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

Department of the Treasury
Internal Revenue Service

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 Name of foundation THE MERRILL TRUST FUND 4655000034 Number and street (or P O box number if mail is not delivered to street address) C/O REGIONS BANK TRUST DEPT, PO BOX 2886 City or town, state, and ZIP code MOBILE, AL 36652-2886		, 2012, and ending			
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		A Employer identification number 58-6268195 B Telephone number (see instructions) 251- 690-1024			
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		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"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 670,560.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <i>(Part I, column (d) must be on cash basis.)</i>			
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					
4 Dividends and interest from securities		19,005.	19,418.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		6,665.			
b Gross sales price for all assets on line 6a		334,926.			
7 Capital gain net income (from Part IV, line 2)			6,665.		
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		25,670.	26,083.		
Operating and Administrative Expenses					
13 Compensation of officers, directors, trustees, etc		9,543.	7,634.		1,909.
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) STMT 2		1,225.	NONE	NONE	1,225.
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT 3		1,454.	139.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy			NONE	NONE	
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		12,222.	7,773.	NONE	3,134.
25 Contributions, gifts, grants paid		29,258.			29,258.
26 Total expenses and disbursements Add lines 24 and 25		41,480.	7,773.	NONE	32,392.
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements		-15,810.			
b Net investment income (if negative, enter -0-)			18,310.		
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	31,064.	25,221.	25,221.
	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		
Assets	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule)	93,383.	80,420.	83,087.
	b Investments - corporate stock (attach schedule)	262,083.	266,759.	306,086.
	c Investments - corporate bonds (attach schedule)	241,929.	240,440.	256,166.
	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)	628,459.	612,840.	670,560.
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)		NONE	
	Foundations that follow SFAS 117, check here ► and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
Net Assets or Fund Balances	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	628,459.	612,840.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	628,459.	612,840.	
	31 Total liabilities and net assets/fund balances (see instructions)	628,459.	612,840.	

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	628,459.
2 Enter amount from Part I, line 27a	2	-15,810.
3 Other increases not included in line 2 (itemize) ► SEE STATEMENT 11	3	198.
4 Add lines 1, 2, and 3	4	612,847.
5 Decreases not included in line 2 (itemize) ► ROUNDING DIFFERENCE	5	7.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	612,840.

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 PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 334,926.		328,261.	6,665.		
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			6,665.		
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	6,665.	
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	32,156.	664,801.	0.048369
2010	30,204.	646,699.	0.046705
2009	35,458.	604,303.	0.058676
2008	35,048.	695,085.	0.050423
2007	35,559.	732,058.	0.048574
2 Total of line 1, column (d)			2 0.252747
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 0.050549
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 660,138.
5 Multiply line 4 by line 3			5 33,369.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 183.
7 Add lines 5 and 6			7 33,552.
8 Enter qualifying distributions from Part XII, line 4			8 32,392.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	366.
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	366.
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	366.
6	Credits/Payments.			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	836.	
b	Exempt foreign organizations - tax withheld at source	6b	NONE	
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	836.
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	470.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ► <input type="checkbox"/> Refunded ► <input type="checkbox"/> 102.		11	

Part VII-A Statements Regarding Activities

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?	Yes	No
1a			X
1b			X
1c			X
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
2	<i>If "Yes," attach a detailed description of the activities.</i>		
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? <i>If "Yes," attach a conformed copy of the changes</i>		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?		
4b			
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
5	<i>If "Yes," attach the statement required by General Instruction T</i>		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:		
	• By language in the governing instrument, or		
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► GA		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>		
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)? <i>If "Yes," complete Part XIV</i>		X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	REGIONS BANK TRUST DEPT Located at ► 11 NORTH WATER STREET, 25TH FLOOR, MOBILE, AL	Telephone no ► (251) 690-1024 ZIP+4 ► 36602
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <input type="checkbox"/> 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 ►	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

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

5a	During the year did the foundation pay or incur any amount to:			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?			5b
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b X
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (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
REGIONS BANK 333 BROAD AVENUE, ALBANY, GA 31701	TRUSTEE 1	9,543.	-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
	</td	

Total 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	
	-----	-----
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	670,191.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	670,191.
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	NONE
3	Subtract line 2 from line 1d	3	670,191.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,053.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	660,138.
6	Minimum investment return. Enter 5% of line 5	6	33,007.

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	33,007.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	366.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	366.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	32,641.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	32,641.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	32,641.

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	32,392.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	32,392.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	32,392.

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				32,641.
2 Undistributed income, if any, as of the end of 2012			29,258.	
a Enter amount for 2011 only				
b Total for prior years 20 10,20 20		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 32,392.				
a Applied to 2011, but not more than line 2a			29,258.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				3,134.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
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				29,507.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9.				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

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)

2a 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BOYS & GIRLS CLUB OF ALBANY P.O. BOX 1130 ALBANY GA 31702	NONE	PUBLIC	TO FURTHER WORK OF THE ORGANIZATION	14,629.
GIRLS, INC. P.O. BOX 1366 ALBANY GA 31702	NONE	PUBLIC	TO FURTHER WORK OF THE ORGANIZATION	9,801.
SOUTHWEST GEORGIA EASTER SEAL 1906 PALMYRA RD. ALBANY GA 31701-1598	NONE	PUBLIC	TO FURTHER WORK OF THE ORGANIZATION	4,828.
Total			► 3a	29,258.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	19,005.	
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			18	6,665.	
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)				25,670.	

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

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1)	Cash	1a(1)	X
(2)	Other assets	1a(2)	X
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

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

D-11 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

Date

Date _____

► TRUST OFFICER

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

REGIONS BANK, TRUSTEE				
Paid Preparer Use Only	Print/Type preparer's name .	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed
	Firm's name ►			Firm's EIN ►
	Firm's address ►			Phone no

THE MERRILL TRUST FUND 4655000034

58-6268195

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND & INTEREST FROM SECURITIES	19,005.	19,418.
TOTAL	19,005.	19,418.

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STATEMENT 1

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)	1,225.			1,225.
TOTALS	1,225.		NONE	1,225.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	15.	15.
FEDERAL TAX PAYMENT - PRIOR YE	603.	
FEDERAL ESTIMATES - PRINCIPAL	836.	
FOREIGN TAXES ON QUALIFIED FOR		117.
FOREIGN TAXES ON NONQUALIFIED		7.
TOTALS	1,454.	139.

THE MERRILL TRUST FUND 4655000034

58-6268195

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

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CITIGROUP 2.25% 12/10/2012	10,198.		
JOHN DEERE 2.875% 6/19/2012	10,139.		
FNMA 5% 3/15/2016	6,362.		6,866.
TVA SER A 6.79% 5/23/2012	10,038.		
US TREAS 6.25% 8/15/2023	8,435.		10,036.
US TREAS N/B .75% 8/15/2013	6,991.		
US TREAS N/B 2.625% 11/15/2020	9,616.		
US TREAS N/B .75% 5/31/12	22,093.		
US INFL. INDX .625% 7/15/21	9,511.		
FHLM 2.875% 2/9/15	9,792.		10,500.
US TREAS 1.375% 11/30/15	10,679.		10,536.
	30,925.		30,881.
TOTALS	93,383.	80,420.	83,087.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CISCO SYS INC	2,832.	2,753.	3,576.
EXXON MOBILE CORP	2,296.	3,603.	5,193.
GENERAL ELECTRIC CO	3,587.	3,028.	3,673.
PEPSICO INC	2,234.	2,271.	3,764.
PROCTOR & GAMBLE	1,982.	1,982.	3,734.
ALLERGAN INC	2,524.	2,524.	3,669.
AMERICAN EXPRESS CO	1,165.	1,361.	3,736.
CVS/CAREMARK CORPORATION	3,444.	2,873.	3,626.
CHEVRON CORP	2,591.	4,763.	5,407.
E M C CORP MASS	2,589.	1,094.	1,771.
GOLDMAN SACHS GROUP INC	3,477.		
HALLIBURTON CO	1,867.		
INTEL CORP	3,153.	3,567.	3,650.
J P MORGAN CHASE & CO	4,159.	5,261.	5,496.
JOHNSON & JOHNSON	3,437.	3,120.	3,505.
JUNIPER NETWORKS, INC	3,709.	1,371.	1,770.
NORFOLK SOUTHERN CORP	2,190.		
ORACLE CORPORATION	2,483.	2,483.	3,832.
PRUDENTIAL FINANCIAL, INC	2,784.	3,029.	3,733.
QUALCOMM, INC	2,510.	2,510.	3,588.
SCHLUMBERGER, LTD	2,555.	2,889.	3,465.
STRYKER CORP	3,999.	3,661.	3,563.
THERMO FISHER SCIENTIFIC, INC.	2,837.	1,375.	1,913.
3M CO	3,207.	3,207.	3,714.
TIFFANY & CO			3,686.
TRAVELERS COMPANIES, INC	3,039.	2,297.	3,591.
UNITED TECHNOLOGIES CORP	3,283.	1,445.	1,640.
VERIZON COMMUNICATIONS	2,805.	2,902.	3,678.
WALGREEN CO	3,122.		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ARTISAN FDS INC SMALL CAP VALU	9,414.	14,226.	15,126.
AMER EUROPACIFIC GROWT FD F-2	35,374.	2,579.	3,786.
MONSANTO CO NEW	3,307.	3,678.	5,437.
PHILIP MORRIS INTL	1,801.		
STATE STREET	3,924.		
TEVA PHARMACEUTICAL IND'S SPONS	3,688.		
ARTISAN FDS INC MID CAP VAL	8,116.		
BUFFALO SMALL CAP FUND	9,611.		
THORNBURG INTL VAL FD CL I	34,847.		
APACHE CORP	3,578.		
AUTO DESK INC	3,592.		
CATERPILLAR INC	2,520.		
MATTEL INC	2,713.		
MCGRAW HILL INC	2,617.		
MERCK & CO INC	3,449.		
NEXTRA ENERGY INC	3,496.		
STAPLES INC	4,822.		
VISA INC CLASS A SHRS	3,197.		
BLACKROCK INC	3,689.		
BROADCOM CORP CL A	3,493.		
EMERSON ELECTRIC CO	3,748.		
GOOGLE INC CL A	2,670.		
LABORATORY CORP AMER HLDGS COM	3,347.		
HASBRO INC	3,270.		
OCCIDENTAL PETE CORP	3,253.		
PRAXAIR	3,473.		
TEXAS INSTRS INC	3,963.		
HIGH MARK GENEVA MID CAP GRWTH	11,251.		
ANADARKO PETROLEUM	3,460.		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV	ENDING
				FMV
APPLE INC	5,637.	5,854.	5,854.	
BAXTER INTL	1,469.	1,667.	1,667.	
DANAHER CORP DEL	3,299.	3,634.	3,634.	
WALT DISNEY CO	3,742.	3,734.	3,734.	
HJ HEINZ CO	3,608.	3,749.	3,749.	
JOHNSON CTRS INC	3,454.	3,834.	3,834.	
LOWE'S COMPANIES	3,702.	3,730.	3,730.	
MCDONALDS CORP	3,554.	3,528.	3,528.	
METLIFE INC	1,701.	1,812.	1,812.	
PHILLIPS 66	1,800.	1,859.	1,859.	
TARGET CORP	3,702.	3,550.	3,550.	
WELLS FARGO & CO	5,467.	5,469.	5,469.	
XCEL ENERGY INC	3,870.	3,606.	3,606.	
ACCENTURE PLA - CL A	3,649.	3,658.	3,658.	
INVEESCO INTL GRWTH FD CL R5	20,445.	21,575.	21,575.	
MFS RESH INTL FD CL I	20,445.	22,116.	22,116.	
VIRTUS EMERGING MKTS OPP-I	18,590.	20,090.	20,090.	
TOTALS	262,083.	266,759.	306,086.	

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
AT&T INC 5.6% 05/15/2018	3,056.	3,056.	3,619.
CATERPILLER INC 7.9% 12/15/18	1,997.	1,997.	2,713.
HEWLETT-PACKARD 2.2% 12/1/2015	2,997.	2,997.	3,004.
MERRILL LYNCH 6.11% 1/29/2037	3,808.	2,818.	3,275.
ORACLE CORP 5.75% 4/15/18	3,102.	3,102.	3,651.
TARGET CORP 5.375% 5/1/17	2,955.	2,955.	3,531.
WACHOVIA CORP 5.75% 6/15/17	2,905.	2,905.	3,553.
CVS/CAREMARK 6.125% 9/15/39	3,042.	3,042.	
COMCAST 5.7% 7/1/19	3,072.	3,072.	3,655.
CREDIT SUISSE NY 5.5% 5/1/14	6,382.	6,382.	6,384.
GOLDMAN SACHS 6% 5/1/14	3,064.	3,064.	3,193.
HESS CORP 8.125% 2/15/19	3,666.	3,692.	3,948.
JP MORGAN CHASE 6.3% 4/23/19	2,977.	2,977.	3,701.
MERRILL LYNCH 6.875% 4/25/2018	2,989.	2,989.	3,616.
MORGAN STANLEY 5.625% 9/23/2019	4,042.	3,003.	3,393.
PETROBRAS INTL 5.75% 1/20/20	6,197.	6,197.	6,830.
TALISMAN ENERGY 7.75% 6/1/2019	3,601.	3,601.	3,867.
TIME WARNER 6.75% 7/1/18	3,292.	3,292.	3,748.
FHLMC# G04481, 5.5% 7/1/2038	3,223.	2,261.	2,325.
FNMA# 257131, 5% 3/1/2023	3,788.	2,063.	2,241.
FNMA# 725424, 5.5% 4/1/2034	12,793.	8,516.	8,612.
FNMA# 735516, 5% 2/1/2020	2,520.	1,727.	1,764.
FNMA# 745191, 5.5% 1/1/2021	2,549.	1,823.	1,841.
FNMA# 845355, 6% 1/1/2036	22,089.	15,269.	16,981.
FNMA# 878201, 6% 6/1/2036	2,724.		
FNMA# 888638, 5.5% 9/1/2037	8,790.		5,677.
FNMA# 968650, 5.5% 1/1/2023	1,799.		1,109.
BARCLAYS BANK 3.9% 4/7/2015	3,004.		3,181.
CSX CORP 6.25% 4/1/2015	3,362.		3,359.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CA. INC 5.375% 12/1/2019	3,055.	3,055.	3,417.
CITIGROUP 6% 12/13/2013	3,273.	3,273.	3,144.
DIRECTV 3.55% 3/15/2015	3,109.	3,109.	3,156.
GOLDMAN SACHS 7.5% 2/15/2019	3,294.	3,294.	3,775.
KRAFT FOODS 4.125% 2/9/2016	3,008.	3,008.	
PFIZER 6.2% 3/15/2019	3,368.	3,368.	3,518.
PRUDENTIAL 4.5% 11/15/2020	2,980.	2,980.	3,350.
FNMA #AH6827 4% 3/1/26	6,957.	6,957.	4,880.
FNMA #AL0393 4.5% 6/1/41	3,034.	3,034.	2,411.
FNMA #735516 5% 6/1/35	7,047.	7,047.	4,647.
FNMA #888021 6% 12/1/36	8,526.	8,526.	5,135.
FNMA #931675 5.5% 1/1/18	4,443.	4,443.	2,876.
FNMA #AD0336 5% 2/1/24	3,984.	3,984.	2,732.
FNMA #AE3066 3.5% 9/1/25	6,991.	6,991.	4,740.
AFLAC INC 8.5% 5/15/19	3,717.	3,717.	4,086.
AMERICAN EXP 2.75% 9/15/15	3,058.	3,058.	3,145.
ANHEUSER-BUSCH 2.875% 2/15/16	3,017.	3,017.	3,177.
DUKE ENERGY CO 2.15% 11/15/16	4,002.	4,002.	3,102.
GE CAP CORP 5.3% 2/11/21	3,033.	3,033.	3,482.
GE CAP CORP 5.875% 1/14/38	3,092.	3,092.	3,619.
INTEL CORP 3.3% 10/1/21	2,988.	2,988.	3,181.
MORGAN STANLEY 4.2%	3,137.	3,137.	3,130.
ONTARIO 1.375% 1/27/14	7,014.	7,014.	7,076.
SUNTRUST BKS 3.5% 1/20/17	3,004.	3,004.	3,222.
TELEFONICA EMIS 5.462% 2/16/21	3,046.	3,046.	3,069.
TEVA PHARMA 1.7% 11/10/14	4,002.	4,002.	3,267.
TOYOTA MOTOR 3.4% 9/15/21	2,992.	2,992.	3,916.
VERIZON COMM 6% 4/1/41	2,973.	2,973.	2,091.
FHLM 4.5% 8/1/40	2,071.	2,071.	

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FHLM 5% 12/1/36	2,550.	2,541.	2,541.
FHLM 4% 11/1/40	2,553.	2,593.	2,593.
FNMA 6% 9/1/36	1,837.	1,915.	1,915.
FNMA 4% 6/1/39	1,905.	1,932.	1,932.
FNMA 3% 5/1/27	2,805.	2,831.	2,831.
FNMA 4.5% 6/1/40	2,152.	2,189.	2,189.
BHP BILLITON FIN 1%	7,002.	7,052.	7,052.
CHEVRON CORP 1.104%	3,013.	3,021.	3,021.
CISCO SYSTEMS 5.5%	3,441.	3,429.	3,429.
INTL BUS MACHINES 1.95%	7,258.	7,275.	7,275.
MONDELEZ INTL 4.125%	3,008.	3,269.	3,269.
ROYAL BK OF CAN 1.2%	5,000.	5,012.	5,012.
WALMART 6.2%	2,683.	2,718.	2,718.
TOTALS	241,929.	240,440.	256,166.

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

DESCRIPTION	AMOUNT
OID ADJUSTMENT	196.
ACCRETION ADJUSTMENT	2.
TOTAL	198.

STATEMENT 11

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	677,364.		
FEBRUARY	690,304.		
MARCH	694,389.		
APRIL	694,413.		
MAY	665,186.		
JUNE	646,180.		
JULY	652,896.		
AUGUST	658,715.		
SEPTEMBER	665,287.		
OCTOBER	661,492.		
NOVEMBER	665,512.		
DECEMBER	670,558.		
TOTAL	8,042,296.		
AVERAGE FMV	670,191.		