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**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.

For calendar year 2012 or tax year beginning

2012 and ending

.20

A Employer identification number 41-6526908		
B Telephone number (see instructions) (751) 478-5203		
C If exemption application is pending, check here ► <input type="checkbox"/>		
D 1. Foreign organizations, check here . . . ► <input type="checkbox"/>		
2. Foreign organizations meeting the 85% test, check here and attach computation . . . ► <input type="checkbox"/>		
E If private foundation status was terminated under section 507(b)(1)(A), check here . . . ► <input type="checkbox"/>		
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . ► <input type="checkbox"/>		
Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
138.52	138.52	
6,466.80	56,466.80	
26,750.80	9,370.46	
	0	
2,357.03	2,357.03	
15,713.15	68,332.81	
0,000.00	10,000.00	10,000.00
0	0	0
164.89	164.89	164.89
0,164.89	10,164.89	10,164.89
8,962.35	58,962.35	46,440.58,962.35
26,750.80	9,370.46	

Section 4947(a)(1) nonexempt charitable trust	<input type="checkbox"/> Other
Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,469,202.05	<input type="checkbox"/> Accounting method <input type="checkbox"/> Other (specify) (Part I, column (d) must be checked)
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amount in column (a))	

(a) Revenue and expenses per **(b) Net investment income** **(c) Adjusted net income** **(d) Disbursements for charitable purposes**

Revenue		<i>the amounts in column (a) (see instructions.)</i>	
1	Contributions, gifts, grants, etc., received (attach schedule)		
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B		
3	Interest on savings and temporary cash investments		
4	Dividends and interest from securities		
5a	Gross rents		
b	Net rental income or (loss)		
6a	Net gain or (loss) from sale of assets not on line 10		
b	Gross sales price for all assets on line 6a	674 102.18	
7	Capital gain net income (from Part IV, line 2)		
8	Net short-term capital gain		
9	Income modifications		
10a	Gross sales less returns and allowances		
b	Less: Cost of goods sold		
c	Gross profit or (loss) (attach schedule)		EXCISE TAX
11	Other income (attach schedule)		REFUND:
12	Total. Add lines 1 through 11		

BOOKS	EXCISE	EXCISE	(cash basis only)
109,135.72			
138.52	138.52	138.52	
56,466.80	56,466.80	56,466.80	
86,750.80			
86,750.80			
		9,370.46	
		0	
2,357.03	2,357.03	2,357.03	
761.64 00	115.72 15	10.33 00	

Operating and Administrative Expenses	
13	Compensation of officers, directors, trustees, etc.
14	Other employee salaries and wages
15	Pension plans, employee benefits
16a	Legal fees (attach schedule)
b	Accounting fees (attach schedule)
c	Other professional fees (attach schedule)
17	Interest
18	Taxes (attach schedule) (see instructions)
19	Depreciation (attach schedule) and depletion
20	Occupancy
21	Travel, conferences, and meetings
22	Printing and publications
23	Other expenses (attach schedule)
24	Total operating and administrative expenses.
	Add lines 13 through 23
25	Contributions, gifts, grants paid
26	Total expenses and disbursements. Add lines 24 and 25
27	Subtract line 26 from line 12:
a	Excess of revenue over expenses and disbursements
b	Net investment income (if negative, enter -0-)

234,848.81	145,113.13	68,352.81	
10,000.00	10,000.00	10,000.00	10,000.00
2357.03	0	0	0
164.89	164.89	164.89	164.89
12,521.92	10,164.89	10,164.89	10,164.89
46,440.43			46,440.43
58,962.35	58,962.35	58,962.35	58,962.35
195,886.52			
	86,750.80		

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments		261,881.97	65,194.63
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Repaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)	83,760.00	0	
	b	Investments—corporate stock (attach schedule)	400,355.71	125,534.34	181,806.91
	c	Investments—corporate bonds (attach schedule)	227,308.37	60,600.00	60,000.00
	11	Investments—land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans	228,521.89	1,162,200.51	1,162,200.51
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ► MUNICIPAL BONDS)	14,411.85	0	
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,216,239.79	1,412,929.48	1,469,202.05
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	46,548.74	46,440.43	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)	46,548.74	46,440.43	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> 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 ► <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	1,159,295.16	1,355,181.68	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	10,395.89	11,307.37	
	29	Retained earnings, accumulated income, endowment, or other funds	1,169,691.05	1,366,489.05	
	30	Total net assets or fund balances (see instructions)			
	31	Total liabilities and net assets/fund balances (see instructions)	1,216,239.79	1,412,929.48	

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	1,169,691.05
2	Enter amount from Part I, line 27a	2	195,886.52
3	Other increases not included in line 2 (itemize) ► RETAINED EARNINGS ADJUSTMENT:	3	911.48
4	Add lines 1, 2, and 3	4	1,366,489.05
5	Decreases not included in line 2 (itemize) ►	5	6
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,366,489.05

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	<i>SEE ATTACHED SHEET'S !</i>				
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	86,750.80	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	9,370.46	

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.

(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	58,094.84	1,279,647.73	.045399
2010	55,754.58	1,202,139.31	.0463794
2009	14,608.63	160,836.71	.0908289
2008	10,605.49	193,062.80	.0549328
2007	10,542.66	207,841.90	.0503241
2 Total of line 1, column (d)			2,2878.64
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, .057573
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4, 1,279,647.73
5 Multiply line 4 by line 3			5, 73,673.15
6 Enter 1% of net investment income (1% of Part I, line 27b)			6, 867.51
7 Add lines 5 and 6			7, 74,540.66
8 Enter qualifying distributions from Part XII, line 4			8, 58,962.35
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 ► <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)	1	1,735	02
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> 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).			
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			
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,357	03
b	Exempt foreign organizations—tax withheld at source			
c	Tax paid with application for extension of time to file (Form 8868)			
d	Backup withholding erroneously withheld			
7	Total credits and payments. Add lines 6a through 6d	7	2,357	03
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	622	01
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ► 622 01 Refunded ► 0			

Part VII-A Statements Regarding Activities

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b	N/A	
5	X	
6	X	
7	X	
8a		
8b	X	
9	X	
10	X	

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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?
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.

1c Did the foundation file Form 1120-POL for this year?

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.

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.*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

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*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► **ALABAMA**

8b 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*

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*

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	13	<input checked="" type="checkbox"/>
14	The books are in care of ► MICHAEL D. LANGAN TRUSTEE Telephone no. ► (251) 478-5203 Located at ► 267 HOUSETON STREET, MOBILE, AL ZIP+4 ► 36606-4318		
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		<input type="checkbox"/>
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/> Yes <input checked="" type="checkbox"/> No

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? . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.) . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> 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)? . . .		
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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? . . .		
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? . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ► 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.) . . .		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> 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.) . . .		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . .		
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? . . .		

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 <i>N/A</i>
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	6b <i>X</i>
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	7b <i>X</i>
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
<i>MICHAEL D. LANGAN, TRUSTEE 267 HOUSTON STREET MOBILE, AL 36606-4318</i>	<i>TRUSTEE 2</i>	<i>10,000.00</i>	<i>-0-</i>	<i>-0-</i>

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

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

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 (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
.....		
<i>NONE</i>		
.....		
.....		
.....		

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	
2	
3	<i>N/A</i>	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	
2	<i>N/A</i>	
All other program-related investments. See instructions.		
3	

Total. Add lines 1 through 3 ►

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	854,098.00
b	Average of monthly cash balances	1b	41,739.00
c	Fair market value of all other assets (see instructions)	1c	403,291.75
d	Total (add lines 1a, b, and c)	1d	1,299,134.75
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	6
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	1,299,134.75
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	19,487.02
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,279,647.73
6	Minimum investment return. Enter 5% of line 5	6	63,982.39

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	63,982.39
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,735.02
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	1,735.02
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	62,247.37
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	62,247.37
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	62,247.37

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	58,962.35
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1b	0
b	Program-related investments—total from Part IX-B	2	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	0
3	Amounts set aside for specific charitable projects that satisfy the:	3b	0
a	Suitability test (prior IRS approval required)	4	58,962.35
b	Cash distribution test (attach the required schedule)	5	867.51
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	58,094.84
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				62,247.37
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0	
b Total for prior years: 20 20 20		0		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	0			
b From 2008	0			
c From 2009	6,585.21			
d From 2010	0			
e From 2011	0			
f Total of lines 3a through e	6,585.21			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 58,962.35			0	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount	0			58,962.35
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).)	3,285.02			3,285.02
6 Enter the net total of each column as indicated below:	3,300.25			
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 instructions			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) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	3,300.25			
10 Analysis of line 9:				
a Excess from 2008	0			
b Excess from 2009	3,300.25			
c Excess from 2010	0			
d Excess from 2011	0			
e Excess from 2012	0			

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ►																																															
b	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)																																															
2a	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Tax year</th> <th colspan="3" style="text-align: center;">Prior 3 years</th> <th rowspan="2" style="text-align: center;">(e) Total</th> </tr> <tr> <th style="text-align: center;">(a) 2012</th> <th style="text-align: center;">(b) 2011</th> <th style="text-align: center;">(c) 2010</th> <th style="text-align: center;">(d) 2009</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>				Tax year	Prior 3 years			(e) Total	(a) 2012	(b) 2011	(c) 2010	(d) 2009																																			
Tax year	Prior 3 years			(e) Total																																												
(a) 2012	(b) 2011	(c) 2010	(d) 2009																																													
b	85% of line 2a																																															
c	Qualifying distributions from Part XII, line 4 for each year listed																																															
d	Amounts included in line 2c not used directly for active conduct of exempt activities																																															
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c																																															
3	Complete 3a, b, or c for the alternative test relied upon.																																															
a	"Assets" alternative test—enter:																																															
(1)	Value of all assets																																															
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)																																															
b	"Endowment" alternative test—enter ½ 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																																															

NOT
APPLICABLE

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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year				
or approved for future payment:				
United Way of South West Alabama 216 St. Francis Street Mobile, AL 36602	N/A	501(C)(3)	Unrestricted Charitable use	\$ 2,322 03
The Community Foundation of South Alabama P. O. Box 990 Mobile, AL 36601	N/A	501(C)(3)	Unrestricted Charitable use	\$ 2,322.02
Spring Hill College 4000 Dauphin Street Mobile, AL 36608	N/A	501(C)(3)	Scholarship fund for needy students	\$ 9,288 08
University of South Alabama 308 Gaillard Drive Mobile, AL 36608	N/A	501(C)(3)	Scholarship fund for needy students	\$ 9,288 08
Exchange Club Family Center of Mobile 601 Bel Air Boulevard Mobile, AL 36606	N/A	501(C)(3)	Programs to prevent child abuse	\$ 11,610.11
Penelope House P. O. Box 9127 Mobile, AL 36691	N/A	501(C)(3)	Programs in support of abused spouses & kids	\$ 11,610 11
Total				► 3a 46,440.34
b Approved for future payment				
Total				► 3b

Part XVI-A | Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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

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

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

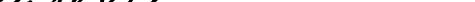
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

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

b If "Yes," complete the following schedule

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

Sign  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.

**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.

5-7-2013 ➤

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

Paid Preparer Use Only	Print/Type preparer's name MICHAEL D. LANGAN	Preparer's signature 	Date 5-7-2013	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	Firm's name ► MICHAEL D. LANGAN, ATTORNEY	Firm's EIN ►			
	Firm's address ► 267 HOUSTON STREET, MOBILE, AL 36606	Phone no. (251) 478-5203			

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

OMB No. 1545-0047

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

2012

Name of the organization

Employer identification number

HELEN M. NELSON CHARITABLE TRUST

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

HELEN M. NELSON CHARITABLE TRUST

Employer identification number

41-6526908

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	ESTATE OF HELEN M. NELSON, DECEASED c/o Michael D. Langan, Executor 267 Houston Street, Mobile, AL 36606	\$ 106,977.00	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

HELEN M. NELSON CHARITABLE TRUST

Employer identification number

41-6526908

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
	Mortgage made by Brenda Jackson to Helen M. Nelson Dated: _____ Address: 7202 Old Military Road, Theodore, AL 36582 Principal -106,977.00 (This is the final asset in the Estate of Helen M. Nelson, Deceased that passed under the residuary clause of her Will to the Trust. The house	\$ 106,977.00	12-14-2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	has been listed for sale but remains unsold. The listing price is \$115,000.00.	\$	
(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
		\$	

HELEN M. NELSON CHARITABLE TRUST;

FORM 990-PF

2012

PART 1

LINE 1 CONTRIBUTIONS:

A)	BRENDA JACKSON MORTGAGE (LAST ITEM TRANSFERRED FROM ESTATE OF HELEN M. NELSON, DEC) (HOUSE IS LISTED, BUT UNSOLD)	106,977.00
B)	PRINCIPAL PAYMENT ON MIRANT WARRANTS - ASSET TRANSFERRED TO TRUST WITH -0-BASIS.	28.22
C)	DISCOUNT ON BRENDA JACKSON POST MORTGAGE NOTE	2,130.50
		<hr/> 109,135.72

PART 1

LINE 23

OTHER EXPENSES:

A)	RECORDING FEES:	106.00
B)	WIRE CHARGES:	10.00
C)	CHECKS:	12.50
D)	LEGAL NOTICE:	26.97
E)	OVERNIGHT MAIL/POSTAGE:	<hr/> 9.42
		164.89

Helen M. Nelson Charitable Trust - 41-6526908

CAPITAL GAINS & LOSSES - 2012

SHORT TERM:

SECURITY.	DATE ACQUIRED:	DATE SOLD:	SALES PRICE:	BASIS:	GAIN / LOSS
1000 sh BP AMOCO PLC c055622104	06-04-2012	06-19-2012	40,143.19	36,923.93	3,219.26
1000 sh FREEPORT Mc c 35671D857	11-09-2011	10-23-2012	38,613.12	39,304.98	- 691.86
800 sh PSBusiness Park Inc 6 45% c 69360J719	01-10-2012	10-23-2012	21,031.72	20,000.00	1,031.72
1000 sh TAL Int'l Grp c 874083108	11-09-2011	01-12-2012	32,763.51	26,952.17	5,811.34
			<u>132,551.54</u>	<u>123,181.08</u>	<u>9,370.46</u>
			DIRECT SHORT TERM GAINS AND LOSSES: -----		\$ 9,370.46

LONG TERM:

SECURITY:	DATE ACQUIRED:	DATE SOLD:	SALES PRICE:	BASIS:	GAIN / LOSS
1000 sh PFIZER c 717081103	08-18-2011	10-23-2012	24,732.41	17,840.87	6,891.54
2278 sh At&T c 00206R102	07-08-2009	10-23-2012	79,189.41	53,624.12	25,565.29
2000 sh AnworthMtg. c 037347101	01-24-2005	10-23-2012	11,921.40	19,645.82	-7,724.42
1000 sh AnworthMtg. "	06-03-2005	10-23-2012	5,960.70	9,403.66	-3,442.96
1400 sh Anworth Mtg "	07-08-2009	10-23-2012	8,344.98	9,632.00	-1,287.02
1195 sh Con.Edison c 209115104	07-08-2009	10-23-2012	70,369.77	43,581.65	26,788.12
15m bond Dillard'sInc. c 254067AH4	01-14-2004	10-23-2012	16,200.00	15,352.07	847.93
800 sh ExxonMobil c 30231G102	07-08-2009	06-19-2012	66,700.04	52,688.09	14,012.55
880 sh FirstHorizon c 320517105	07-08-2009	10-23-2012	8,006.86	8,999.90	- 993.04

25m bond FordMotor c 345370BZ2	01-14-2004	10-23-2012	26,900.25	24,635.68	2,264 57
2000 sh FrontierComm c 35906A108	01-21-2005	10-23-2012	23,912.91	8,866.60	-15,046.31
145 sh FrontierComm. "	07-08-2009	10-23-2012	642.83	946.31	- 303.48
10m bond GMAC c 37042G3T1	11-10-2005	10-23-2012	9,860.00	8,193.40	1,666.60
40m bond GMAC c 37042GYP5	02-04-2010	10-23-2012	39,590.00	34,912.22	4,677.78
40m bond GMAC c 3704A0FB3	01-16-2004	10-23-2012	39,180.00	40,000.00	- 820.00
20m bond Genworth Fin c 37247DAF3	02-17-2010	10-23-2012	20,650.00	18,340.00	2,310.00
3000 sh J P Morgan Chase c 48122F207	09-24-2004	10-23-2012	75,671.88	64,560.00	11,111.88
15m bond Mobile AL 2 nd Med c 607206AW9	07-08-2009	07-05-2012	15,150.00	14,411.85	738.15
25m bond Torchmark Corp c 891027AP9	07-08-2009	10-23-2012	32,625.00	25,875.00	6,750.00
108 sh VIACOM cIB c 92553P201	07-08-2009	10-23-2012	5,720.32	2,199 96	3,520.36
128 units Mirant Class A warrants (expired)	07-08-2009	01-01-2012	0	147.20	- 147 20
			<u>541,550.64</u>	<u>471,065.84</u>	<u>77,380 34</u>

DIRECT LONG TERM GAINS/LOSSES: ----- \$ 77,380.34

TOTAL CAPITAL GAINS/LOSS NET INCOME: ----- \$ 86,750.80

*Trust charter directs that gain/losses
shall be considered principal/corpus.

HELEN M. NELSON CHARITABLE TRUST - 41-6526908

2012 STATEMENT OF OPERATIONS

INCOME:

INTEREST:

Brenda Jackson (Post mortgage note)-----	\$ 85 88
Spring Hill Insurance Company, Inc -(debenture)-----	\$ 3,300.00
Morgan Keegan -- (as Nominee) -----	\$ 17,965.51
Angela Harris (mortgage)-----	\$ 5,456 43
Ranita Smith (mortgage) -----	\$ 3,817.70
Morgan Keegan (as Nominee) tax exempt -----	\$ 649.16
Thurman & Cynthia Aspinwall(mortgage) -----	\$ 4,498 34
Aspinwall (realized discount) (4.50 less on recording fees)-----	\$ 4 50
Banktrust -----	\$ <u>138 52</u>
	\$ 35,916 04

DIVIDENDS:

Morgan Keegan (as Nominee) ----- (17,406.70Q)-----	\$ 20,689.28
--	--------------

NET CAPITAL GAINS & LOSSES ----- \$ 86,750.80
(Part of corpus by trust charter and state law)

REFUND OF TAXES ----- (excise)----- \$ 2,357 03

RETURN OF CAPITAL: \$137.82 M-K as Nominee non-dividend
disbursement by
(Frontier Communications Corp. \$137.82)

TOTAL INCOME ----- \$ 145,713 15

EXPENSES:

Mobile Register - Legal Notice -----	\$ 26.97
Postage & Overnight Mail fees-----	\$ 9 42
Excise Tax -----	\$ 2,357 03
Trustee fee -----	\$ 10,000.00
Wire Charges -----	\$ 10 00
Checks -----	\$ 12.50
Recording fees -----	\$ 106.00
	\$ <u>12,521.92</u>

NET BOOK INCOME ----- \$133,191.13

Paid/or approved for payment to Beneficiaries ----- \$ 46,440.33

Helen M. Nelson Charitable Trust - 41-6526908

Capital Account: 12-31-2012

Balance on hand - December 31, 2011	-----	1,159,295.16
Capital Gain and Losses.	-----	86,750 80
Adjustments for \$137.82 principal disbursements - cash	-----	137.82
Frontier Communication Corp. - basis reduction	-----	(137.82)
Mirant Corp principal payment (security had -0- basis from HMN Est) ---	-----	28.22
Unearned Discount on Brenda Jackson post mortgage note - add to corpus	-----	2,130.50
Assets Transferred from the Estate of Helen M. Nelson, Dec. (Brenda Jackson Mortgage (Old Military Road house)	-----	106,977.00
Capital Account Balance December 31, 2012	-----	1,355,181.68
Balance on hand - Income Account - Dec. 31, 2012	-----	57,747.80
Total Assets December 31, 2012	-----	1,412,929.48

Assets on Hand December 31, 2012:

	<u>Book Value</u>	<u>Estimated Mar 12-31-2011</u>
1. Morgan-Keegan Account - cash	38,457.46	38,457.46
4 Banktrust - checking account - cash	26,737.17	26,737.17
10B Investments in Corporate Stocks:		
326 shares Gramercy Capital Corp (4-3-08)	0	958.4
37 shares Alcutel Lucent (7-8-09)	75.85	51.4
4 shares Fairpoint Communications (7-8-09)	2.64	0
12 shares Idearc Inc (7-8-09)	0	0
874 shares Esc Mirant Corp (7-8-09)	0	0
70 shares CenturyLink, Inc.(Qwest merger) (7-8-09)	1,530.00	2,738.4
637 shares Regions Financial Corp (7-8-09)	2,395.12	4,541.8
2150 shares Southern Co (7-8-09)	65,553.50	92,041.5
75 shares Teradata Corp (7-8-09)	1,636.50	4,641.7
608 shares Verizon Communications (7-8-09)	17,419.20	26,308.1
119 shares Wells Fargo & Co (7-8-09)	2,721.53	4,067.4
	91,334.34	135,348.9

Preferred Stocks & Investment trusts:

1200 shares ING Group NV 7.2% (7-8-09)	19,200.00	30,096.0
600 shares Raymond James Fin. 6.9% Sen. Note c 754730208 (B 06-07-12)	15,000.00	16,362.0
	34,200.00	46,458.0

10C. Investments-Corporate Bonds

60,000 Deb. Spring Hill Ins. Co. 5 5% (8-27-08)	60,000.00	60,000 0
Total Corporate Bonds.	<u>60,000.00</u>	<u>60,000.00</u>

Municipal Bonds:	-0-	-0-
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Mortgages:

Ranita Smith (552 Williams Street, Mobile, AL) 9% 404 88/mo	36,686.93	36,686.9
Angela Harris (9395 Burnt Tree Dr, Mobile AL) 6.5% 549.90/mo	84,269.09	84,269 0
Spring Hill Insurance Co.. (3901 Cottage Hill Road, Mobile, AL) 6.5%	100,000.00	100,000.0
Brenda Jackson Mortgage (from HMN Estate) 7202 Old Military Road house (rec. 12-14-12)	106,977.00	106,977.0
Brenda Jackson (post mortgage note) (\$7,410 orig note, includes 2,130.50 discount)	7,141 00	7,141 0
Thurman & Cynthia Aspinwall (72k)(7963 Bonanza Drive, Mobile, AL 36695 (1-18-2012)	69,857.92	69,857 9
Steven & Allyson Wigal (1555 Coalesway Drive, Mobile, AL 36609 (03-01-2012)	44,908.24	44,908.2
Helen M. Nelson Estate (forced Loan- Erroneous payment of accounting fee by Trust)	537.50	537.5
Hillcrest-Girby, LLC (3456 Hillcrest Road, Mobile, AL 36695) (11-07-2012)	<u>711,786 83</u>	<u>711,786 8</u>
Total Mortgages:	1,162,200.51	1,162,200.5
Totals	1,412,929 48	1,469,202 0

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AFFIDAVIT

State of Alabama - Mobile County

MICHAEL D. LANGAN

267 HOUSTON STREET

Mobile AL 36606

LEGAL NOTICE

The Annual Return of the Helen M. Nelson Charitable Trust for 2012 is now available, at the address noted below, for inspection during normal business hours, by any citizen who so requests within 180 days after publication of this notice of its availability. Helen M. Nelson Charitable Trust

267 Houston Street
Mobile, AL 36606-4318
The Principal Manager is:
Michael D. Langan, Trustee
267 Houston Street
Mobile, Alabama 36606
Telephone (251) 478-5203

Call News May 8, 2013

Before me, a notary public in and for the county and state above listed, personally appeared **ASHLEE REDDING** (AFFIANT), who, by me, duly sworn, deposes and says that. My name is **ASHLEE REDDING** I am the Legal Advertising Coordinator of the Call News ("Newspaper"). The Newspaper is printed in the English language, has a general circulation and its principal editorial office in the county in which it is published, and has been mailed under a publication class mailing privilege of the United States Post Office Department for the Post Office of Citronelle, Alabama, where it is published at least 51 consecutive weeks a year.

I further certify that the attached notice is a true and correct copy of the notice published in said Newspaper

LEGAL NOTICE

Annual Return of the Helen M. Nelson Charitable Trust

The Newspaper published the attached legal notice in the issues of

5/8/2013

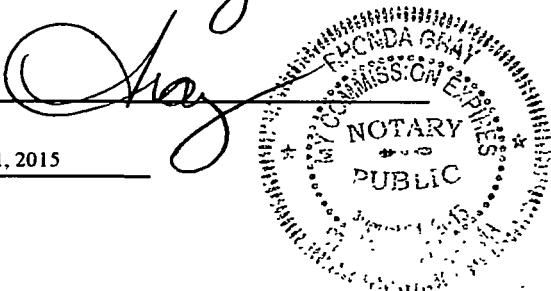
The sum charged for these publications was \$15.60 per week for 1 consecutive weeks, a total cost of \$15.60

The sum charged by the newspaper for said publication does not exceed the lowest classified rate paid by commercial customers for an advertisement of similar size and frequency in the same newspaper(s) in which the public notice appeared

There are no agreements between the newspaper and the officer or attorney charged with the duty of placing the attached legal advertising notices whereby any advantage, gain or profit accrued to said officer or attorney.

ASHLEE REDDING (AFFIANT)

Sworn to and subscribed before me on this 8 day of May 2013

Rhonda Gray 

Notary Public
My Commission Expires AUG 31, 2015
RG2013