535 12
IBM, 1 95%, due 7/22/16	87,000	90,416 49
JP Morgan Chase 6 3%, due 4/23/19	36,000	44 415 36
Kraft Foods Inc , 4 125%, due 2/9/16	41,000	44,669 91
Memll Lynch & Co , Inc , due 6 875%	37,000	44,601 65
Memll Lynch & Co , Inc , 6 11%, due 1/29/37	42,000	45,845 10
Morgan Stanley 5 625%, due 9/23/19	41,000	46,370 18
Morgan Stanley 4 2%, due 11/20/14	43,000	44,865 77
Ontano (Prov Of) 1.375%, due 1/27/14	89,000	89,967 43
Oracle Corp , 5 75%, due 4/15/18	37,000	45,029 37
Petrobras Intl Fin 5 75%, due 1/20/20	80,000	91,068 80
Pfizer Inc , 6 2%, due 3/15/19	36,000	45,503 28
Prudential Finl, 4 5%, due 11/15/20	42,000	46,895 52
Royal Bank of Canada 1 2%, due 9/19/27	69,000	69,165 60
Suntrust Bks 3.5%, due 1/20/17	43,000	46,178 56
Talisman Energy 7 75%, due 6/1/19	36,000	46,400 04
Target Corp , 5 375%, due 5/1/17	39,000	45,907 68
Teva Pharm 1 7%, due 11/10/14	45,000	46,035 90
Time Wamer Cable 6 75%, due 7/1/18	37,000	46,219 66
Toyota Motor Crecit 3 4% due 9/15/21	42,000	45,740 52
Venzon Communication, 6%, due 4/1/41	35,000	45,681 30
Wachovia Corp , 5 75%, due 6/15/17	38,000	45,006 06
Walmart Stores 6 2% due 4/15/38	32,000	43,483 20
		2,287,096 44

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 15
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
ESTATE OF BEN MAY, JR.	C/O: AMSOUTH BANK, P.O. DRAWER 1628, MOBILE, AL 36629
BEN MAY JR. TRUST FBO ANTHONY SANTACROCE	C/O REGIONS BANK, P.O. DRAWER 1628 MOBILE, AL 36633

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 16
TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
REGIONS BANK P.O. DRAWER 1628 MOBILE, AL 36629	TRUSTEE 2.00	29,047.	0.	0.
MARTIN PERLMAN MD 4876 VIA LOS SANTOS SANTA BARBARA, CA 93111	DIST COMMITTEE-CHAIRMAN 0.50	10,000.	0.	0.
VIVIAN G. JOHNSTON JR P.O. BOX 123 MOBILE, AL 36601	DIST. COMMITTEE MEMBER 0.25	0.	0.	0.
JOHN D. PEEBLES 118 N ROYAL ST MOBILE, AL 36602	DIST. COMMITTEE MEMBER 0.25	0.	0.	0.
LYNETTE P. KOPPEL 245 E 93RD ST NEW YORK, NY 10128	DIST. COMMITTEE MEMBER 0.25	0.	0.	0.
VIVIAN G. JOHNSTON III 813 DOWNTOWNER BLVD MOBILE, AL 36609	DIST. COMMITTEE MEMBER 0.25	0.	0.	0.

ALLISON H. PEEBLES 118 N ROYAL ST MOBILE, AL 36602	DIST. COMMITTEE MEMBER 0.25	0.	0.	0.
VIVIAN G. JOHNSTON V P.O. BOX 41105 MOBILE, AL 36640	DIST. COMMITTEE MEMBER 0.25	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		39,047.	0.	0.

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

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

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

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

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

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

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

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

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions
THE BEN MAY CHARITABLE TRUST
REGIONS BANK TRUSTEE #1255000027

Employer identification number (EIN) or
23-7145009

Number, street, and room or suite no If a P O box, see instructions
P.O. DRAWER 1628

Social security number (SSN)

City, town or post office, state, and ZIP code For a foreign address, see instructions
MOBILE, AL 36633-1628

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ KEN NIEMEYER; REGIONS BANK TRUSTEE
  11 NORTH WATER STREET, 28TH FLOOR - MOBILE, AL 36602
  Telephone No ▶ 251-438-8260 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box ▶ ☐ If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013 , to file the exempt organization return for the organization named above The extension is for the organization's return for.

▶ ☒ calendar year 2012 or

▶ ☐ tax year beginning ________________ , and ending ________________ .

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 6,766.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 10,920.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$ 0.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev 1-2013)

223841
01-21-13

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions
THE BEN MAY CHARITABLE TRUST
REGIONS BANK TRUSTEE #1255000027

Employer identification number (EIN) or
23-7145009

Number, street, and room or suite no If a P O box, see instructions
P.O. DRAWER 1628

Social security number (SSN)

City, town or post office, state, and ZIP code For a foreign address, see instructions
MOBILE, AL 36633-1628

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ KEN NIEMEYER; REGIONS BANK TRUSTEE
11 NORTH WATER STREET, 28TH FLOOR - MOBILE, AL 36602

Telephone No. ▶ 251-438-8260 FAX No ▶

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

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013

5 For calendar year 2012 , or other tax year beginning ________________, and ending ________________

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension
MORE TIME IS NEEDED TO GATHER INFORMATION

8a	If this application is for Form 990-BL, 990-PF 990-T, 4720 or 6069, enter the tentative tax less any nonrefundable credits See instructions	8a	$ 7,417.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 10,920.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ CPA Date ▶ 8/9/13

Form **8868** (Rev 1-2013)