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: Elmer & Gladys Ferguson Charitable Trust

A Employer identification number: 58-1674674

Number and street (or P O box number if mail is not delivered to street address): PO Box 71 | Room/suite:

B Telephone number (see instructions): (870) 946-3531

City or town, state, and ZIP code: DeWitt AR 72042

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 2,956,179

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	30,995	30,995		
	4	Dividends and interest from securities	21,312	21,312		
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain or (loss) from sale of assets not on line 10	1,140			
	b	Gross sales price for all assets on line 6a 60,307				
	7	Capital gain net income (from Part IV, line 2)		1,140		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less· Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	53,447	53,447		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	750	750		
	c	Other professional fees (attach schedule)	5,844	5,844		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	530	530		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications	8	8		
	23	Other expenses (attach schedule)	17,361	17,361		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	24,493	24,493		
	25	Contributions, gifts, grants paid	93,475			93,475
	26	**Total expenses and disbursements.** Add lines 24 and 25	117,968	24,493		93,475
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-64,521			
	b	**Net investment income** (if negative, enter -0-)		28,954		
	c	**Adjusted net income** (if negative, enter -0-)				

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Form **990-PF** (2012)

2

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

		Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets		1	Cash—non-interest-bearing	20,810	10,391	10,391
		2	Savings and temporary cash investments	1,772,246	1,756,614	1,756,614
		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	Prepaid expenses and deferred charges			
		10 a	Investments—U S and state government obligations (attach schedule)			
		b	Investments—corporate stock (attach schedule)	1,193,475	1,155,005	1,189,174
		c	Investments—corporate bonds (attach schedule)			
		11	Investments—land, buildings, and equipment basis ▶			
			Less accumulated depreciation (attach schedule) ▶			
		12	Investments—mortgage loans			
		13	Investments—other (attach schedule)			
		14	Land, buildings, and equipment basis ▶			
			Less accumulated depreciation (attach schedule) ▶			
		15	Other assets (describe ▶)			
		16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,986,531	2,922,010	2,956,179
Liabilities		17	Accounts payable and accrued expenses			
		18	Grants payable			
		19	Deferred revenue			
		20	Loans from officers, directors, trustees, and other disqualified persons			
		21	Mortgages and other notes payable (attach schedule)			
		22	Other liabilities (describe ▶)			
		23	**Total liabilities** (add lines 17 through 22)			
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	1,193,475	1,115,505	
		28	Paid-in or capital surplus, or land, bldg , and equipment fund			
		29	Retained earnings, accumulated income, endowment, or other funds	1,793,056	1,806,505	
		30	**Total net assets or fund balances** (see instructions)	2,986,531	2,922,010	
		31	**Total liabilities and net assets/fund balances** (see instructions)	2,986,531	2,922,010	

Part III Analysis of Changes in Net Assets or Fund Balances

	Description	Line	Amount
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	2,986,531
2	Enter amount from Part I, line 27a	2	-64,521
3	Other increases not included in line 2 (itemize) ▶ Book value to fair market value of investments	3	34,169
4	Add lines 1, 2, and 3	4	2,956,179
5	Decreases not included in line 2 (itemize) ▶ Adjustment - book value of investments	5	34,169
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,922,010

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			

	(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	1,140
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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	99,301	2,986,531	0 033250
2010	104,200	2,984,449	0 034914
2009	118,500	2,806,784	0 042219
2008	108,800	3,018,609	0 036043
2007	126,250	3,201,192	0 039438

2	**Total** of line 1, column (d)	2	0 185864
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 037173
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	290
7	Add lines 5 and 6	7	290
8	Enter qualifying distributions from Part XII, line 4	8	93,475

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)

1 a	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 ▶ [X] and enter 1% of Part I, line 27b	1	290
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	290
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	290
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	290
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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		
b	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*	1b		
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 ▶ $ ____ **(2)** On foundation managers ▶ $ ____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		
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
4 a	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	N/A	
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	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AR			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ DeWitt Bank & Trust Co - Trust Department Telephone no ▶ (870) 946-3531
Located at ▶ PO Box 71 DeWitt AR ZIP+4 ▶ 72042

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

			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	N/A	
	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 ▶ 20 ____ , 20 ____ , 20 ____ , 20 ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b	N/A	
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? ☐ 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)*	3b	N/A	
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 purposes that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		5b	N/A
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*		6b	No: X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	N/A

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
David Jessup PO Box 71 DeWitt, AR 72042	Trustee			
Carolyn F Pryor 809 Melton Drive Jonesboro, AR 72401	Trustee			
Nancy F Rasco 110 Catalpa Circle Hot Springs, AR 71913	Trustee			
Rebecca Ehrlicher 95 St Albans Fairway Memphis, TN 38111	Trustee			

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
NONE				

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See 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	
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	
6	**Minimum investment return.** Enter 5% of line 5	6	

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	
2a	Tax on investment income for 2012 from Part VI, line 5	2a	290		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	290
3	Distributable amount before adjustments Subtract line 2c from line 1			3	-290
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	-290
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	-290

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	93,475
b	Program-related investments—total from Part IX-B	1b	
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	93,475
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	290
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	93,185

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				-290
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only				
b	Total for prior years 20 08 , 20 09 , 20 10		21,259		
3	Excess distributions carryover, if any, to 2012				
a	From 2007				
b	From 2008				
c	From 2009				
d	From 2010				
e	From 2011 78,541				
f	**Total** of lines 3a through e	78,541			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 93,475				
a	Applied to 2011, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2012 distributable amount				
e	Remaining amount distributed out of corpus	93,475			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6	**Enter the net total of each column as indicated below.**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	172,016			
b	Prior years' undistributed income Subtract line 4b from line 2b		21,259		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see instructions		21,259		
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 *not applied on line 5 or line 7 (see instructions)*				
9	**Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a	172,016			
10	Analysis of line 9				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011 78,541				
e	Excess from 2012 93,475				

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

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*				
Various colleges and universities AR 0 0	None	Undesignated	Scholarships	19,000
St Peter Literary Society TN 0 0	None	Undesignated	Cash donation	1,000
UMAA Foundation MS 0 0	None	Undesignated	Cash donation	10,600
Paws and Claws Rescue AR 0 0	None	Undesignated	Cash donation	5,000
St Louis Church MO	None	Undesignated	Cash donation	250
Southern Dominican Province TN 0	None	Undesignated	Cash donation	1,000
St Peter Church 0, TN 0 0	None	Undesignated	Cash donation	3,900
American Heart Association 0, MS 0 0	None	Undesignated	Cash donation	1,000
Baptist Cardiac Health Rehabilitation 0, MS 0 0	None	Undesignated	Cash donation	1,000
Highland Presbyterian Church 0, MS 0 0	None	Undesignated	Cash donation	1,500
Boys & Girls Club of Memphis 0, TN 0 0	None	Undesignated	Cash donation	1,000
Total . See Attached Statement			▶ 3a	93,475
b *Approved for future payment*				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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		30,995	14		
4 Dividends and interest from securities		21,312	14		
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		1,140	18		
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)		53,447			

13 **Total.** Add line 12, columns (b), (d), and (e) 13 53,447

(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)

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)		
	(2) Other assets	1a(2)		
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		
	(3) Rental of facilities, equipment, or other assets	1b(3)		
	(4) Reimbursement arrangements	1b(4)		
	(5) Loans or loan guarantees	1b(5)		
	(6) Performance of services or membership or fundraising solicitations	1b(6)		
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		

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
		NA	

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 1-5-7-13 Title: Trust-Officer

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Paula M Kinnard, CPA	Paula M Kinnard, CPA	5/6/2013		P00390940
Firm's name ▶ Paula M Kinnard, CPA			Firm's EIN ▶	
Firm's address ▶ PO Box 13434, Maumelle, AR 72113			Phone no 870-509-0570	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
Mississippi Children's Home				
Street				
City	**State** MS	**Zip Code**	**Foreign Country**	
Relationship None	**Foundation Status** Undesignated			
Purpose of grant/contribution Cash donation				**Amount** 1,000

Name				
Stew Pot				
Street				
City	**State** MS	**Zip Code**	**Foreign Country**	
Relationship None	**Foundation Status** Undesignated			
Purpose of grant/contribution Cash donation				**Amount** 1,000

Name				
St Dominic Rehab				
Street				
City	**State** AR	**Zip Code**	**Foreign Country**	
Relationship None	**Foundation Status** Undesignated			
Purpose of grant/contribution Cash donation				**Amount** 3,000

Name				
St Martin DePorres Shrine				
Street				
City	**State** TN	**Zip Code**	**Foreign Country**	
Relationship None	**Foundation Status** Undesignated			
Purpose of grant/contribution Cash donation				**Amount** 2,250

Name				
Porter Leath				
Street				
City	**State** MS	**Zip Code**	**Foreign Country**	
Relationship None	**Foundation Status** Undesignated			
Purpose of grant/contribution Cash donation				**Amount** 500

Name				
Baptist Hospital				
Street				
City	**State** AR	**Zip Code**	**Foreign Country**	
Relationship None	**Foundation Status** Undesignated			
Purpose of grant/contribution Cash donation				**Amount** 1,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
Humane Society			MS			None	Undesignated	Cash donation	1,000
Jackson Friends of the Animals			MS			None	Undesignated	Cash donation	5,000
St Agnes-St Dominic			TN			None	Undesignated	Cash donation	5,600
U of M Foundation			MS			None	Undesignated	Cash donation	3,000
St Dominic School			TN			None	Undesignated	Cash donation	900
New Life Fellowship		DeWitt	AR	72042		None	Undesignated	Cash donation	10,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name
Paws and Claws G Lenium
Street

City | **State** MS | **Zip Code** | **Foreign Country**
Relationship None | **Foundation Status** Undesignated
Purpose of grant/contribution Cash donation | **Amount** 5,000

Name
Jackson Academy Music Dept
Street

City Jackson | **State** MS | **Zip Code** | **Foreign Country**
Relationship None | **Foundation Status** Undesignated
Purpose of grant/contribution Cash donation | **Amount** 2,975

Name
CASA
Street

City | **State** MS | **Zip Code** | **Foreign Country**
Relationship None | **Foundation Status** Undesignated
Purpose of grant/contribution Cash donation | **Amount** 2,000

Name
Gateway Mission
Street

City | **State** MS | **Zip Code** | **Foreign Country**
Relationship None | **Foundation Status** Undesignated
Purpose of grant/contribution Cash donation | **Amount** 1,000

Name
Northminster Baptist Church
Street

City | **State** MS | **Zip Code** | **Foreign Country**
Relationship None | **Foundation Status** Undesignated
Purpose of grant/contribution Cash donation | **Amount** 3,000

Name

Street

City | **State** | **Zip Code** | **Foreign Country**
Relationship | **Foundation Status**
Purpose of grant/contribution | **Amount**

. I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	585
Short Term CG Distributions	

Totals	Gross Sales
Capital Gains/Losses	60,307
Other sales	

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expo of Sal Cos Impr me
1	X	170 187 sh Pace Int FixInc Inv	69373W350	UBS Financial Services, Inc	X	5/26/2005	P	1/24/2012	2,071	1,962	Cost	
2	X	184 5 sh Pace Int FixInc Inv	69373W350	UBS Financial Services, Inc	X	5/26/2005	P	4/23/2012	2,266	2,127	Cost	
3	X	321 543 sh Pace Int FixInc Inv	69373W350	UBS Financial Services, Inc	X	5/26/2005	P	7/20/2012	4,000	3,707	Cost	
4	X	176 037 sh Pace Int FixInc Inv	69373W350	UBS Financial Services, Inc	X	5/26/2005	P	7/24/2012	2,188	2,030	Cost	
5	X	176 9 sh Pace Int FixInc Inv	69373W350	UBS Financial Services, Inc	X	5/26/2005	P	10/24/2012	2,197	2,040	Cost	
6	X	224 9 sh Pace Int FixInc Inv	69373W350	UBS Financial Services, Inc	X	5/26/2005	P	12/17/2012	2,800	2,593	Cost	
7	X	84 388 sh Pace Int EmMkts Equ	69373W293	UBS Financial Services, Inc	X	5/26/2005	P	7/20/2012	1,000	1,159	Cost	
8	X	37 202 sh Pace Int EmMkts Equ	69373W293	UBS Financial Services, Inc	X	5/26/2005	P	12/17/2012	500	511	Cost	
9	X	349 04 sh Pace Int Equity Inv	69373W244	UBS Financial Services, Inc	X	5/26/2005	P	7/20/2012	4,000	5,155	Cost	
10	X	201 55 sh Pace Int Equity Inv	69373W244	UBS Financial Services, Inc	X	5/26/2005	P	12/17/2012	2,600	2,977	Cost	
11	X	176 211 sh Pace Int FixInc Inv	69373W624	UBS Financial Services, Inc	X	5/26/2005	P	7/20/2012	2,000	2,118	Cost	
12	X	111 492 sh Pce Int FixInc Inv	69373W624	UBS Financial Services, Inc	X	5/26/2005	P	12/17/2012	1,300	1,340	Cost	
13	X	256 674 sh Pace Lg Co Growth	69373W442	UBS Financial Services, Inc	X	5/26/2005	P	5/15/2012	5,000	3,904	Cost	
14	X	254 323 sh Pace Lg Co Growth	69373W442	UBS Financial Services, Inc	X	5/26/2005	P	7/20/2012	5,000	3,868	Cost	
15	X	156 632 sh Pace Lg Co Growth	69373W442	UBS Financial Services, Inc	X	5/26/2005	P	12/17/2012	3,200	2,382	Cost	
16	X	296 56 sh Pace Lg Co Value Eq	69373W491	UBS Financial Services, Inc	X	5/26/2005	P	5/15/2012	5,000	5,827	Cost	
17	X	292 398 sh Pace Lg Co Value E	69373W491	UBS Financial Services, Inc	X	5/26/2005	P	7/20/2012	5,000	5,746	Cost	
18	X	172 136 sh Pace Lg co Value E	69373W491	UBS Financial Services, Inc	X	5/26/2005	P	12/17/2012	3,200	3,382	Cost	
19	X	58 754 sh Pace Sm/Med Grwth	69373W632	UBS Financial Services, Inc	X	5/26/2005	P	7/20/2012	1,000	955	Cost	
20	X	44 543 sh Pace Sm/Med Grwth	69373W632	UBS Financial Services, Inc	X	5/26/2005	P	12/17/2012	800	724	Cost	
21	X	58 997 sh Pace Sm/Med Value	69373W681	UBS Financial Services, Inc	X	5/26/2005	P	7/20/2012	1,000	1,230	Cost	
22	X	37 756 sh Pace Sm/Med Value	69373W681	UBS Financial Services, Inc	X	5/26/2005	P	12/17/2012	700	787	Cost	
23	X	130 463 sh Pace Str FixInc Inv	69373W756	UBS Financial Services, Inc	X	5/26/2005	P	7/20/2012	2,000	1,824	Cost	
24	X	58 556 sh Pace Str FixInc Inv	69373W756	UBS Financial Services, Inc	X	5/26/2005	P	12/17/2012	900	819	Cost	