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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

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

OMB No 1545-0052

**2012**

Open to Public Inspection

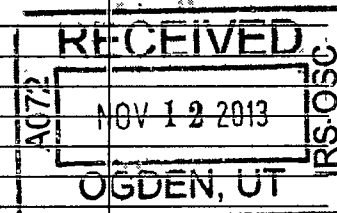
For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation <b>REGIONS/ AMSOUTH FOUNDATION - TN 2055000921</b>		A Employer identification number <b>58-2071018</b>						
Number and street (or P O box number if mail is not delivered to street address) <b>REGIONS BK TR DEPT CUSTODIAN PO BOX 2886</b>		B Telephone number (see instructions) <b>251- 690-1024</b>						
Room/suite								
City or town, state, and ZIP code <b>MOBILE, AL 36652-2886</b>								
G Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	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"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation								
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 5,064,585.</b>		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)						

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	17.	17.		STMT 1
	4 Dividends and interest from securities	128,683.	131,024.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	17,740.			
	b Gross sales price for all assets on line 6a	1,347,081.			
	7 Capital gain net income (from Part IV, line 2)		17,740.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	211.			STMT 3
	12 Total Add lines 1 through 11	146,651.	148,781.		
	13 Compensation of officers, directors, trustees, etc	NONE	NONE		NONE
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,000.	NONE	NONE	1,000.
	c Other professional fees (attach schedule)	40,566.	40,566.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	5,070.	926.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	46,636.	41,492.	NONE	1,000.
	25 Contributions, gifts, grants paid	210,000.			210,000.
	26 Total expenses and disbursements Add lines 24 and 25	256,636.	41,492.	NONE	211,000.
	27 Subtract line 26 from line 12	-109,985.			
	a Excess of revenue over expenses and disbursements		107,289.		
	b Net investment income (if negative, enter -0-)				
	c Adjusted net income (if negative, enter -0-)				



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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing . . . . .			
	2 Savings and temporary cash investments . . . . .	114,669.	76,322.	76,322.
	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 ▶			NONE
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . .			
	10 a Investments - U S and state government obligations (attach schedule) . . . . .	688,394.	619,720.	627,065.
	b Investments - corporate stock (attach schedule) . . . . .	2,736,989.	2,678,402.	3,386,049.
	c Investments - corporate bonds (attach schedule) . . . . .	870,559.	927,424.	975,149.
	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 <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	4,410,611.	4,301,868.	5,064,585.
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 <b>Total liabilities</b> (add lines 17 through 22) . . . . .		NONE	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here ▶</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶</b> <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds . . . . .	4,410,611.	4,301,868.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .			
	30 <b>Total net assets or fund balances</b> (see instructions) . . . . .	4,410,611.	4,301,868.	
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	4,410,611.	4,301,868.	

## 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	4,410,611.
2 Enter amount from Part I, line 27a . . . . .	2	-109,985.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 12	3	1,250.
4 Add lines 1, 2, and 3 . . . . .	4	4,301,876.
5 Decreases not included in line 2 (itemize) ▶ ROUNDING	5	8.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	4,301,868.

**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)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b> 1,347,081.		1,329,341.	17,740.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV 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))		
<b>a</b>			17,740.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> 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 }			<b>2</b>	17,740.	
<b>3</b> 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			<b>3</b>		

**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	283,500.	4,949,917.	0.057274
2010	333,500.	4,853,760.	0.068710
2009	225,900.	4,425,632.	0.051044
2008	376,600.	5,354,473.	0.070334
2007	1,390,486.	6,917,705.	0.201004
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.448366
<b>3</b> 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			<b>3</b> 0.089673
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			<b>4</b> 4,953,134.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 444,162.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 1,073.
<b>7</b> Add lines 5 and 6			<b>7</b> 445,235.
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			<b>8</b> 211,000.

**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	2,146.
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	
3 Add lines 1 and 2 . . . . .		3	2,146.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	2,146.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a	3,384.	
b Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	864.	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	4,248.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	2,102.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 2,102. Refunded <input type="checkbox"/> 11	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
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		X
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b 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		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? . . . . .	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TN		
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 . . . . .	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 . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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**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		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 <input type="text"/> N/A				
14	The books are in care of <input type="text"/> SEE STATEMENT 13 Telephone no <input type="text"/>			
Located at <input type="text"/> ZIP+4 <input type="text"/>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . and enter the amount of tax-exempt interest received or accrued during the year . . . . .	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="text"/>	16	Yes	No
				X

**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 checked="" type="checkbox"/> Yes	<input 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 checked="" 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)? . . . . .	1b	X
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? . . . . .	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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years <input type="text"/>		
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	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="text"/>		
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 checked="" 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) . . . . .	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? . . . . .	4b	X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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
SEE STATEMENT 14		- 0 -	- 0 -	- 0 -

**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		NONE	NONE	NONE

**Total** number of other employees paid over \$50,000 ☐

NONE

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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services (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		NONE
<b>Total</b> number of others receiving over \$50,000 for professional services . . . . .		NONE

**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 NONE	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
<b>Total.</b> Add lines 1 through 3 . . . . .	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	5,028,562.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	NONE
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	5,028,562.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	5,028,562.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	75,428.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	4,953,134.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	247,657.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	247,657.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	2,146.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	2,146.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	245,511.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	245,511.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	245,511.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	211,000.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	211,000.
<b>5</b>	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)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	211,000.

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				245,511.
<b>2</b> Undistributed income, if any, as of the end of 2012			NONE	
<b>a</b> Enter amount for 2011 only . . . . .			NONE	
<b>b</b> Total for prior years 20 <u>10</u> , 20 <u>20</u> . . . . .		NONE		
<b>3</b> Excess distributions carryover, if any, to 2012.				
<b>a</b> From 2007 . . . . .	1,060,133.			
<b>b</b> From 2008 . . . . .	111,288.			
<b>c</b> From 2009 . . . . .	6,872.			
<b>d</b> From 2010 . . . . .	92,787.			
<b>e</b> From 2011 . . . . .	39,385.			
<b>f</b> Total of lines 3a through e . . . . .	1,310,465.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ► \$ <u>211,000.</u>				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .			NONE	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2012 distributable amount . . . . .				211,000.
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2012 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a).)	34,511.			34,511.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	1,275,954.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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 . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .			NONE	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	1,025,622.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	250,332.			
<b>10</b> Analysis of line 9.				
<b>a</b> Excess from 2008 . . . . .	111,288.			
<b>b</b> Excess from 2009 . . . . .	6,872.			
<b>c</b> Excess from 2010 . . . . .	92,787.			
<b>d</b> Excess from 2011 . . . . .	39,385.			
<b>e</b> Excess from 2012 . . . . .				

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

NOT APPLICABLE

**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

4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> 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).)

N/A

**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.

N/A

**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**

<div>Recipient</div> <div>Name and address (home or business)</div>	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
<b>a</b> Paid during the year  SEE STATEMENT 22				210,000.
<b>Total</b> .....			▶ <b>3a</b>	210,000.
<b>b</b> Approved for future payment				
<b>Total</b> .....			▶ <b>3b</b>	

Form **990-PF** (2012)

## 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		
<b>1</b> Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments . . . . .						
<b>3</b> Interest on savings and temporary cash investments			14	17.		
<b>4</b> Dividends and interest from securities . . . . .			14	128,683.		
<b>5</b> Net rental income or (loss) from real estate:						
a Debt-financed property . . . . .						
b Not debt-financed property . . . . .						
<b>6</b> Net rental income or (loss) from personal property .						
<b>7</b> Other investment income . . . . .						
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	17,740.		
<b>9</b> Net income or (loss) from special events . . . . .						
<b>10</b> Gross profit or (loss) from sales of inventory . .						
<b>11</b> Other revenue a _____						
b <u>FEDERAL TAX REFUND</u>			14	211.		
c _____						
d _____						
e _____						
<b>12</b> Subtotal Add columns (b), (d), and (e) . . . . .				146,651.		
<b>13</b> Total Add line 12, columns (b), (d), and (e) . . . . .				146,651.		

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

<b>Line No.</b>	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**

<p><b>1</b> 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?</p>	Yes	No
<p><b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:</p>		
<p>(1) Cash</p>	<b>1a(1)</b>	X
<p>(2) Other assets</p>	<b>1a(2)</b>	X
<p><b>b</b> Other transactions:</p>		
<p>(1) Sales of assets to a noncharitable exempt organization</p>	<b>1b(1)</b>	X
<p>(2) Purchases of assets from a noncharitable exempt organization</p>	<b>1b(2)</b>	X
<p>(3) Rental of facilities, equipment, or other assets</p>	<b>1b(3)</b>	X
<p>(4) Reimbursement arrangements</p>	<b>1b(4)</b>	X
<p>(5) Loans or loan guarantees</p>	<b>1b(5)</b>	X
<p>(6) Performance of services or membership or fundraising solicitations</p>	<b>1b(6)</b>	X
<p><b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p>	<b>1c</b>	X
<p><b>d</b> 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</p>		

[illegible]

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

**b** If "Yes," complete the following schedule.

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

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.

James T. Welch

10-23-13

SECRETARY

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

JULIE EHMKA

Preparer's Signature \_\_\_\_\_

Date \_\_\_\_\_

10/09/2013

Check ☐ if  
3 self-employed

PTIN

P01214683

Firm's name ► REGIONS BANK TRUST DEPT, CUSTODIAN

Firm's EIN ► 63-0371391

Firm's address ► P O BOX 2886

MOBILE, AL

36652-2886

Phone no 251-690-1024

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INTEREST EXEMPT FROM STATE TAXATION	17.	17.
	-----	-----
TOTAL	17.	17.
	=====	=====

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
DIVIDEND AND INTEREST	128,683.	131,024.
-----	-----	-----
TOTAL	128,683.	131,024.
=====	=====	=====

FORM 990PF, PART I - OTHER INCOME  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL TAX REFUND	211.
	-----
TOTALS	211.
	=====

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,000.			1,000.
	-----	-----	-----	-----
TOTALS	1,000.	NONE	NONE	1,000.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT MANAGMENT FEES	40,566.	40,566.
	-----	-----
TOTALS	40,566.	40,566.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES		
FEDERAL TAX PAYMENT - PRIOR YE	70.	70.
	5,000.	
FOREIGN TAXES ON QUALIFIED FOR		850.
FOREIGN TAXES ON NONQUALIFIED		6.
	-----	-----
TOTALS	5,070.	926.
	=====	=====

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
JOHN DEERE CAPITAL CORP INSD	46,581.		
TENNESSEE VALLEY AUTHORITY SER	18,001.		
UNITED STATES TREASURY N/B .75	193,796.	16,388.	16,349.
UNITED STATES TREASURY 4.125			
CITIGROUP FDIC GUAR 2.25%	45,865.		
US TREASURY N/B .75%	156,266.		
US TREASURY N/B 2.625%	22,031.	27,400.	31,828.
FHLMC 5.75% 1/15/2012	48,465.		
FNMA 5% 3/15/2016	59,330.	84,949.	85,826.
GEN ELEC FDIC INS 2.2% 6/08/12	38,879.		
US TREAS INFL IN .625% 7/15/21	59,180.	46,374.	50,166.
FHLM 2.875% 2/9/15		87,615.	86,396.
FHLM 1% 7/30/14		40,526.	40,480.
US TREAS 1.375% 11/30/15		316,468.	316,020.
	-----	-----	-----
TOTALS	688,394.	619,720.	627,065.
	=====	=====	=====

## FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
AT&T INC	59,457.	59,457.	50,565.
ABBOTT LABS	46,697.	46,697.	59,605.
BANK OF NEW YORK MELLON CORP	76,403.	76,403.	54,356.
CVS/CAREMARK CORPORATION	40,767.	40,767.	59,471.
DEVON ENERGY CORP	41,553.		
GENUINE PARTS CO	62,957.	50,366.	63,580.
GOLDMAN SACHS GROUP INC	29,203.		
HEWLETT PACKARD CO	33,508.		
ILLIONIS TOOL WORKS INC	30,048.	30,048.	55,337.
J P MORGAN CHASE & CO	44,179.	44,179.	40,012.
MICROSOFT CORP	33,326.	33,326.	53,419.
MONSANTO CO NEW	50,866.	50,866.	66,255.
THERMO FISHER SCIENTIFIC, INC	39,686.	39,686.	58,040.
TRAVELERS COMPANIES, INC	61,608.	61,608.	84,029.
VERIZON COMMUNICATIONS	53,334.	53,334.	58,631.
WELLS FARGO & CO	66,339.	66,339.	64,600.
ISHARES S&P MIDCAP	348,731.	348,731.	472,905.
ISHARES S&P SMALL CAP 600	317,246.	317,246.	477,972.
ISHARES MSCI EAFE INDEX FD	498,148.	498,148.	369,590.
ALLERGAN, INC.	22,932.	22,932.	54,579.
AMERICAN EXPRESS CO.	17,132.	17,132.	55,181.
APACHE CORPORATION	33,300.	33,300.	26,690.
CHEVRON CORP	82,038.	82,038.	101,111.
CISCO SYSTEMS, INC.	24,653.	24,653.	43,229.
EMC CORP MASS	24,270.	24,270.	50,600.
EXXON MOBIL CORP.	44,684.	44,684.	51,497.
GENERAL ELECTRIC CO.	39,429.	39,429.	45,968.
HOME DEPOT, INC.	27,265.	27,265.	56,284.
INTEL CORP.	32,433.	32,433.	51,550.

FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
JOHNSON & JOHNSON	30,334.	30,334.	41,710.
LOWES COMPANIES, INC.	19,152.	19,152.	32,323.
MEDTRONIC, INC.	26,639.		
ORACLE CORPORATION	17,046.	17,046.	48,314.
PEPSICO, INC.	23,331.	23,331.	37,294.
PROCTER & GAMBLE CO.	31,216.	31,216.	49,560.
PRUDENTIAL FINANCIAL INC	19,190.	19,190.	19,465.
QUALCOMM, INC.	34,615.	34,615.	55,674.
SCHLUMBERGER	17,690.	17,690.	31,531.
STRYKER CORP.	37,519.	37,519.	55,094.
UNITED TECHNOLOGIES CORP.	25,664.	25,664.	56,177.
WALMART STORES, INC.	13,468.	13,468.	29,680.
WALGREEN CO.	4,624.		
NORFOLK SOUTHERN CORP	30,888.		
3M CO	23,806.	23,806.	44,568.
AUTO DESK INC	24,376.		
NEXTRA ENERGY INC	31,197.	31,197.	39,438.
VF CORP	22,074.	22,074.	44,536.
TEVA PHARMACEUTICAL	21,968.		
BAXTER INTL		24,726.	27,331.
BLACKROCK INC EMERSON ELECTR		26,772.	31,007.
EMERSON ELECTRIC CO		25,120.	27,274.
HJ HEINZ CO		24,914.	25,091.
JOHNSON CTLS INC		38,356.	35,117.
TEXAS INSTRS INC		26,875.	29,809.
	-----	-----	-----
TOTALS	2,736,989.	2,678,402.	3,386,049.
	=====	=====	=====

## FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
GOVERNMENT NATL MTG #2741			
AT& T INC DTD	26,538.	27,732.	32,570.
CATERPILLAR INC DTD	10,983.	12,355.	16,278.
CISCO SYSTEMS INC CALLABLE		16,063.	16,003.
CITIGROUP INC	17,456.	16,332.	15,718.
HEWLETT PACKARD CO DTD	17,975.		
MERRILL LYNCH & CO	14,945.	13,949.	16,876.
MORGAN STANLEY 4.2% 11/20/14	32,376.	33,343.	33,388.
ORACLE CORP DTD	14,993.	13,217.	15,821.
TARGET CORP CALLABLE	14,544.	13,790.	16,480.
VERIZON COMMUNICATIONS	13,159.	14,316.	15,942.
WACHOVIA CORP DTD	12,531.	13,702.	16,581.
FED NAT MTG ASSN #928480	20,973.		
ABBOTT LABS	12,953.	10,954.	13,118.
CREDIT SUISSE NEW YORK	30,639.	31,648.	31,920.
GOLDMAN SACHS GROUP INC DTD	15,372.	15,372.	17,616.
JP MORGAN CHASE & CO DTD	15,968.	14,091.	17,273.
FNMA #995050	9,716.		
BB&T CORPORATION	17,714.		
BARCLAYS BANK PLC DTD	17,021.	15,014.	15,907.
GOLDMAN SACHS 6% 05/01/2014	17,436.	15,363.	15,964.
FHLMC POOL G01840 5% 7/01/35	31,162.	19,776.	19,667.
FHLMC POOL G14056 4% 8/01/25	30,380.	19,281.	19,265.
FHLMC POOL J16353 3.5% 8/01/26	32,038.	22,273.	22,393.
FNMA POOL190370 6% 6/01/36	33,646.	21,978.	21,932.
FNMA POOL AH6827 4% 3/01/26	45,220.	31,106.	31,722.
FNMA POOL AL0393 4.5% 6/01/41	16,180.	12,414.	12,858.
FNMA POOL 735580 5% 6/01/35	31,361.	20,435.	20,681.
FNMA POOL 889579 6% 5/01/38	33,462.	20,491.	20,161.

## FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
FNMA POOL 938041 6% 7/01/37	91,547.	64,770.	73,057.
FNMA POOL AE3066 3.5% 9/01/25	44,279.	29,342.	30,019.
GENERAL ELECTRIC CO 5% 2/01/13	16,420.	14,556.	15,057.
GEN ELEC CAP CORP 5.3% 2/11/21	15,253.	14,236.	16,251.
INTEL CORP DTD 3.3% 10/01/2021	14,942.	14,942.	15,905.
PROV OF ONTARIO 1.375% 1/27/14	30,977.		
PFIZER INC 6.2% 3/15/2019	14,153.	14,153.	15,168.
QUEBEC PROVINCE 4.875% 5/05/14	25,276.	32,933.	31,812.
TOYOTA MTR CREDIT 3.4% 9/15/21	14,962.	14,962.	16,336.
TEVA PHARMA FIN 1.7% 11/10/14	16,009.	16,028.	16,368.
FHLM 4.5% 1/1/38		12,575.	12,569.
FHLM 4.5% 5/1/39		9,097.	9,199.
FHLM 4% 10/1/41		11,211.	11,318.
FNMA 6% 7/1/37		14,756.	15,642.
FNMA 5.5% 4/1/34		8,764.	8,839.
FNMA 4% 6/1/39		11,428.	11,591.
FNMA 4.5% 11/1/33		12,740.	12,809.
BHP BILLITON FIN 1%		31,976.	32,237.
CHEVRON CORP 1.104%		16,057.	16,112.
INTL BUS MACHINES 1.95%		32,101.	32,217.
ONTARIO 1.375%		32,008.	32,348.
ROYAL BK OF CAN 1.2%		24,000.	24,058.
ISHARES BARCLAYS 1-3 YR CREDIT		49,794.	50,103.
	-----	-----	-----
TOTALS	870,559.	927,424.	975,149.
	=====	=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
-----	-----
OID INCOME FROM TIPS INFLATION INDEX ADJ	1,099.
ACCRETION ADJUSTMENT	151.
	-----
TOTAL	1,250.
	=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF  
=====

NAME: REGIONS BANK, TRUST DEPARTMENT

ADDRESS: 11 NORTH WATER STREET, 25TH FLOOR  
MOBILE, AL 36602

TELEPHONE NUMBER: (251) 690-1024

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES  
=====

## OFFICER NAME:

DONNA CHEEK

## ADDRESS:

315 DEADERICK STREET

NASHVILLE, TN 37237

## TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

## OFFICER NAME:

DOUGLAS J. JACKSON

## ADDRESS:

315 DEADERICK STREET

NASHVILLE, TN 37237

## TITLE:

TREASURER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

## OFFICER NAME:

BERNARD WERTHAN, JR.

## ADDRESS:

315 DEADERICK STREET

NASHVILLE, TN 37237

## TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

## OFFICER NAME:

MARK MCNAMEE

## ADDRESS:

315 DEADERICK STREET

NASHVILLE, TN 37237

## TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES  
=====

OFFICER NAME:  
 JIM SCHMITZ  
 ADDRESS:  
 315 DEADERICK STREET  
 NASHVILLE, TN  
 TITLE:  
 PRESIDENT & DIRECTOR  
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:  
 C. KEITH HERRON  
 ADDRESS:  
 315 DEADERICK STREET, SUITE 502  
 NASHVILLE, TN 37238  
 TITLE:  
 DIRECTOR  
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:  
 PAMELA R. WELCH  
 ADDRESS:  
 315 DEADERICK STREET, SUITE 502  
 NASHVILLE, TN 37238  
 TITLE:  
 SECRETARY  
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:  
 WILLIAM COCHRAN  
 ADDRESS:  
 315 DEADERICK STREET, SUITE 502  
 NASHVILLE, TN 37238  
 TITLE:  
 DIRECTOR  
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES  
=====

OFFICER NAME:

DR. JOSEPH WALKER

ADDRESS:

315 DEADERICK STREET

NASHVILLE, TN 37237

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

RENATA SOTO

ADDRESS:

315 DEADERICK STREET

NASHVILLE, TN 37237

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

## AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

=====

MONTH -----	LINE 1a-FMV SECURITIES -----	LINE 1b-FMV CASH BALANCES -----	LINE 1c-FMV OTHER ASSETS -----
JANUARY	4,930,101.		
FEBRUARY	5,039,562.		
MARCH	5,122,532.		
APRIL	5,115,469.		
MAY	4,870,166.		
JUNE	4,999,632.		
JULY	4,937,468.		
AUGUST	5,023,475.		
SEPTEMBER	5,097,183.		
OCTOBER	5,050,221.		
NOVEMBER	5,092,347.		
DECEMBER	5,064,582.		
	-----	-----	-----
TOTAL	60,342,738.		
	=====	=====	=====
AVERAGE FMV	5,028,562.		
	=====	=====	=====

RECIPIENT NAME:  
HABITAT FOR HUMANITY OF  
CHATTANOOGA  
ADDRESS:  
1201 EAST MAIN STREET  
CHATTANOOGA, TN 37408  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
MARTHA O'BRYAN CENTER  
ADDRESS:  
711 S. TH STREET  
NASHVILLE, TN 37206  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
HARPETH HALL SCHOOL  
ADDRESS:  
3801 HOBBS ROAD  
NASHVILLE, TN 37215  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
MIDDLE TN COUNCIL, BOY SCOUTS  
ADDRESS:  
3414 HILLSBORO PILE  
NASHVILLE, TN 37215  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:  
JACKSON AREA COUNCIL ON ALCOHOL  
AND DRUG DEPENDENCY  
ADDRESS:  
900 EAST CHESTER STREET  
JACKSON, TN 38304  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 6,000.

RECIPIENT NAME:  
KNOWLEDGE QUEST  
ADDRESS:  
590 JENNETTE PLACE  
MEMPHIS, TN 38126  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 8,000.

REGIONS/ AMSOUTH FOUNDATION - TN 2055000921 58-2071018  
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

RECIPIENT NAME:  
LITERACY MID-SOUTH  
ADDRESS:  
902 S COOPER STREET  
MEMPHIS, TN 38104-5603  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 8,000.

RECIPIENT NAME:  
MID-SOUTH MINORITY COUNCIL TADP  
ADDRESS:  
158 MADISON AVE  
MEMPHIS, TN 38103  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 8,000.

RECIPIENT NAME:  
AMERICAN CANCER SOCIETY  
ADDRESS:  
2000 CHARLOTTE AVENUE  
NASHVILLE, TN 37203  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT HEALTHCARE AND EDUCATIONAL ACTIVITIES  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 30,000.

STATEMENT 20

RECIPIENT NAME:  
COMMUNITY EDUCATION INITIATIVE  
ADDRESS:  
PO BOX 218038  
NASHVILLE, TN 37221  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:  
YMCA OF EAST TENNESSEE  
ADDRESS:  
136 FOX RD  
KNOXVILLE, TN 37922  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:  
WELLMONT FOUNDATION  
ADDRESS:  
1905 AMERICAN WAY  
KINGSPORT, TN 37660  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
GIRL SCOUTS OF MIDDLE TENNESSEE  
ADDRESS:  
4522 GRANNY WHITE PIKE  
NASHVILLE, TN 37220  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
TENNESSEE STATE UNIVERSITY  
ADDRESS:  
3500 JOHN A MERRITT BLVD  
NASHVILLE, TN 37209  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 50,000.

RECIPIENT NAME:  
EAST TENNESSEE STATE UNIVERSITY  
ADDRESS:  
807 UNIVERSITY PARKWAY  
JOHNSON CITY, TN 37614  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT EDUCATIONAL ACTIVITIES  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 5,000.

TOTAL GRANTS PAID: 210,000.  
=====

**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No. 1545-1709

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

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

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

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

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

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

Part I only ☐

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

Enter filer's identifying number, see instructions

**Type or  
print**File by the  
due date for  
filing your  
return. See  
instructions.

Name of exempt organization or other filer, see instructions.

REGIONS/ AMSOUTH FOUNDATION - TN  
2055000921

Employer identification number (EIN) or

58-2071018

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

REGIONS BK TR DEPT CUSTODIAN PO BOX 2886

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions

MOBILE, AL 36652-2886

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

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

- The books are in the care of ► REGIONS BANK, TRUST DEPARTMENT

Telephone No. ► (251) 690-1024FAX No. ► 

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 2012 or
- ☐ tax year beginning , 20 , and ending , 20 .

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	2,124.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	3,384.
c <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	864.

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**.
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

<b>Type or print</b>	Name of exempt organization or other filer, see instructions.		Enter filer's identifying number, see instructions	
	REGIONS/ AMSOUTH FOUNDATION - TN		Employer identification number (EIN) or	
	2055000921		58-2071018	
	Number, street, and room or suite no. If a P.O. box, see instructions.		Social security number (SSN)	
File by the due date for filing your return. See instructions	REGIONS BK TR DEPT CUSTODIAN PO BOX 2886			
	City, town or post office, state, and ZIP code. For a foreign address, see instructions			
	MOBILE, AL 36652-2886			

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

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

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

- The books are in the care of ► REGIONS BANK, TRUST DEPARTMENT  
Telephone No. ► (251) 690-1024 FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . . . . . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until 11/15, 2013.
- For calendar year 2012, or other tax year beginning , 20 , and ending , 20 .
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period
- State in detail why you need the extension ADDITIONAL TIME IS REQUESTED IN ORDER TO GATHER THE NECESSARY INFORMATION TO PREPARE A COMPLETE AND ACCURATE TAX RETURN.

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b> \$	2,124.
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b> \$	4,248.
<b>c Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b> \$	

**Signature and Verification must be completed for Part II only.**

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

Signature ► Title ► TRUST TAX OFFICER Date ► 08/14/2013

Form 8868 (Rev 1-2013)