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
ARTHUR E YATES CHARITABLE TRUST 2312000935

A Employer identification number
58-6350586

Number and street (or P O box number if mail is not delivered to street address) Room/suite
P O BOX 2886

B Telephone number (see instructions)
251- 690-1024

City or town, state, and ZIP code
MOBILE, AL 36652-2886

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 6,056,048.

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

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

Part I Analysis of Revenue and Expenses

		Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	63.	63.		STMT 1
	4	Dividends and interest from securities	218,641.	218,797.		STMT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	93,631.			
	b	Gross sales price for all assets on line 6a 1,239,461.				
	7	Capital gain net income (from Part IV, line 2)		68,056.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	2,861.			STMT 3
	12	**Total.** Add lines 1 through 11	315,196.	286,916.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	45,728.	36,582.		9,146.
	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 4	1,320.	1,320.	NONE	NONE
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5		473.		
	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) STMT 6		1,304.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	47,048.	39,679.	NONE	9,146.
	25	Contributions, gifts, grants paid				
	26	**Total expenses and disbursements** Add lines 24 and 25	47,048.	39,679.	NONE	9,146.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	268,148.			
	b	**Net investment income** (if negative, enter -0-)		247,237.		
	c	**Adjusted net income** (if negative, enter -0-)				

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2E1410 1.000

		Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	454,397.	399,525.	399,525.
	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) STMT 7	463,532.	399,975.	417,298.
	b	Investments - corporate stock (attach schedule) STMT 8	2,433,432.	2,790,728.	3,262,563.
	c	Investments - corporate bonds (attach schedule) STMT 9	1,763,572.	1,793,703.	1,976,662.
	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)	5,114,933.	5,383,931.	6,056,048.
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	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	5,114,933.	5,383,931.	
	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)	5,114,933.	5,383,931.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	5,114,933.	5,383,931.	

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	5,114,933.
2	Enter amount from Part I, line 27a	2	268,148.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	850.
4	Add lines 1, 2, and 3	4	5,383,931.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,383,931.

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	1,297,436.		1,229,380.	68,056.
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				68,056.
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	68,056.
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	166,846.	5,525,518.	0.030196
2010			
2009			
2008			
2007			

2	**Total** of line 1, column (d)	2	0.030196
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	0.030196 O
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,811,023.
5	Multiply line 4 by line 3	5	175,470.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,472.
7	Add lines 5 and 6	7	177,942.
8	Enter qualifying distributions from Part XII, line 4	8	9,146.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	4,945.
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	4,945.
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	4,945.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,150.		
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	5,150.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			10	205.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ NONE **Refunded** ▶			11	205.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ____________ (2) On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA 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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ REGIONS BANK TRUST DEPT Telephone no. ▶ (251)690-1024

Located at ▶ 11 N. WATER ST., 25TH FLOOR, MOBILE, AL ZIP+4 ▶ 36602

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☒ Yes ☐ No If "Yes," list the years ▶ 2011 , , ,			
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. ▶ , , ,			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
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

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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? ☐ Yes ☒ 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 601 MARKET STREET, CHATTANOOGA, TN 37402	TRUSTEE 1	45,728.	-0-	-0-
JOSEPH DANA 5810 MOUNTAIN PASS DRIVE, OOLTEWAH, TN 37363	TRUSTEE 1			

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

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
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	5,899,516.
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	5,899,516.
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	5,899,516.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	88,493.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,811,023.
6	**Minimum investment return.** Enter 5% of line 5	6	290,551.

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	290,551.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,945.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,945.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	285,606.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	285,606.
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	285,606.

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	9,146.
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	9,146.
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	9,146.

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					285,606.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				104,917.	
b Total for prior years 20____,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 ▶ $ 9,146.					
a Applied to 2011, but not more than line 2a				9,146.	
b Applied to undistributed income of prior years (Election required - see instructions)					
c Treated as distributions out of corpus (Election required - see instructions)		NONE			
d Applied to 2012 distributable amount					NONE
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				95,771.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					285,606.
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

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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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).)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Total . . . . ▶ 3a				
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) 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			14	63.	
4 Dividends and interest from securities			14	218,641.	
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	93,631.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b FEDERAL TAX REFUND			14	2,861.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				315,196.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 315,196.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Julie S Ehmke | 07/23/2014 ▶ TRUST OFFICER

Signature of officer or trustee Date Title

REGIONS BANK, TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ Firm's EIN ▶

Firm's address ▶

Phone no.

Form 990-PF (2012)

JSA
2E1493 1.000

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST TEMPORARY INVESTMENTS	63.	63.
TOTAL	63.	63.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST FROM SECURITIES	218,641.	218,797.
TOTAL	218,641.	218,797.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
FEDERAL INC TAX REFUND		2,861.
	TOTALS	2,861.

STATEMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREP FEE		1,320.	1,320.		
	TOTALS	1,320.	1,320.	NONE	NONE

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES ON QUALIFIED FOR		379.
FOREIGN TAXES ON NONQUALIFIED		94.
TOTALS		473.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MBS INTEREST EXPENSE		1,304.
TOTALS		1,304.

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

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED DETAIL SCHEDULES		463,532.	399,975.	417,298.
	TOTALS	463,532.	399,975.	417,298.

ARTHUR E YATES CHARITABLE TRUST 2312000935 58-6350586

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED DETAIL SCHEDULES		2,433,432.	2,790,728.	3,262,563.
	TOTALS	2,433,432.	2,790,728.	3,262,563.

ARTHUR E YATES CHARITABLE TRUST 2312000935 58-6350586

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED DETAIL SCHEDULES	1,763,572.	1,793,703.	1,976,662.
TOTALS	1,763,572.	1,793,703.	1,976,662.

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

DESCRIPTION	AMOUNT
TIPS INFLATION ADJUSTMENT	845.
ACCRETION ADJUSTMENT	5.
TOTAL	850.

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	5,683,663.		
FEBRUARY	5,779,662.		
MARCH	5,868,307.		
APRIL	5,873,879.		
MAY	5,698,171.		
JUNE	5,837,269.		
JULY	5,939,237.		
AUGUST	5,953,386.		
SEPTEMBER	6,043,621.		
OCTOBER	6,027,486.		
NOVEMBER	6,033,462.		
DECEMBER	6,056,048.		
TOTAL	70,794,191.		
AVERAGE FMV	5,899,516.		

REGIONS
TRUST

REGIONS BANK

Asset Details

Run on 05/28/2014 03:33:13 PM

As of 12/31/2012

Combined Portfolios

Settlement Date Basis

Account: 2312000935 main
AND JOSEPH DANA AS TRUSTEES
OF THE ARTHUR E. YATES
CHARITABLE TRUST UNDER THE
WILL DATED 11-17-1992

Administrator: ROB KELLEY @ 423-752-1598

Investment Officer: DANNY GORK @ 423-755-6015

Investment Authority: Joint with Individual
Investment Objective: BALANCED (50E/50F)
Lot Select Method: HIFO
Sort By: Security Type

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value	Unrealized Gain/Loss	% of Portfolio	Est. Income	Yield	Pricin Dat
	Cash										
	CASH									0.00	
	Total For Cash	0.000000									
	Short Term Investments										
	999990484 REGIONS TRUST CASH SWEEP	267,179 390000	1 000	267,179.39	267,179.39	267,179		5 74	53	0.02	01/01/190
	Total For Short Term Investments	267,179.390000		267,179.39	267,179.39	267,179			53		
	U S Government Obligations										
	912828CJ7 UNITED STATES TREASURY 4.75% 05/15/2014	100,000 000000	106.172	102,507.81	102,507.81	106,172	3,664	2.28	4,750	4.47	01/01/190
	Total For U S Government Obligations	100,000.000000		102,507.81	102,507.81	106,172	3,664		4,750		
	Corporate Bonds										
	030955AM0 AMERITECH CAPITAL FUNDING CORP 6.45% 01/15/2018	100,000 000000	118.801	88,692.00	88,692.00	118,801	30,109	2.55	6,450	5.43	12/31/201
	039483AK8 ARCHER DANIELS MIDLAND CO 7.125% 03/01/2013	200,000 000000	101.048	195,173.00	195,173.00	202,096	6,923	4.34	14,250	7.05	01/01/190

	36962GLF9 GENERAL ELECTRIC CAPITAL CORP 6.9% 09/15/2015	100,000.000000	114.805	97,978.00	97,978.00	114,805	16,827	2.46	6,900	6.01	12/31/201
	459200AG6 INTERNATIONAL BUSINESS MACHINES 8.375% 11/01/2019	100,000.000000	142.093	108,989.00	108,989.00	142,093	33,104	3.05	8,375	5 89	12/31/201
	590188JN9 MERRILL LYNCH & CO INC 6.875% 11/15/2018	100,000.000000	122.410	91,294.00	91,294.00	122,410	31,116	2.63	6,875	5.62	12/31/201
	638585AU3 NATIONSBANK CORP 7.8% 09/15/2016	100,000.000000	116.777	101,364 00	101,364.00	116,777	15,413	2.51	7,800	6.68	12/31/201
	Total For Corporate Bonds	700,000.000000		683,490.00	683,490.00	816,982	133,492		50,650		
	Common Stock										
AFL	001055102 AFLAC INC	1,337.000000	53.120	66,867.86	66,867.86	71,021	4,154	1.52	1,872	2.64	12/31/201
T	00206R102 AT&T INC	1,730 000000	33.710	48,969.70	48,969.70	58,318	9,349	1.25	3,114	5.34	12/31/201
ABT	002824100 ABBOTT LABS	920.000000	65.500	42,782.10	42,782.10	60,260	17,478	1.29	515	0.85	12/31/201
AEO	02553E106 AMERICAN EAGLE OUTFITTERS INC	2,870.000000	20.510	41,533.80	41,533.80	58,864	17,330	1.26	1,263	2.15	12/31/201
ADP	053015103 AUTOMATIC DATA PROCESSING INC	1,070 000000	56.930	42,807.48	42,807.48	60,915	18,108	1 31	1,862	3.06	12/31/201
BBT	054937107 BB&T CORP	1,830.000000	29.110	61,128.03	61,128.03	53,271	7,857-	1.14	1,464	2.75	12/31/201
BAX	071813109 BAXTER INTERNATIONAL INC	1,044.000000	66.660	58,172.41	58,172.41	69,593	11,421	1.49	1,879	2.70	12/31/201
BLK	09247X101 BLACKROCK INC	320 000000	206.710	58,333.32	58,333.32	66,147	7,814	1 42	1,920	2.90	12/31/201
CVX	166764100 CHEVRON CORP	550 000000	108.140	32,673.99	32,673.99	59,477	26,803	1.28	1,980	3.33	12/31/201
KO	191216100 COCA COLA CO	1,480 000000	36.250	32,415.98	32,415.98	53,650	21,234	1.15	1,510	2.81	12/31/201
CAG	205887102 CONAGRA FOODS INC	2,220.000000	29.500	52,881.69	52,881.69	65,490	12,608	1.41	2,220	3.39	12/31/201

DRI	237194105 DARDEN RESTAURANTS INC	1,130 000000	45 070	53,358.93	53,358.93	50,929	2,430-	1.09	2,260	4.44	12/31/201
D	25746U109 DOMINION RES INC VA	1,090 000000	51.800	40,422.60	40,422.60	56,462	16,039	1.21	2,300	4.07	12/31/201
DPS	26138E109 DR PEPPER SNAPPLE GROUP INC	1,390.000000	44.180	54,546.17	54,546.17	61,410	6,864	1.32	1,890	3.08	12/31/201
EXC	30161N101 EXELON CORP	1,480.000000	29.740	68,670.01	68,670.01	44,015	24,655-	0.95	3,108	7.06	12/31/201
XOM	30231G102 EXXON MOBIL CORP	680 000000	86.550	40,408.04	40,408.04	58,854	18,446	1 26	1,550	2.63	12/31/201
AJG	363576109 GALLAGHER ARTHUR J & CO	1,590 000000	34.650	42,288.33	42,288.33	55,094	12,805	1.18	2,162	3.92	12/31/201
GE	369604103 GENERAL ELECTRIC CO	2,970 000000	20.990	79,451.23	79,451.23	62,340	17,111-	1 34	2,257	3 62	12/31/201
HAS	418056107 HASBRO INC	1,610.000000	35.900	57,106.91	57,106.91	57,799	692	1.24	2,318	4.01	12/31/201
HNZ	423074103 HJ HEINZ CO	1,040.000000	57.680	56,908 17	56,908.17	59,987	3,079	1.29	2,142	3.57	12/31/201
ITW	452308109 ILLINOIS TOOL WORKS INC	1,020.000000	60.810	47,754.80	47,754.80	62,026	14,271	1 33	1,550	2.50	12/31/201
INTC	458140100 INTEL CORP	2,110.000000	20.620	43,951.10	43,951.10	43,508	443-	0.93	1,899	4.36	12/31/201
JPM	46625H100 J P MORGAN CHASE & CO	1,380 000000	43.969	51,395.99	51,395.99	60,677	9,281	1.30	1,656	2.73	12/31/201
JNJ	478160104 JOHNSON & JOHNSON	880 000000	70.100	58,609.91	58,609.91	61,688	3,078	1.32	2,147	3.48	12/31/201
KMB	494368103 KIMBERLY CLARK CORP	720 000000	84.430	49,470.25	49,470.25	60,790	11,319	1.31	2,131	3.51	12/31/201
LEG	524660107 LEGGETT & PLATT INC	2,745.000000	27.220	59,237.09	59,237.09	74,719	15,482	1.60	3,184	4.26	12/31/201
MAT	577081102 MATTEL INC	1,760 000000	36.620	26,195.66	26,195.66	64,451	38,256	1.38	2,182	3.39	12/31/201
MCD	580135101 MCDONALDS CORP	620.000000	88.210	20,616.65	20,616.65	54,690	34,074	1.17	1,910	3.49	12/31/201
MWV	583334107	2,040 000000	31.870	43,571.03	43,571.03	65,015	21,444	1.40	2,040	3.14	12/31/201

	MEADWESTVACO CORPORATION										
MRK	58933Y105 MERCK & CO. INC. NEW	1,480 000000	40.940	54,469.43	54,469.43	60,591	6,122	1.30	2,546	4.20	12/31/201
MSFT	594918104 MICROSOFT CORP	1,860 000000	26.710	46,907.42	46,907.42	49,680	2,773	1.07	1,711	3.44	12/31/201
NYX	629491101 NYSE EURONEXT	2,203.000000	31.540	58,660.33	58,660.33	69,483	10,822	1.49	2,644	3.80	12/31/201
NEE	65339F101 NEXTERA ENERGY, INC	880.000000	69.190	47,639.16	47,639.16	60,887	13,248	1.31	2,112	3.47	12/31/201
NSC	655844108 NORFOLK SOUTHERN CORP	830.000000	61.840	31,341.73	31,341.73	51,327	19,985	1.10	1,660	3.23	12/31/201
NUE	670346105 NUCOR CORP	1,530 000000	43.160	61,931.25	61,931 25	66,035	4,104	1.42	2,249	3.41	12/31/201
OXY	674599105 OCCIDENTAL PETE CORP	660.000000	76.610	29,675.10	29,675.10	50,563	20,888	1.09	1,426	2.82	12/31/201
PNC	693475105 PNC BANK CORP	879 000000	58.310	53,252.83	53,252.83	51,254	1,998-	1.10	1,406	2.74	12/31/201
PAYX	704326107 PAYCHEX INC	1,890 000000	31.100	57,359.60	57,359.60	58,779	1,419	1.26	2,495	4.24	12/31/201
PEP	713448108 PEPSICO INC	850 000000	68.430	56,805.50	56,805.50	58,166	1,360	1.25	1,828	3.14	12/31/201
PM	718172109 PHILIP MORRIS INTERNATIONAL INC	660 000000	83.640	27,903.75	27,903.75	55,202	27,299	1 19	2,244	4.07	12/31/201
PX	74005P104 PRAXAIR INC	510.000000	109.450	23,987.30	23,987.30	55,820	31,832	1.20	1,122	2.01	12/31/201
PRU	744320102 PRUDENTIAL FINANCIAL INC	1,090 000000	53.330	64,474.41	64,474.41	58,130	6,345-	1.25	1,744	3.00	12/31/201
RTN	755111507 RAYTHEON CO	1,090 000000	57.560	57,225.00	57,225.00	62,740	5,515	1.35	2,180	3.47	12/31/201
SO	842587107 SOUTHERN CO	1,250 000000	42.810	40,696.49	40,696.49	53,513	12,816	1.15	2,450	4.58	12/31/201
SE	847560109 SPECTRA ENERGY CORP	1,910.000000	27.380	49,128.02	49,128.02	52,296	3,168	1.12	2,330	4.46	12/31/201
MMM	88579Y101 3M CO	650 000000	92.850	48,684.46	48,684.46	60,353	11,668	1.30	1,534	2.54	12/31/201
TRV	89417E109 TRAVELERS COMPANIES, INC.	880.000000	71.820	45,987.39	45,987.39	63,202	17,214	1.36	1,619	2.56	12/31/201
USB	902973304	1,810 000000	31.940	51,226.13	51,226.13	57,811	6,585	1.24	1,412	2.44	12/31/201

	US BANCORP DEL										
VZ	92343V104 VERIZON COMMUNICATIONS	1,400.000000	43.270	43,963.43	43,963.43	60,578	16,615	1.30	2,884	4.76	12/31/201
WM	94106L109 WASTE MANAGEMENT INC	1,675 000000	33.740	51,102.11	51,102.11	56,515	5,412	1.21	2,379	4.21	12/31/201
	Total For Common Stock	67,613.000000		2,434,950.07	2,434,950.07	2,944,385	509,435		100,261		
	Mutual Funds - Fixed Income										
VBSSX	921937850 VANGUARD S/T BOND INDEX-SIG	19,324 280000	10.630	201,867.96	201,867.96	205,417	3,549	4.41	3,227	1.57	12/31/201
	Total For Mutual Funds - Fixed Income	19,324.280000		201,867.96	201,867.96	205,417	3,549		3,227		
	Mutual Funds - International										
MRSIX	552983470 MFS RESH INTL FD CL I	20,201 804000	15.750	355,777 56	355,777 56	318,178	37,599-	6.83	6,141	1.93	12/31/201
	Total For Mutual Funds - International	20,201.804000		355,777.56	355,777.56	318,178	37,599-		6,141		
	Total Portfolio			4,045,772.79	4,045,772.79	4,658,314	612,541	100.00	165,083	3.54	
	Sub A/c				1,338,157.99	1,397,734					
					5,383,930.78	6,056,048					

REGIONS
TRUST

REGIONS BANK

Asset Details

Run on 05/28/2014 03:33:36 PM

As of 12/31/2012

Combined Portfolios

Settlement Date Basis

SUB

Account: 2312003228
AND JOSEPH DANA AS TRUSTEES
OF THE ARTHUR E. YATES
CHARITABLE
TRUST UNDER THE WILL DATED
11-17-1992 -AGG BOP

Administrator: ROB KELLEY @ 423-752-1598

Investment Officer: DANNY GORK @ 423-755-6015

Investment Authority: Joint with Individual
Investment Objective: ALL FIXED INCOME (100%F)
Lot Select Method: HIFO
Sort By: Security Type

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value	Unrealized Gain/Loss	% of Portfolio	Est. Income	Yield	Pricin Dat
	Cash										
	CASH									0.00	
	Total For Cash	0.000000									
	Short Term Investments										
	999990484 REGIONS TRUST CASH SWEEP	132,345 790000	1.000	132,345.79	132,345.79	132,346		9.47	26	0.02	01/01/190
	Total For Short Term Investments	132,345.790000		132,345.79	132,345.79	132,346			26		
	U S Government Obligations										
	31359MH89 FEDERAL NATIONAL MORTGAGE ASSN 5% 03/15/2016	22,000 000000	114.435	24,113 71	24,113.71	25,176	1,062	1.80	1,100	4.37	12/31/201
	3137EACH0 FEDERAL HOME LOAN MTG CORP DTD 01/07/2010 2.875% 02/09/2015	37,000 000000	105.361	39,523.68	39,523 68	38,984	540-	2.79	1,064	2.73	12/31/201
	912810EQ7 UNITED STATES TREASURY 6.25% 08/15/2023	27,000 000000	143.375	33,261.32	33,261 32	38,711	5,450	2.77	1,688	4.36	12/31/201
	912828PC8 UNITED STATES TREASURY N/B DTD 11/15/2010 2.625%	47,000.000000	109.750	47,177.46	47,177.46	51,583	4,405	3.69	1,234	2.39	12/31/201

11/15/2020										
912828PJ3 UNITED STATES TREASURY DTD 11/30/2010 1.375% 11/30/2015	108,000.000000	102.938	111,330.83	111,330.83	111,173	158-	7.95	1,485	1.34	12/31/201
912828QV5 UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 .625% 07/15/2021 OFV 39,000	40,027.260000	113.672	42,059.95	42,059.95	45,500	3,440	3.26	250	0.55	12/31/201
Total For U S Government Obligations	281,027.260000		297,466.95	297,466.95	311,126	13,659		6,820		
Mortgage Backed Securities										
3128M74W3 FEDERAL HOME LOAN MORTGAGE CORP POOL #G05937 DTD 07/01/2010 4.5% 08/01/2040 OFV 16,000	7,767 820000	107.684	8,282.43	8,282.43	8,365	82	0.60	350	4.18	12/31/201
3128M7KV7 FEDERAL HOME LOAN MORTGAGE CORP POOL #G05408 DTD 04/01/2009 5% 12/01/2036 OFV 33,000	9,706.580000	107.981	10,518.00	10,518.00	10,481	37-	0.75	485	4.63	12/31/201
312943WG4 FEDERAL HOME LOAN MTGE CORP POOL #A95147 DTD 11/01/2010 4% 11/01/2040 OFV 14,000	11,098 310000	109.037	11,913.35	11,913.35	12,101	188	0.87	444	3.67	12/31/201
3138A8SR8 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 OFV 26,000	14,803 460000	107.143	15,552.89	15,552.89	15,861	308	1.13	592	3.73	12/31/201
3138EGNK6 FEDERAL NATIONAL	9,482.060000	110.182	10,086.55	10,086.55	10,448	361	0.75	427	4.08	12/31/201

MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5% 06/01/2041 OFV 13,000										
31402C4H2 FEDERAL NATIONAL MORTGAGE ASSN POOL #725424 DTD 04/01/04 5.5% 04/01/2034 OFV 325,000	41,073.420000	109.903	44,936.89	44,936.89	45,141	204	3.23	2,259	5.00	12/31/201
31402RFV6 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035 OFV 66,000	14,050 100000	109.157	15,154.34	15,154.34	15,337	182	1.10	703	4.58	12/31/201
31407JDQ2 FEDERAL NATIONAL MORTGAGE ASSN POOL #831811 DTD 10/01/06 6% 09/01/2036 OFV 156,000	33,706 070000	110 202	35,164.91	35,164.91	37,145	1,980	2.66	2,022	5.44	12/31/201
31410FSJ5 FEDERAL NATIONAL MORTGAGE ASSN POOL #888021 DTD 11/01/2006 6% 12/01/2036 OFV 179,000	25,441 990000	109.481	28,188 92	28,188.92	27,854	335-	1.99	1,527	5.48	12/31/201
31412QCL1 FEDERAL NATIONAL MORTGAGE ASSN POOL #931675 DTD 07/01/2009 5.5% 01/01/2018 OFV 49,000	14,580 190000	107.401	15,874.20	15,874.20	15,659	215-	1.12	802	5.12	12/31/201
31414DZQ2 FEDERAL NATIONAL MORTGAGE ASSN POOL #963451 5% 06/01/2023 OFV 46,000	13,142 890000	108.283	13,494.07	13,494.07	14,232	737	1.02	657	4.62	12/31/201
31415P3Z9 FEDERAL NATIONAL MORTGAGE ASSN POOL #985616 DTD 06/01/08	11,554 250000	109.903	11,839.49	11,839.49	12,698	859	0.91	635	5.00	12/31/201

5.5% 04/01/2034 OFV 82,000										
31416BTW8 FEDERAL NATIONAL MORTGAGE ASSN POOL #995265 DTD 12/01/08 5.5% 01/01/2024 OFV 29,000	5,895 180000	108 151	6,138.37	6,138.37	6,376	237	0.46	324	5.09	12/31/201
31416RBE2 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 06/01/2039 OFV 15,000	9,003.900000	107.275	9,523.04	9,523.04	9,659	136	0.69	360	3.73	12/31/201
31418AFC7 FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 05/01/2027 OFV 11,000	9,822.440000	105.691	10,285 93	10,285.93	10,381	96	0 74	295	2.84	12/31/201
31418MLS9 FEDERAL NATIONAL MORTGAGE ASSN POOL #AD0336 DTD 10/01/2009 5% 02/01/2024 OFV 51,000	16,029.180000	108 674	17,326.54	17,326.54	17,420	93	1.25	801	4.60	12/31/201
31418UEE0 FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4.5% 06/01/2040 OFV 16,000	8,080 270000	108.369	8,608.01	8,608.01	8,757	149	0.63	364	4.15	12/31/201
31419DMQ1 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3.5% 09/01/2025 OFV 28,000	13,892 730000	106.143	14,413.71	14,413.71	14,746	332	1.05	486	3.30	12/31/201
Total For Mortgage Backed Securities	269,130.840000		287,301.64	287,301.64	292,660	5,358		13,533		

Corporate Bonds

001055AC6 AFLAC INC DTD 5/21/09 8.5% 05/15/2019	10,000 000000	136.193	12,468.32	12,468.32	13,619	1,151	0.97	850	6.24	12/31/201
00206RAM4 AT&T INC DTD 05/13/08 5.6% 05/15/2018	11,000.000000	120.628	11,645.45	11,645.45	13,269	1,624	0.95	616	4.64	12/31/201
0258M0DA4 AMERICAN EXPRESS CREDIT CORP SERIES: MTN DTD 09/13/2010 2.75% 09/15/2015	13,000.000000	104.838	13,277.04	13,277.04	13,629	352	0.97	358	2.62	12/31/201
03523TBA5 ANHEUSER-BUSCH INBEV WOR DTD 01/27/2011 2.875% 02/15/2016	12,000.000000	105.910	12,168.27	12,168.27	12,709	541	0.91	345	2.71	12/31/201
055451AN8 BHP BILLITON FIN USA LTD DTD 02/24/2012 1% 02/24/2015	26,000 000000	100 741	25,979.89	25,979.89	26,193	213	1.87	260	0.99	12/31/201
06739GBB4 BARCLAYS BANK PLC DTD 04/07/2010 3.9% 04/07/2015	12,000.000000	106.048	12,219.25	12,219.25	12,726	507	0 91	468	3.68	12/31/201
126408GN7 CSX CORP DTD 3/27/08 6.25% 04/01/2015	11,000.000000	111.976	12,457.53	12,457.53	12,317	140-	0.88	688	5.58	12/31/201
12673PAC9 CA INC DTD 11/13/09 5.375% 12/01/2019	12,000 000000	113.884	12,532.87	12,532.87	13,666	1,133	0.98	645	4.72	12/31/201
149123BQ3 CATERPILLAR INC DTD 12/05/08 7.9% 12/15/2018	10,000.000000	135.646	11,847.78	11,847.78	13,565	1,717	0.97	790	5.82	12/31/201
166764AA8 CHEVRON CORP CALLABLE DTD 12/05/2012 1.104% 12/05/2017-2017	13,000 000000	100.698	13,044.59	13,044.59	13,091	46	0.94	144	1.10	12/31/201
17275RAC6 CISCO SYSTEMS INC CALLABLE 5.5% 02/22/2016	11,000.000000	114.305	12,619.93	12,619.93	12,574	46-	0.90	605	4.81	12/31/201

172967FE6 CITIGROUP INC DTD 06/15/2010 6% 12/13/2013	12,000 000000	104.786	13,059.61	13,059.61	12,574	485-	0.90	720	5.73	01/01/190
20030NAZ4 COMCAST CORP DTD 06/18/09 5.7% 07/01/2019	11,000 000000	121.844	11,578.33	11,578.33	13,403	1,825	0.96	627	4.68	12/31/201
22546QAA5 CREDIT SUISSE NEW YORK DTD 5/4/09 5.5% 05/01/2014	24,000 000000	106.399	25,805.94	25,805.94	25,536	270-	1.83	1,320	5.17	01/01/190
25459HAN5 DIRECTV HOLDGS/FING DTD 03/11/2010 3.55% 03/15/2015	12,000.000000	105.196	12,508.86	12,508.86	12,624	115	0.90	426	3.37	12/31/201
26441CAG0 DUKE ENERGY CORPORATION DTD 11/17/2011 2.15% 11/15/2016	13,000.000000	103.402	13,037.90	13,037.90	13,442	404	0 96	280	2.08	12/31/201
369622SM8 GENERAL ELECTRIC CAPITAL CORP DTD 02/11/11 5.3% 02/11/2021	12,000 000000	116.078	12,343.35	12,343.35	13,929	1,586	1.00	636	4.57	12/31/201
36962G3P7 GENERAL ELECTRIC CAPITAL CORP DTD 01/14/08 5.875% 01/14/2038	11,000.000000	120.625	11,338.74	11,338.74	13,269	1,930	0 95	646	4.87	12/31/201
38141EA25 GOLDMAN SACHS GROUP INC DTD 2/5/09 7.5% 02/15/2019	11,000 000000	125.826	12,320.24	12,320.24	13,841	1,521	0.99	825	5.96	12/31/201
38141EA33 GOLDMAN SACHS GROUP INC DTD 5/6/09 6% 05/01/2014	12,000 000000	106.425	12,571.41	12,571.41	12,771	200	0.91	720	5.64	01/01/190
42809HAB3 HESS CORPORATION DTD 2/3/09 8.125% 02/15/2019	10,000 000000	131.611	12,253.30	12,253.30	13,161	908	0.94	813	6.17	12/31/201
428236BE2 HEWLETT-PACKARD CO DTD 12/02/2010 2.2% 12/01/2015	13,000.000000	100.137	13,021.96	13,021.96	13,018	4-	0.93	286	2.20	12/31/201

458140AJ9 INTEL CORP DTD 09/19/2011 3.3% 10/01/2021	12,000 000000	106.036	11,954.29	11,954.29	12,724	770	0.91	396	3.11	12/31/201
459200GX3 INTERNATIONAL BUSINESS MACHINES DTD 07/22/2011 1 95% 07/22/2016	25,000.000000	103.927	25,877.20	25,877.20	25,982	105	1.86	488	1.88	12/31/201
46625HHL7 J P MORGAN CHASE & CO DTD 04/23/09 6.3% 04/23/2019	11,000 000000	123.376	11,484.76	11,484 76	13,571	2,087	0.97	693	5.11	12/31/201
50075NBB9 MONDELEZ INTERNATIONAL DTD 02/08/2010 4.125% 02/09/2016	12,000 000000	108.951	12,352.08	12,352.08	13,074	722	0.94	495	3.79	12/31/201
59018YN64 MERRILL LYNCH & CO INC SERIES: MTN DTD 04/25/08 6.875% 04/25/2018	11,000 000000	120.545	11,436.94	11,436.94	13,260	1,823	0.95	756	5.70	12/31/201
59022CAJ2 MERRILL LYNCH & CO 6.11% 01/29/2037	12,000 000000	109.155	11,329.13	11,329.13	13,099	1,769	0.94	733	5.60	12/31/201
61747YCJ2 MORGAN STANLEY SERIES: MTN DTD 9/23/09 5.625% 09/23/2019	12,000 000000	113.098	12,023.24	12,023 24	13,572	1,549	0.97	675	4.97	12/31/201
61747YCK9 MORGAN STANLEY DTD 11/20/2009 4.2% 11/20/2014	13,000 000000	104.339	13,495.08	13,495.08	13,564	69	0.97	546	4.03	12/31/201
68323AAE4 ONTARIO (PROVINCE OF) DTD 01/27/2011 1.375% 01/27/2014	26,000 000000	101.087	26,116.16	26,116.16	26,283	166	1 88	358	1.36	01/01/190
68389XAC9 ORACLE CORPORATION DTD 04/09/08 5.75% 04/15/2018	11,000.000000	121.701	12,046.75	12,046.75	13,387	1,340	0.96	633	4.72	12/31/201
71645WAP6 PETROBRAS INTL FIN CO DTD 10/30/09 5.75% 01/20/2020	23,000.000000	113.836	24,086.26	24,086.26	26,182	2,096	1.87	1,323	5.05	12/31/201

717081DB6 PFIZER INC DTD 3/24/09 6.2% 03/15/2019	10,000.000000	126.398	11,414.76	11,414.76	12,640	1,225	0.90	620	4.91	12/31/201
74432QBP9 PRUDENTIAL FINANCIAL DTD 11/18/2010 4.5% 11/15/2020	12,000.000000	111.656	12,006.00	12,006.00	13,399	1,393	0.96	540	4.03	12/31/201
78011DAC8 ROYAL BANK OF CANADA DTD 09/19/2012 1.2% 09/19/2017	20,000 000000	100.240	20,000.75	20,000.75	20,048	47	1.43	240	1.20	12/31/201
867914BE2 SUNTRUST BKS INC DTD 11/01/2011 3.5% 01/20/2017	12,000.000000	107.392	12,007.47	12,007.47	12,887	880	0.92	420	3.26	12/31/201
87425EAL7 TALISMAN ENERGY INC DTD 6/1/09 7.75% 06/01/2019	10,000 000000	128 889	12,025.14	12,025.14	12,889	864	0.92	775	6.01	12/31/201
87612EAP1 TARGET CORP CALLABLE 5.375% 05/01/2017	11,000.000000	117.712	11,755.63	11,755.63	12,948	1,193	0.93	591	4.57	12/31/201
88166HAA5 TEVA PHARMA FIN IV LLC DTD 11/10/2011 1.7% 11/10/2014	13,000.000000	102.302	13,026.27	13,026.27	13,299	273	0.95	221	1.66	12/31/201
88732JAL2 TIME WARNER CABLE 6.75% 07/01/2018	10,000.000000	124.918	11,184.60	11,184.60	12,492	1,307	0.89	675	5.40	12/31/201
89233P5F9 TOYOTA MOTOR CREDIT CORP SERIES MTN DTD 09/15/2011 3.4% 09/15/2021	12,000.000000	108.906	11,969.76	11,969.76	13,069	1,099	0.94	408	3.12	12/31/201
92343VAW4 VERIZON COMMUNICATIONS DTD 03/28/2011 6% 04/01/2041	10,000.000000	130.518	10,078.79	10,078.79	13,052	2,973	0.93	600	4.60	12/31/201
929903DT6 WACHOVIA CORP DTD 06/08/07 5.75% 06/15/2017	11,000.000000	118.437	11,211.87	11,211.87	13,028	1,816	0.93	633	4.85	12/31/201
931142CM3 WAL MART STORES INC DTD	9,000 000000	135.885	12,060.12	12,060.12	12,230	170	0.88	558	4.56	12/31/201

04/15/2008 6.2% 04/15/2038								
Total For Corporate Bonds	590,000.000000	621,043.61	621,043.61	661,603	40,559		26,441	
Total Portfolio		1,338,157 99	1,338,157.99	1,397,734	59,576	100.00	46,821	3.35

SEE MAIN

[redacted] [redacted] [redacted]