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
J. L. BEDSOLE FOUNDATION
REGIONS BANK, CO-TRUSTEE

A Employer identification number
23-7225708

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
C/O REGIONS BANK P. O. BOX 1628

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: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 64,134,957.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

		(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	500.		N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	192.	192.		STATEMENT 1
	4 Dividends and interest from securities	276,387.	276,387.		STATEMENT 2
	5a Gross rents	9,783.	9,783.		STATEMENT 3
	b Net rental income or (loss) 9,783.				
	6a Net gain or (loss) from sale of assets not on line 10	5,165,129.			
	b Gross sales price for all assets on line 6a 16,758,584.				
	7 Capital gain net income (from Part IV, line 2)		5,165,129.		
	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	203,488.	70,294.		STATEMENT 4
	12 **Total** Add lines 1 through 11	5,655,479.	5,521,785.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	286,810.	214,312.		72,498.
	14 Other employee salaries and wages	220,044.	0.		220,044.
	15 Pension plans, employee benefits	21,160.	0.		21,160.
	16a Legal fees STMT 5	35,189.	22,628.		12,561.
	b Accounting fees STMT 6	47,483.	19,374.		28,109.
	c Other professional fees STMT 7	246,351.	238,351.		8,000.
	17 Interest				
	18 Taxes STMT 8	118,873.	62,892.		18,981.
	19 Depreciation and depletion				
	20 Occupancy	36,946.	0.		36,946.
	21 Travel, conferences, and meetings	7,050.	0.		7,050.
	22 Printing and publications				
	23 Other expenses STMT 9	130,886.	82,904.		47,982.
	24 **Total operating and administrative expenses** Add lines 13 through 23	1,150,792.	640,461.		473,331.
	25 Contributions, gifts, grants paid	2,632,710.			2,632,710.
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,783,502.	640,461.		3,106,041.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	1,871,977.			
	b **Net investment income** (if negative, enter -0-)		4,881,324.		
	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			
	2 Savings and temporary cash investments	607,332.	891,913.	891,913.
	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			
	b Investments - corporate stock STMT 12	11,668,777.	9,703,810.	10,728,865.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 13	9,538,547.	12,884,751.	12,486,123.
	14 Land, buildings, and equipment: basis ▶ 14,693,793.			
	Less accumulated depreciation ▶	14,574,192.	14,693,793.	38,452,917.
	15 Other assets (describe ▶ STATEMENT 14)	0.	1,575,139.	1,575,139.
	16 **Total assets** (to be completed by all filers)	36,388,848.	39,749,406.	64,134,957.
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		1,555,356.	
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	1,555,356.	
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	36,388,848.	38,194,050.	
	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**	36,388,848.	38,194,050.	
	31 **Total liabilities and net assets/fund balances**	36,388,848.	39,749,406.	

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	36,388,848.
2 Enter amount from Part I, line 27a	2	1,871,977.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	202,397.
4 Add lines 1, 2, and 3	4	38,463,222.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	269,172.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	38,194,050.

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	WASH SALES ADJUSTMENT			
d	CAPITAL GAINS DIVIDENDS			
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	2,761,941.		135,502.	2,626,439.
b	13,967,506.		11,493,430.	2,474,076.
c				35,477.
d	29,137.			29,137.
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				2,626,439.
b				2,474,076.
c				35,477.
d				29,137.
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 — 5,165,129.

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	2,992,545.	60,634,208.	.049354
2010	2,965,910.	60,164,714.	.049297
2009	3,117,523.	58,188,417.	.053576
2008	3,019,225.	65,713,776.	.045945
2007	3,468,664.	71,529,199.	.048493

2	**Total** of line 1, column (d)	2	.246665
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	.049333
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	61,229,612.
5	Multiply line 4 by line 3	5	3,020,640.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	48,813.
7	Add lines 5 and 6	7	3,069,453.
8	Enter qualifying distributions from Part XII, line 4	8	3,106,041.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	48,813.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	48,813.
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	48,813.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	15,155.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	34,345.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	49,500.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	647.
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	40.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶		40. 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	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 ▶ WWW.JLBEDSOLEFOUNDATION.ORG

14 The books are in care of ▶ KENNETH E. NIEMEYER, REGIONS BANK, 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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☒ Yes ☐ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** X (No)

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (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? 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 15		286,810.	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
CHRISTOPHER L. LEE 112 PLACE LEVERT, MOBILE, AL 36608	DIRECTOR 40.00	130,324.	4,054.	4,800.

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
REGIONS BANK - 11 NORTH WATER ST, 28TH FLOOR, MOBILE, AL 36602	COMMISSIONS ON LAND & TIMBER SALES/MGMT	372,687.
PROFESSIONAL FORESTRY SERVICES 81 GRANADE AVE, CHATOM, AL 36518	TREE PLANTING	53,409.
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 ADMINISTRATION OF SCHOLARS PROGRAM (141 COLLEGE/UNIVERSITY STUDENTS SERVED), ENTREPRENEURIAL PROGRAM (14 INDIVIDUAL AWARDS), AND GRANTS TO EXEMPT ORGANIZATIONS	473,331.
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	22,973,396.
b	Average of monthly cash balances	1b	960,538.
c	Fair market value of all other assets	1c	38,228,109.
d	**Total** (add lines 1a, b, and c)	1d	62,162,043.
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	62,162,043.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	932,431.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	61,229,612.
6	**Minimum investment return** Enter 5% of line 5	6	3,061,481.

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	3,061,481.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 48,813.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	48,813.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,012,668.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,012,668.
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	3,012,668.

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	3,106,041.
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	3,106,041.
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	48,813.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	3,057,228.

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					3,012,668.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2012:					
a From 2007	17,993.				
b From 2008					
c From 2009	208,102.				
d From 2010	1,141.				
e From 2011	12,137.				
f **Total** of lines 3a through e		239,373.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 3,106,041.					
a Applied to 2011, but not more than line 2a				0.	
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					3,012,668.
e Remaining amount distributed out of corpus		93,373.			
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		332,746.			
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					0.
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		17,993.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a		314,753.			
10 Analysis of line 9:					
a Excess from 2008					
b Excess from 2009	208,102.				
c Excess from 2010	1,141.				
d Excess from 2011	12,137.				
e Excess from 2012	93,373.				

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:

SEE STATEMENT 16

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CITY OF THOMASVILLE, AL PO BOX 127 THOMASVILLE, AL 36784		PUBLIC	GENERAL PURPOSES	66,710.
SEE ATTACHED SCHEDULE				2,566,000.
Total			▶ 3a	2,632,710.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	192.	
4 Dividends and interest from securities			14	276,387.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	9,783.	
6 Net rental income or (loss) from personal property					
7 Other investment income	531120	133,194.	14	70,294.	
8 Gain or (loss) from sales of assets other than inventory			18	5,165,129.	
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)		133,194.		5,521,785.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 5,654,979.

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

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

REGIONS BANK AS TRUSTEE 11/15/13

Signature of officer or trustee KENNETH E. NIEMEYER Date VICE PRESIDENT Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
APRIL B. BOUDREAUX	April Boudreaux	11/14/13		P00288170

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

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

SOURCE	AMOUNT
CASH AND MONEY MARKET FUNDS	192.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	192.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	305,524.	29,137.	276,387.
TOTAL TO FM 990-PF, PART I, LN 4	305,524.	29,137.	276,387.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
MOORING LEASE	2	9,783.
TOTAL TO FORM 990-PF, PART I, LINE 5A		9,783.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OIL AND GAS REVENUES	42,781.	42,781.	
HUNTING LEASES, FEES	218,461.	218,461.	
SUNDRY INVESTMENT INCOME	27.	27.	
K-1 PASSTHROUGH: HARBERT REAL ESTATE INVESTMENT FUND	133,194.	0.	
K-1 PASSTHROUGH: HARBERT REAL ESTATE INVESTMENT FUND	<55,288.>	<55,288.>	
K-1 PASSTHROUGH: ALKEON GROWTH PARTNERS	<20,889.>	<20,889.>	
K-1 PASSTHROUGH: FUTURES PORTLFOLIO FD	<83,326.>	<83,326.>	

K-1 PASSTHROUGH: TIVERTON INVESTMENTS	<31,472.>	<31,472.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	203,488.	70,294.	

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	35,189.	22,628.		12,561.
TO FM 990-PF, PG 1, LN 16A	35,189.	22,628.		12,561.

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	47,483.	19,374.		28,109.
TO FORM 990-PF, PG 1, LN 16B	47,483.	19,374.		28,109.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SCHOLARS SELECTION COMMITTEE	8,000.	0.		8,000.
FORESTRY MANAGEMENT SERVICES/TIMBER CRUISE	113,861.	113,861.		0.
PROPERTY INSURANCE	2,621.	2,621.		0.
INVESTMENT CONSULTING	14,500.	14,500.		0.
INVESTMENT ADVISORY FEES	105,413.	105,413.		0.
ADR FEES	1,956.	1,956.		0.
TO FORM 990-PF, PG 1, LN 16C	246,351.	238,351.		8,000.

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AD VALOREM TAXES	52,489.	52,489.		0.
EXCISE TAXES	37,000.	0.		0.
PRODUCTION TAXES	3,692.	3,692.		0.
FOREIGN TAXES	6,711.	6,711.		0.
PAYROLL TAXES	18,981.	0.		18,981.
TO FORM 990-PF, PG 1, LN 18	118,873.	62,892.		18,981.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	8,497.	0.		8,497.
MEMBERSHIP DUES	2,164.	0.		2,164.
OFFICE SUPPLIES & EXPENSE	12,314.	0.		12,314.
MISCELLANEOUS	2,454.	950.		1,504.
TELEPHONE & UTILITIES	4,020.	0.		4,020.
SCHOLARS PROGRAM	11,609.	0.		11,609.
TIMBERLAND MAINTENANCE	66,954.	66,954.		0.
APPRAISALS & TIMBER CRUISE	15,000.	15,000.		0.
ENTREPRENEURIAL PROGRAM	7,874.	0.		7,874.
TO FORM 990-PF, PG 1, LN 23	130,886.	82,904.		47,982.

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

DESCRIPTION	AMOUNT
BOOK/TAX DIFFERENCE ON ALKEON GROWTH PARTNERS	20,889.
BOOK/TAX DIFFERENCE ON FUTURES PORTFOLIO FUND	83,326.
BOOK/TAX DIFFERENCE ON TIVERTON INVESTMENTS LLC	31,472.
BOOK/TAX DIFFERENCE IN CONTRIBUTION OF REAL ESTATE FOR CHARITABLE PURPOSES	66,710.
TOTAL TO FORM 990-PF, PART III, LINE 3	202,397.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 11

DESCRIPTION	AMOUNT
BOOK/TAX DIFFERENCE ON HARBERT REAL ESTATE FUND INVESTMENT	77,906.
STOCK BASIS ADJUSTMENT - RETURN OF CAPITAL	191,266.
TOTAL TO FORM 990-PF, PART III, LINE 5	269,172.

FORM 990-PF	CORPORATE STOCK	STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	7,743,810.	8,657,773.
EQUITY MUTUAL FUND	1,960,000.	2,071,092.
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,703,810.	10,728,865.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
K2 HEDGE FUND	COST	1,761,297.	2,602,665.
HARBERT REAL ESTATE INVESTMENT FUND	COST	2,813,454.	1,774,277.
ALKEON GROWTH PARTNERS	COST	1,245,000.	1,279,026.
FUTURES PORTFOLIO FUND	COST	1,525,000.	1,453,461.
GRAHAM ALTERNATIVE INVESTMENT FUND	COST	1,525,000.	1,411,073.
TIVERTON INVESTMENTS	COST	1,260,000.	1,200,633.
ACP FUNDS TRUST	COST	2,755,000.	2,764,988.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,884,751.	12,486,123.

FORM 990-PF OTHER ASSETS STATEMENT 14

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
REAL ESTATE HELD FOR CHARITABLE PURPOSES	0.	1,575,139.	1,575,139.
TO FORM 990-PF, PART II, LINE 15	0.	1,575,139.	1,575,139.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
REGIONS BANK P. O. DRAWER 1628 MOBILE, AL 36633	TRUSTEE 40.00	161,810.	0.	0.
TRAVIS M. BEDSOLE, JR. 259 RIDGELAWN DR. W. MOBILE, AL 36608	MBR DIST COMM & TRUSTEE 6.00	35,750.	0.	0.
T. BESTOR WARD, III P.O. BOX 81366 MOBILE, AL 36608	CHR DIST COMM & TRUSTEE 10.00	45,750.	0.	0.
ROBERT J. WILLIAMS 58 MIDTOWN PARK E MOBILE, AL 36606	MBR DIST COMM 3.00	14,500.	0.	0.
JOHN WHITE-SPUNNER P.O. BOX 7986 MOBILE, AL 36670	MBR DIST COMM 3.00	14,500.	0.	0.
JOHN M. TURNER, JR. 13 HILLWOOD ROAD MOBILE, AL 36608	MBR DIST COMM 3.00	14,500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		286,810.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 16
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MR. CHRIS LEE, EXECUTIVE DIRECTOR
POST OFFICE BOX 1137
MOBILE, AL 36633

TELEPHONE NUMBER

251-432-3369

FORM AND CONTENT OF APPLICATIONS

PROVIDE WRITTEN REQUEST SPECIFYING NAME, EXEMPT CLASSIFICATION OR CHARITABLE 501(C)(3) DESIGNATION, DETAILS OF REQUEST, SUBJECT TO ITEM (D) BELOW.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

SEE DETAILED STATEMENT, ATTACHED.

J. L. Bedsole Foundation
Common Stocks
December 31, 2012

Description	Balance 12/31/12 Shares	Cost	Mkt. Value
ABB LTD	1,485	29,182.48	30,873.15
AT&T	1,645	53,365.81	55,452.95
ABRAXIS, INC.	850	14,774.05	31,535.00
ADIDAS AG	775	24,861.77	34,397.60
ADVISORY BOARD CO.	226	2,963.42	10,574.54
ALTRIA GROUP INC.	1,780	59,201.73	55,963.20
AMADEUS IT HLDG	438	10,494.48	11,000.37
AMERICA MOVIL	939	22,948.70	21,728.46
AMERICAN CAPITAL AGENCY C(	751	22,924.05	21,703.90
AMERICAN EXPRESS CO.	1,738	87,453.44	99,900.24
ANALOG DEVICES INC.	396	10,000.86	16,655.76
ANNALY CAPITAL MGT	1,044	14,737.22	14,657.76
ANSYS INC.	621	22,011.01	41,818.14
APPLE INC	406	85,909.45	216,062.20
APTARGROUP INC.	443	18,226.76	21,139.96
ASTRAZENECA	1,200	55,425.60	56,724.00
AUSTRALIA & NEW ZEALAND BI	650	12,960.48	16,904.55
AVERY DENNISON CORP.	241	9,962.94	8,415.72
BASF	251	7,030.51	23,544.80
BG GROUP	910	18,664.45	14,976.78
BHP BILLITON	377	24,713.32	26,529.49
BNP PARIBAS	464	12,153.18	13,025.41
BP PLC	446	18,735.97	18,571.44
BABCOCK & WILCOX CO.	493	9,086.66	12,916.60
BAIDU INC.	192	18,370.56	19,255.68
BANCO BRADESCO	1,598	26,276.84	27,757.26
BANK OF CHINA LTD	1,452	18,079.13	16,204.32
BAYER AG	190	12,663.41	18,008.01
BAYERISCHE MOTOREN WERKE	415	10,754.77	13,300.75
BERKSHIRE HATHAWAY CL B	1,965	173,877.55	176,260.50
BHP BILLITON	171	5,249.51	13,409.82
BLACKBAUD INC	497	5,377.84	11,346.51
BOEING CO.	620	45,196.55	46,723.20
BOSTON SCIENTIFIC	2,257	16,186.35	12,932.61
BRAMBLES LTD.	1,099	16,817.69	17,137.81
BRANDYWINE REALTY TR	694	5,228.16	8,459.86
BRITISH AMERN	403	34,064.68	40,803.75
BRITISH SKY BROADCAST	205	10,194.65	10,223.35
BROADRIDGE FIN SOLUTIONS	688	11,675.08	15,741.44
BROWN & BROWN	1,169	20,840.60	29,762.74
BUNZL PLC	176	15,012.80	14,433.06
CNOOC LTD.	87	18,928.59	19,140.00
CABLEVISION SYSTEM CORP.	830	9,866.15	12,400.20

J. L. Bedsole Foundation
Common Stocks
December 31, 2012

Description	Balance 12/31/12 Shares	Cost	Mkt. Value
CABOT MICROELECTRONICS C(	310	14,929.91	11,008.10
CANADIAN NATIONAL RAILWA\	332	24,027.62	30,215.32
CANON INC	179	5,863.43	7,018.59
CAPGEMINI SA	379	8,406.22	8,209.52
CENOVUS ENERGY INC.	149	4,972.13	4,997.46
CENTRICA PLC	522	11,353.50	11,322.70
CHEUNG KONG HOLDINGS	2,313	32,355.79	35,511.49
CHEVRON CORP.	535	55,001.16	57,854.90
CHINA MOBILE LTD.	149	8,575.70	8,749.28
CHINA PETROLEUM & CHEMICA	69	6,012.92	7,929.48
CHINA MINSHENG BANKING CO	958	8,811.59	11,074.48
CHUBB CORP	205	8,431.61	15,440.60
CIA SANEAMENTO BASICO DE A	189	8,036.45	15,794.73
CIELO SA	254	6,852.92	7,069.84
CISCO SYSTEMS INC.	1,945	37,091.15	38,218.08
CLOROX CO.	157	9,433.36	11,495.54
COACH INC.	1,780	98,912.82	98,807.80
COCA COLA AMATILLTD.	439	12,571.65	12,260.39
COCA COLA HELLENIC BOTTLII	306	6,761.60	7,212.42
COGNIZANT TECHNOLOGY SOL	1,570	111,341.26	115,995.21
COHEN & STEERS CO.	752	15,936.22	22,913.44
AMBEV COMPANHIA DE BEBIDA	298	10,368.52	12,513.02
COMPASS GROUP PLC	3,352	36,967.62	39,503.33
COMPUTER PROGRAMS & SYSTI	714	28,491.26	35,942.76
CONOCOPHILLIPS	1,065	54,897.46	61,759.35
COPART INC.	1,262	23,514.66	37,229.00
CUMMINS INC.	1,488	138,244.70	161,224.80
DENSO CORP.	603	9,949.50	10,366.78
DEUTSCHE BOERSE AG	1,269	7,372.89	7,730.75
DIAGEO PLC	385	46,320.62	44,883.30
DR REDDYS LABS LTD.	185	5,633.42	6,158.65
DOMINION RES INC.	730	37,081.30	37,814.00
DUKE ENERGY	253	10,861.76	16,077.60
DU PONT E I DE NEMOURS	1,060	46,226.60	47,677.21
EMC CORP.	3,203	85,949.63	81,035.90
ENTERGY CORP	186	14,248.10	11,857.50
ERICSSON TEL	905	8,787.55	9,140.50
EXELON CORP.	397	15,880.71	11,806.78
EXPEDITORS INTL	2,805	99,041.75	110,937.75
EXPONET INC.	638	16,389.71	35,619.54
EXPRESS SCRIPTS HLDG CO.	2,151	136,258.69	116,154.00
FPA NEW INCOME	56,957	610,000.00	606,018.02
FANUC CORP.	395	11,482.65	12,121.37

J. L. Bedsole Foundation
Common Stocks
December 31, 2012

Description	Shares	Cost	Mkt. Value
	Balance 12/31/12		
FACTSET RESH SYSTEMS	331	22,519.63	29,147.86
FEDERATED INVS INC.	1,379	28,368.93	27,897.17
FIRST AMERICAN FINL	507	8,175.37	12,213.63
FOMENTO ECONONNICO MEX	97	9,583.60	9,767.90
FRESENIUS MED CARE AG & CO.	275	9,600.25	9,432.50
GALAXY ENTERTAINMENT GRO	217	8,170.05	8,497.07
OAO GAZPROM	764	6,982.96	7,187.71
GENERAL ELECTRIC CO.	2,410	38,221.50	50,585.90
GENUINE PARTS CO.	991	57,373.62	63,007.78
GILEAD SCIENCES	1,256	69,558.72	92,253.20
GOOGLE INC	199	137,754.25	140,768.62
GRACE WR & CO.	185	8,010.50	12,437.55
GROUP CGI	366	8,557.08	8,465.58
GRUPO TELEVISA	746	18,754.44	19,828.68
GRUPO FINANCIERO BANORTE	425	9,425.48	13,659.08
HCP REIT	1,572	63,518.70	70,991.52
HSBC HLDGS	1,345	65,290.38	71,379.15
HAEMONICS CORP.	1,246	36,636.12	50,886.64
HASBRO INC.	423	11,293.47	15,185.70
HEALTH CARE REIT INC.	1,202	67,277.54	73,670.58
HEINZ H J CO.	1,208	66,486.76	69,677.44
HENRY JACK & ASSOC.	1,172	21,428.90	46,012.72
HITTITE MICROWAVE CORP.	768	39,255.49	47,662.08
HUTCHISON WHAMPOA LTD.	529	10,923.85	11,042.88
IMPERIAL TOBACCO	398	31,889.72	30,704.11
IND & COMM BK OF CHINA	1,110	12,601.84	15,753.12
INTEL CORP.	2,765	55,546.91	57,014.30
ITC HLDGS CORP.	100	7,730.99	7,691.00
JP MORGAN CHASE	900	31,509.62	39,572.19
JARDINE STRATEGIC	1,520	20,315.92	26,995.20
JIANGXI COPPER CO.	75	10,776.80	7,895.93
JOHNSON & JOHNSON	870	55,317.01	60,987.00
JULIUS BAER GROUP LTD.	1,516	10,672.64	10,709.02
KASIKORNBANK PUBLIC CO.	332	7,336.80	8,400.26
KEPPEL CORP.	783	13,944.53	14,102.61
KIMBERLY CLARK CORP.	645	55,475.16	54,457.35
KINGFISHER PLC	1,291	11,390.82	11,923.68
KOC HLDGS	567	10,791.70	14,709.68
KOMATSU LTD.	386	9,962.56	9,749.97
KRAFT FOODS INC./MONDELEZ	701	14,658.73	17,842.69
KRAFT FOODS INC. W/I	233	7,903.88	10,594.51
L OREAL CO.	326	8,953.55	9,017.16
LVMH MOET HENNESSY LOUIS \	489	16,133.77	17,896.91

J. L. Bedsole Foundation
Common Stocks
December 31, 2012

Description	Balance 12/31/12 Shares	Cost	Mkt. Value
LANDSTAR SYST INC.	483	22,502.73	25,338.18
LENOVO GROUP	903	14,111.59	16,356.94
LILLY ELI & CO.	1,155	55,359.15	56,964.60
LINCOLN ELEC HLDGS	446	12,928.04	21,711.28
LUKOIL	362	20,821.63	23,702.67
M & T BK CORP.	161	11,715.79	15,853.67
MAKITA CORP.	220	10,176.67	10,219.00
MATTEL INC.	439	8,623.60	16,076.18
MCKESSON CORP.	168	11,130.81	16,289.28
MERCK KGAA	525	15,447.96	23,032.80
MERCK & CO INC	1,465	51,212.34	59,977.10
MICROSOFT CORP.	2,040	51,990.47	54,487.79
MITSUBISHI CORP.	200	8,933.50	7,619.20
MITSUBISHI UF FINL GRP	1,843	9,462.88	9,989.06
MITSUI & CO. LTD	31	10,723.67	9,199.81
MONSTER BEVERAGE CORP.	1,345	60,538.58	71,069.80
MUENCHENER RUECK	579	9,002.87	10,381.47
NATIONAL FUEL GAS CO.	153	8,112.17	7,755.57
NATIONAL GRID GROUP PLC	220	10,855.06	12,636.80
NATIONAL INTERSTATE CORP.	455	11,963.10	13,113.10
NATIONAL OILWELL VARCO	927	66,303.02	63,360.45
NESTLE	245	15,964.21	15,952.44
NEW YORK COMMUNITY BANCC	1,235	14,331.60	16,178.50
NEXTERA ENERGY INC.	815	54,035.97	56,389.85
NIPPON TELEG & TEL CORP	698	14,850.67	14,678.94
NISOURCE INC.	488	6,704.05	12,146.32
NISSAN MOTOR CO.	455	9,494.58	8,535.35
NOVARTIS	517	27,436.48	32,726.10
NOVO NORDISK	59	3,526.46	9,629.39
OLD REP INTL CORP	1,162	10,937.16	12,375.30
OMNICOM GROUP INC.	337	13,022.96	16,836.52
OPEN TEXT CORP,	162	9,225.43	9,053.81
OSTERWEIS STRATEGIC INCOM	53,318	610,000.00	621,149.21
OWENS & MINOR	1,329	41,629.23	37,889.79
POSCO ADR	111	9,410.14	9,118.65
PTT EXPLORATION	644	6,233.15	6,905.61
PT BANK MANDIRI	863	7,349.22	7,253.52
PEARSON PLC	367	7,053.74	7,171.18
PERRIGO CO.	630	74,144.26	65,538.90
PHILIP MORRIS	715	61,860.07	59,802.60
POOL CORP.	876	16,193.47	37,072.32
POTASH CORP	305	12,456.20	12,410.45
POWER ASSETS HLDGS	998	7,539.19	8,523.92

J. L. Bedsole Foundation
Common Stocks
December 31, 2012

Description	Balance 12/31/12 Shares	Cost	Mkt. Value
PRICELINE.COM INC.	125	73,971.65	77,548.75
PRUDENTIAL PLC	421	8,581.08	12,019.55
PUBLICIS GROUP	987	14,390.46	14,720.12
QUALCOMM INC.	2,610	141,924.82	161,453.56
RLI CORP	362	21,355.81	23,406.92
RPC INC.	659	8,077.23	8,066.16
RAYTHEON CO.	980	55,613.92	56,408.80
RBC BEARINGS INC.	417	7,803.07	20,879.19
REED ELSEVIER PLC	552	22,819.68	23,206.08
REGAL ENTMT GROU PLC	594	8,222.62	8,286.30
ROCHE HOLDINGS	418	17,446.66	21,006.17
ROCKWELL COLLINS INC	144	5,932.47	8,376.48
ROLLINS INC.	695	8,146.77	15,317.80
ROYAL BANK OF CANADA	166	9,025.10	10,009.80
ROYAL DUTCH SHELL	1,008	69,743.98	71,457.12
SPDR GOLD TRUST	163	13,451.70	26,409.33
ST JUDE MED INC	331	12,068.88	11,962.34
SAMPO OYJ	604	9,226.82	9,691.18
SAP AG	620	41,799.50	49,835.60
SCANA CORP.	334	10,259.84	15,243.76
SCHLUMBERGER LTD.	1,205	86,687.58	83,504.81
SCHNEIDER ELECTRIC	684	9,670.76	9,889.27
SCHWAB CHARLES	8,635	111,217.94	123,998.60
SEMPRA ENERGY	236	11,561.95	16,741.84
SEVEN & I HLDGS CO.	204	13,063.92	11,499.48
SHIRE PLC	91	8,520.33	8,388.38
SINGAPORE TELECOMM	579	9,740.16	15,642.26
SMITH & NEPHEW PLC	203	11,090.95	11,246.20
SONOCO PRODUCTS	396	11,830.30	11,773.08
STATOIL ASA	773	19,416.67	19,355.92
STERICYCLE INC.	820	74,455.92	76,489.60
SUMITOMO CORP.	885	11,368.35	11,258.97
SUN COMMUNITIES INC.	403	14,874.86	16,075.67
SUN COR ENERGY INC	439	9,000.14	14,478.22
SUNTRUST BKS	595	10,503.40	16,868.25
SWED BANK AB	1,710	28,025.00	33,382.62
SYNGENTA AG	232	18,664.40	18,745.60
SYSCO CORP.	513	15,573.17	16,241.58
TECO ENERGY INC.	704	12,135.19	11,799.04
TAIWAN SEMICONDUCTOR MFG	1,421	22,408.72	24,384.36
TECHNE CORP.	574	31,531.17	39,227.16
TELENOR ASA	221	12,778.49	13,366.74
TELEPHONE & DATA SYSTEMS I	343	9,550.42	7,594.02

J. L. Bedsole Foundation
Common Stocks
December 31, 2012

Description	Balance 12/31/12 Shares	Cost	Mkt. Value
TENARIS SA ADR	201	8,165.54	8,425.92
TENCENT HLDGS LTD	218	6,362.40	7,003.47
TEVA PHARM. INDS	784	33,741.24	29,274.56
3M CO.	510	46,306.47	47,353.50
TOKIO MARINE HLDGS	241	6,609.79	6,641.96
TORO CO.	857	29,814.99	36,833.86
TOYOTA MOTOR CORP	94	7,132.90	8,765.50
TRANSCANADA CORP.	299	13,923.43	14,148.68
TRAVELERS COS.	715	40,516.80	51,351.30
UNICHARM CORP.	635	7,187.57	6,602.10
UNILEVER NV	1,778	64,986.43	68,097.40
UNITED OVERSEAS BK LTD	455	5,346.25	14,758.38
VARIAN MED SYS	1,840	111,452.48	129,241.60
VERIZON	1,075	46,268.00	46,515.25
VERISK ANALYTICS	1,850	86,690.08	94,294.50
VISA INC	624	54,352.93	94,585.92
VODAFONE GROUP PLC	2,060	53,090.30	51,891.40
VOLKSWAGEN AG SP ADR	417	12,802.99	17,895.14
VOLKSWAGEN AG	408	18,066.24	18,519.94
VOLVO	671	9,682.15	9,159.15
WPP PLC	216	15,060.68	15,746.40
WAL-MART DE MEXICO	753	19,101.28	24,458.19
WORLEYPARSONS LTD	435	12,872.09	10,549.62
XCEL ENERGY	296	5,881.52	7,906.16
XEROX CORP.	1,865	15,261.09	12,719.30
ZIMMER HOLDINGS INC	180	9,043.12	11,998.80
ENDURANCE SPECIALTY HLDGS	404	10,501.66	16,034.76
INVESCO LTD	496	9,704.94	12,940.64
SEADRILL LTD.	252	7,403.73	9,273.60
ACE LTD	168	10,074.40	13,406.40
ASML HLDG	184	10,733.59	11,847.76
CNH GLOBAL	242	10,545.18	9,750.18
AVAGO TECHNOLOGIES LTD	274	9,331.18	8,672.32
STEINER LEISURE LTD.	262	8,772.81	12,659.42
		7,743,809.87	8,657,772.98

J. L. BEDSOLE FOUNDATION
23-7225708
FORM 990-PF
YEAR ENDED DECEMBER 31, 2012

SUPPLEMENTAL INFORMATION
PART XV. SUPPLEMENTARY INFORMATION.

Line 2d. Restrictions or limitations on awards:

Beginning in calendar year 1993 grants were made under two categories by the J. L. Bedsole Foundation.

First, grants are made to qualified organizations exempt under section 501(c)(3) of the *Internal Revenue Code* or comparable charitable organization qualification. Such grants are restricted to those that most effectively assist and promote the well-being of the inhabitants of the State of Alabama, preferably those inhabitants of southwestern Alabama.

Second, beginning in 1993, the J. L. Bedsole Foundation initiated the *J. L. Bedsole Scholars Program* which was pre-approved by the Exempt Organization Branch of the Internal Revenue Service under a determination letter dated April 15, 1993.

The Scholars Program is a limited scholarship grant program which annually awards initial scholarship grants to approximately one-hundred forty (140) individuals who are current graduating senior high school students who have enrolled in a qualifying Alabama university, college or technical school. Such grants are renewable for the term of the grantees undergraduate study if certain qualifications are met.

The grants are available to the residents of five counties in Southwest Alabama who are current high school graduates, who are enrolled in qualified post-secondary institutions within Alabama and who provide proof of financial need.

A special grant application form is available from the Director of the J. L. Bedsole Foundation Scholars Program. Stringent qualifying standards are imposed on all applicants. Grant applications are due on or before December 1 of each year.

J. L. Bedsole Foundation
23-7225708
2012 Form 990-PF
Part XV - Supplementary Information
Grants Paid During the Year

	Foundation Status	Grant Purpose	Amount
Alabama Policy Institute	PC	Operating	$ 100,000
Alabama School of Math and Science	E	Two cooling towers	28,966
Autism Avenue	PC	Talk, learn, live program	10,000
Bay Area Food Bank	PC	Mobile Pantry program	10,000
Big Brothers/Big Sisters of South Alabama	PC	Building campaign	50,000
Boys & Girls Club	PC	Teen center operations	5,000
Carmel Health Network	PC	Funding for pediatrician	20,000
Centre for the Living Arts	PC	Operating	187,000
Centre for the Living Arts	PC	Memory Project	50,000
Centre for the Living Arts	PC	Planning document A&E services	6,640
City of Thomasville	G	Playground	15,439
Clarke County Development Corporation	PC	HIPPY for Clarke Cnty, AL	25,000
Dawes Intermediate PTA	E	Outdoor learning facilty	10,000
Dog River Clearwater Revival	PC	Habitat restoration	5,000
Dumas Wesley Community Center	PC	Senior transportation	26,500
Eastern Shore Chamber Foundation	PC	Workforce development program	10,000
Elijah House	PC	Operating	2,500
Exception Foundation	PC	Operating	5,000
Family Promise of Coastal Alabama	PC	Operating	5,000
Festival of Flowers	PC	World of flowers	20,000
Grove Hill Cultural Art	PC	Elementary school art program	4,118
Grove Hill Public Library	G	Capital purchases	5,000
Gulf Coast Exploreum Museum of Science	PC	Operating	100,000
Impact Alabama	PC	Focus first program	7,500
J L Bedsole Entrepreneurial Program	see detail		28,000
J L Bedsole Scholars Program	see detail		719,500
Japanese Garden Foundation	PC	Marion Rambeau Gateway Plaza	15,000
Jubilee Best Robotics	PC	Competition sponsor, education	10,000
L'Arche Mobile	PC	Operating	5,000
Lifelines Family Counseling Center	PC	Operating	5,000
Little Flower Catholic School	E	Renovations	5,000
Main Street Mobile - Arts Alive!	PC	Operating	10,000
Mercy Medical	PC	Elderly care	10,000
MLK Avenue Redevelopment Corporation	PC	Operating	75,000
Mobile Area Chamber of Commerce	PC	International trade program	225,000
Mobile Area Education Foundation	PC	Summer camps	30,000
Mobile Arts Council, Inc	PC	Operating	8,000
Mobile Ballet	PC	Discover Dance program	5,000
Mobile Botanical Gardens	PC	Seed to Table training program	26,837
Mobile Infirmary Foundation	PC	Labor & delivery renovation	25,000
Mobile Museum of Art	PC	Education program	10,000
Mobile Opera	PC	Operating	5,000
Mobile Public Library	G	Documentary film	5,000
Mobile Symphony	PC	Saenger	50,000
Mobile United	PC	Operating	20,000
Monroe County Board of Education	PC	Reading & math program	25,000
Monroe County Heritage Museum	PC	Operating	20,000
Monroe County - HIPPY Program	PC	Operating	25,000
Monroe County Public Library	G	Operating	10,000
Ozanam Charitable Pharmacy	PC	Generic medication purchase	5,000
Pilots for Christ	PC	Operating	500
Prichard Preparatory School	E	Tuition assistance	50,000
Prodisee Pantry	PC	Operating	15,000
Rosington Elementary	E	Literature circles	2,000
Salvation Army	PC	Homelessness, addiction program	35,000
Salvation Army	PC	Van for adult rehab program	30,000
Sight Savers of Alabama	PC	Vision care	10,000
South Baldwin Chamber Foundation	PC	Bridges to success program	10,000
St Mary's Home	PC	Science lab	20,000
Thomasville Middle School	E	T-slate program	2,500
Victory Health Partners	PC	Operating	15,000
Village of Spring Hill	PC	Sidewalk installation	25,000
Young Life Mobile	PC	Urban ministries	15,000
Waterfront Rescue Mission	PC	Homeless campus	250,000
			$ 2,566,000

J.L. Bedsole Foundation

Grants & Administration Expenses:Grants:EP stipend - Last year

1/1/2012 through 12/31/2012

Date	Account	Num	Description	Memo	Category	Tag	Clr	Amount
Entrepreneurial Program Detail								
6/22/2012	Cash - Income	Print	Katherine Aba		Grants & Adm.			-2,000.00
6/22/2012	Cash - Income	Print	Kyleigh Kichler		Grants & Adm			-2,000 00
6/22/2012	Cash - Income	Print	Yamini Bhat		Grants & Adm. .			-2,000.00
6/22/2012	Cash - Income	Print	Emily Odom		Grants & Adm			-2,000 00
6/22/2012	Cash - Income	Print	Cary Butts		Grants & Adm			-2,000.00
6/22/2012	Cash - Income	Print	Mira Patel		Grants & Adm ..			-2,000 00
6/22/2012	Cash - Income	Print	Haley Davenp .		Grants & Adm			-2,000 00
6/22/2012	Cash - Income	Print	Alyssa Rober		Grants & Adm			-2,000 00
6/22/2012	Cash - Income	Print	Jacob Dean		Grants & Adm .			-2,000 00
6/22/2012	Cash - Income	Print	Bianca Scott		Grants & Adm.			-2,000 00
6/22/2012	Cash - Income	Print	Cassandra De		Grants & Adm .			-2,000 00
6/22/2012	Cash - Income	Print	Joshua Taylor		Grants & Adm			-2,000.00
6/22/2012	Cash - Income	Print	Kelsey Herring		Grants & Adm ..			-2,000 00
6/22/2012	Cash - Income	Print	Ryan Williams		Grants & Adm			-2,000 00
1/1/2012 - 12/31/2012								**-28,000.00**

TOTAL INFLOWS	**0.00**
TOTAL OUTFLOWS	**-28,000.00**
NET TOTAL	**-28,000.00**

J. L. Bedsole Foundation
Scholars Program Detail
1/1/2012 through 12/31/2012

		Amount
Alabama A&M University		
	Lelia Colley	4,000.00
Auburn University		
	Bradee Aiyer	6,000.00
	Sally Altmyer	3,000.00
	Joseph Cortopassi	6,000.00
	Jacob Dean	6,000.00
	Amber Gould	6,000.00
	Richard Lee	3,000.00
	Caitlyn McKinley	6,000.00
	Emily Mills	6,000.00
	Lydia Moore	6,000.00
	Davis Rhodes	5,500.00
	Wesley Rhodes	6,000.00
	Lauren Rodriguez	3,500.00
	Teres Spencer	6,000.00
	Mashika Tempero	6,000.00
	Sarah Uter	6,000.00
	Katie Wilson	6,000.00
	Hayden Harrelson	6,000.00
	Kyleigh Kichler	6,000.00
	Emily Littleton	6,000.00
	Amanda Moore	6,000.00
	Anna Mullinix	5,000.00
	Graham Outlaw	3,000.00
	Ashton Parnell	6,000.00
	Kelly Risk	6,000.00
	Victoria Beck	6,000.00
	Christopher Lee	3,000.00
Birmingham Southern College		
	Mary K Konrad	6,000.00
Faulkner State University		
	Hannah Darrough	6,000.00
Huntingdon College		
	Kristen Curtis	5,500.00
	Jeannie Faith	6,000.00
	Anna Raley	6,000.00
	Logan Smith	6,000.00
	Zachary Turner	6,000.00
	Taryn Scott	6,000.00
Judson College		
	Haley Pham	6,000.00
University Of Montevallo		
	Payton Cobb	1,750.00
	Nicole Hausladen	2,750.00
Samford University		
	Elizabeth Kolakoski	6,000.00

Spring Hill College		
	Aaron Akridge - reverse transaction for incorrect	-3,000.00
	Carey Butts	6,000.00
	Sara Dumas	6,000.00
	Mary M. Schmidt	6,000.00
	Katherine Abalos	6,000.00
	Ryan Campbell	6,000.00

Troy University		
	Laura Murra	6,000.00
	Britney Barfield	6,000.00
	Kaitlyn Webb	1,500.00
	Betsy Stallworth	6,000.00

Tuskegee University		
	Cassandra Denson	5,500.00

University Of Alabama		
	Reimbursement	-3,000.00
	Adie Bolen	6,000.00
	Alexandra Lappe	3,000.00
	Alexandria Taylor	6,000.00
	Alexandria Thomas	6,000.00
	Amber Walker	3,000.00
	Anna Lee	6,000.00
	Ashton Rigdon	6,000.00
	Barcley Boyd	6,000.00
	Carley McRae	6,000.00
	Carson Parker	6,000.00
	Casey Straughn	6,000.00
	Corey Dennis	5,000.00
	Dara Greene	6,000.00
	David Dai	6,000.00
	Deidre Graham	6,000.00
	Elizabeth Carter	6,000.00
	Frank Foley	6,000.00
	Frank Schottgen	6,000.00
	Georgianna Eyre	6,000.00
	Holli Frey	6,000.00
	Hunter Tapscott	6,000.00
	Jordan Lins	3,000.00
	Kristen Slade	6,000.00
	Larremy Pope	6,000.00
	Lauren Hackett	6,000.00
	Leah Horn	6,000.00
	Leslie Powell	6,000.00
	Margaret Schottgen	6,000.00
	Michael Tempero	6,000.00
	Paige Barnes	6,000.00
	Rachel Neal	6,000.00
	Rachel Wright	6,000.00
	Taylor Planker	6,000.00
	Taylor Sims	6,000.00
	Yamini Bhat	2,500.00
	Zachary Chandler	3,000.00

University Of Alabama - Birmingham		
	Edward Carroll-refund	-3,000.00
	Kelsey Bullard	6,000.00

Hieu Duong	6,000.00
Tori Gandy	6,000.00
Caitlin Irby	6,000.00
Devan Moore	6,000.00
Chelsea Norris	6,000.00
Mira Patel	3,000.00
Duy Tran	6,000.00
Roshedah Wallace	4,000.00
Miya Barnes	6,000.00
Courtney Rada	6,000.00
Amber Hill	4,500.00
Jordan Lins	3,000.00
Yamini Bhat	2,500.00

University Of Mobile

Tiffany Hope Baker	6,000.00
Dylan Copeland	2,500.00
Nicole Hill	6,000.00
Jessica Palmer	6,000.00
Anastasia Rhodes	6,000.00
George Searcy	1,500.00
Rachel Shelton	6,000.00
Mary Wheeler	4,000.00
Payton Cobb	1,750.00
Nicole Hausladen	2,750.00
Christian Baker	6,000.00

University Of South Alabama

Alyssa Roberson	6,000.00
Amberley Landis	6,000.00
Arian Harnish	6,000.00
Bethany Kendrick	6,000.00
Casey Richardson	3,500.00
Ciara Johnson	6,000.00
Elizabeth Guy	6,000.00
Emily Odom	6,000.00
Evan Sox	6,000.00
Jake Marchand	6,000.00
Jayda Carney	6,000.00
Jeffrey Parker	6,000.00
Jessica Davenport	6,000.00
Joanne Nguyen	6,000.00
Joshua Carroll	6,000.00
Joshua Taylor	6,000.00
Kaylee Godwin	6,000.00
Kelly Neugent	3,500.00
Kelsey Herring	3,000.00
Kimberly Smith	3,000.00
Lawrence Beech	3,500.00
MacKenzie Davidson	3,500.00
Mary K Campbell	6,000.00
Rebekah Kendrick	6,000.00
Shelby Myers	6,000.00
Stuart Sox	3,500.00
Timothy Battle	6,000.00
Tyler Sturdivant	3,000.00

OVERALL TOTAL	719,500.00

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

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 J. L. BEDSOLE FOUNDATION REGIONS BANK, CO-TRUSTEE	Employer identification number (EIN) or 23-7225708
	Number, street, and room or suite no If a P O box, see instructions C/O REGIONS BANK P. O. BOX 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 ▶ KENNETH E. NIEMEYER, REGIONS BANK, 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 NECESSARY 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	$ 49,500.
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	$ 49,500.
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 ▶ Jalleulah Rosenthal Title ▶ CPA Date ▶ 8/9/13

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