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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation VIOLET HAMPTON TUW #2 2055000645		A Employer identification number 62-6373852	
Number and street (or P O box number if mail is not delivered to street address) REGIONS BANK TRUST DEPARTMENT P O B		B Telephone number (see instructions) (251) 690-1024	
City or town, state, and ZIP code MOBILE, AL 366522886		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
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		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) <input checked="" type="checkbox"/> \$ 954,351		J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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	2	2		
	4 Dividends and interest from securities.	26,286	26,756		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	9,288			
	b Gross sales price for all assets on line 6a _____ 355,189				
	7 Capital gain net income (from Part IV , line 2)		9,288		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	<input checked="" type="checkbox"/> 750			
	12 Total. Add lines 1 through 11	36,326	36,046		
	13 Compensation of officers, directors, trustees, etc	12,815	10,215		2,600
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)	<input checked="" type="checkbox"/> 800	0	0	800
	c Other professional fees (attach schedule)				0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	<input checked="" type="checkbox"/> 422	171		0
	19 Depreciation (attach schedule) and depletion	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)	<input checked="" type="checkbox"/> 5,049			5,049
	24 Total operating and administrative expenses. Add lines 13 through 23	19,086	10,386	0	8,449
	25 Contributions, gifts, grants paid	29,250			29,250
	26 Total expenses and disbursements. Add lines 24 and 25	48,336	10,386	0	37,699
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-12,010			
	b Net investment income (if negative, enter -0-)		25,660		
	c Adjusted net income (if negative, enter -0-)			0	

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	13,818	31,525	31,525
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	116,164	<input checked="" type="checkbox"/> 103,434	107,530
	b	Investments—corporate stock (attach schedule)	510,101	<input checked="" type="checkbox"/> 450,619	506,894
	c	Investments—corporate bonds (attach schedule).	252,161	<input checked="" type="checkbox"/> 294,920	308,402
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			0
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	892,244	880,498	954,351
	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)			
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	892,244	880,498	
	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 page 17 of the instructions)	892,244	880,498	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	892,244	880,498	

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	892,244
2	Enter amount from Part I, line 27a	2	-12,010
3	Other increases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	3	264
4	Add lines 1, 2, and 3	4	880,498
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	880,498

Part IV

Capital Gains and Losses for Tax on Investment Income

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

2	Capital gain net income or (net capital loss)	<div><div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div></div>	2	9,288
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <div>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8</div>		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 page 18 of 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	41,400	922,896	0 044859
2010	48,900	891,181	0 054871
2009	53,215	809,022	0 065777
2008	58,300	975,446	0 059768
2007	53,960	1,139,914	0 047337

2	Total of line 1, column (d).	2	0 272612
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 054522
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	927,440
5	Multiply line 4 by line 3.	5	50,566
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	257
7	Add lines 5 and 6.	7	50,823
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	37,699

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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)			
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		1	513
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	513
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	513
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	305	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	0	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	305
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	0
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	208
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/>	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements 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		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
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?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TN _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	REGIONS BANK The books are in care of TRUST DEPARTMENT Telephone no (251) 690-1024 Located at 11 NORTH WATER STREET 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.			
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		No
See 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? (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). 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 page 20 of the instructions)? 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? 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 20 , 20 , 20 , 20 b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.). 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?			
		1b		No
		1c		No
		2b		No
		3b		
		4a		No
		4b		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.			
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?			
	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?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			
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
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	941,563
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	941,563
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	941,563
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	14,123
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	927,440
6	Minimum investment return. Enter 5% of line 5.	6	46,372

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	46,372
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	513
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	513
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	45,859
4	Recoveries of amounts treated as qualifying distributions.	4	750
5	Add lines 3 and 4.	5	46,609
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	46,609

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	37,699
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	37,699
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	37,699
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				46,609
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 2010 , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				0
b From 2008.				6,226
c From 2009.				12,384
d From 2010.				4,546
e From 2011.				0
f Total of lines 3a through e.	23,156			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 37,699				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				37,699
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	8,910			8,910
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	14,246			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	14,246			
10 Analysis of line 9				
a Excess from 2008. . . .				0
b Excess from 2009. . . .				9,700
c Excess from 2010. . . .				4,546
d Excess from 2011. . . .				0
e Excess from 2012. . . .				0

Part XIV

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 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.

Tax year	Prior 3 years				(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009		
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					

3 Complete 3a, b, or c for the alternative test relied upon

a

"Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test— enter 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 organization 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))

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

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

CARL ESTERHAY CO REGIONS BANK
315 DEADERICK ST 5TH FLOOR
NASHVILLE, TN 37237
(615) 748-2008

b

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

APPLICATION FORMS ARE AVAILABLE AT THE ABOVE ADDRESS

c

Any submission deadlines

NONE

d

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

SCHOLARSHIP RECIPIENTS MUST BE LEGAL RESIDENTS OF THE STATE OF TENNESSEE

Form 990-PF (2012)

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 See Additional Data Table				
Total			3a	29,250
b Approved for future payment				
Total			3b	

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	2	
4	Dividends and interest from securities. . . .			14	26,286	
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	9,288	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a SCHOLARSHIP RECOV _____			14	750	
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .				36,326	
13	Total. Add line 12, columns (b), (d), and (e).			13	36,326	

[illegible]

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

[illegible]

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

b If "Yes," complete the following schedule

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

**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 or fiduciary) is based on all information of which preparer has any knowledge.

* * * * *

2013-05-09

* * * * *

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below (see instr)? ☐ 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

Form 990PF Part IV – Capital Gains and Losses for Tax on Investment Income – Columns a – d

(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)
11000 TENNESSEE VALLEY AUTHORITY SER A PUTABLE		2010-05-10	2012-01-10
28000 UNITED STATES TREASURY N/B DTD 06/01/10		2011-10-06	2012-01-10
442 29 FEDERAL NATIONAL MORTGAGE ASSN POOL #190363 DTD 10/01/05 5 5% 1		2010-05-10	2012-01-25
186 31 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 0		2011-08-09	2012-01-25
45 28 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5%		2011-11-04	2012-01-25
217 63 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/		2011-08-09	2012-01-25
344 86 FEDERAL NATIONAL MORTGAGE ASSN POOL #929		2010-05-10	2012-01-25
561 05 FEDERAL NATIONAL MORTGAGE ASSN POOL #995050 DTD 10/01/08 6% 09/		2010-05-10	2012-01-25
155 79 FEDERAL NATIONAL MORTGAGE ASSN POOL #995431 DTD 01/01/09 5 5% 0		2010-05-10	2012-01-25
184 67 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3 5%		2011-08-09	2012-01-25
1000 JOHN DEERE CAPITAL CORP INSD FDIC DTD 12/19/08 2 875% 06/19/201		2011-05-06	2012-02-02
11000 JOHN DEERE CAPITAL CORP INSD FDIC DTD 12/19/08 2 875% 06/19/20		2010-05-10	2012-02-02
1000 UNITED STATES TREAS BDS DTD 8/15/93 6 25% 08/15/2023		2010-05-10	2012-02-06
1000 UNITED STATES TREASURY N/B DTD 11/15/201		2011-06-13	2012-02-06
1003 07 UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 62		2011-08-25	2012-02-06
7000 UNITED STATES TREASURY N/B DTD 01/18/201		2012-02-02	2012-02-22
397 43 FEDERAL NATIONAL MORTGAGE ASSN POOL #190363 DTD 10/01/05 5 5% 1		2010-05-10	2012-02-27
192 28 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 0		2011-08-09	2012-02-27
52 61 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5%		2011-11-04	2012-02-27
175 11 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/		2011-08-09	2012-02-27
196 39 FEDERAL NATIONAL MORTGAGE ASSN POOL #929		2010-05-10	2012-02-27
613 17 FEDERAL NATIONAL MORTGAGE ASSN POOL #995050 DTD 10/01/08 6% 09/		2010-05-10	2012-02-27
157 92 FEDERAL NATIONAL MORTGAGE ASSN POOL #995431 DTD 01/01/09 5 5% 0		2010-05-10	2012-02-27
175 28 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3 5%		2011-08-09	2012-02-27
3000 CVS/CAREMARK CORPORATION DTD 9/11/09 6 1		2010-05-10	2012-03-02
1000 COMCAST CORP DTD 06/18/09 5 7% 07/01/201		2011-05-06	2012-03-06
1000 J P MORGAN CHASE & CO DTD 04/23/09 6 3%		2011-05-06	2012-03-06
1000 UNITED STATES TREASURY N/B DTD 01/18/201		2012-01-10	2012-03-06
405 23 FEDERAL NATIONAL MORTGAGE ASSN POOL #190363 DTD 10/01/05 5 5% 1		2010-05-10	2012-03-26
161 49 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 0		2011-08-09	2012-03-26

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(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)
48 52 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5%		2011-11-04	2012-03-26
199 92 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/		2011-08-09	2012-03-26
171 36 FEDERAL NATIONAL MORTGAGE ASSN POOL #929		2010-05-10	2012-03-26
742 37 FEDERAL NATIONAL MORTGAGE ASSN POOL #995050 DTD 10/01/08 6% 09/		2010-05-10	2012-03-26
166 75 FEDERAL NATIONAL MORTGAGE ASSN POOL #995431 DTD 01/01/09 5 5% 0		2010-05-10	2012-03-26
93 4 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 06/		2012-02-07	2012-03-26
213 66 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3 5%		2011-08-09	2012-03-26
15 ALLERGAN INC		2010-04-16	2012-04-04
225 AUTO DESK INC		2010-08-24	2012-04-04
65 E M C CORP MASS COM		2010-04-16	2012-04-04
180 EATON CORP		2010-04-16	2012-04-04
220 HALLIBURTON CO		2010-04-16	2012-04-04
110 HESS CORPORATION		2010-04-16	2012-04-04
50 ISHARES TR S&P MIDCAP 400		2010-04-16	2012-04-04
75 ISHARES TR S&P SMALLCAP 600 INDEX FUND		2010-04-16	2012-04-04
195 MCGRAW HILL COS INC COM		2010-04-16	2012-04-04
40 PHILIP MORRIS INTERNATIONAL INC		2010-04-16	2012-04-04
35 QUALCOMM INC		2010-04-16	2012-04-04
230 ROBERT HALF INTL INC COM		2010-04-16	2012-04-04
155 STATE STREET CORP COM		2010-04-16	2012-04-04
195 WALGREEN CO COM		2010-04-16	2012-04-04
1000 MERRILL LYNCH & CO INC SERIES MTN DTD 04/25/08 6 875% 04/25/201		2010-05-10	2012-04-05
1000 UNITED STATES TREASURY N/B DTD 01/18/201		2012-01-10	2012-04-05
1000 WAL MART STORES INC DTD 04/15/2008 6 2%		2012-03-02	2012-04-05
112 07 FEDERAL HOME LOAN MTG CORP POOL #G05937 DTD 07/01/2010 4 5% 08/		2012-03-06	2012-04-16
480 11 FEDERAL NATIONAL MORTGAGE ASSN POOL #190363 DTD 10/01/05 5 5% 1		2010-05-10	2012-04-25
176 07 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 0		2011-08-09	2012-04-25
93 29 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5%		2011-11-04	2012-04-25
201 48 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/		2011-08-09	2012-04-25
252 8 FEDERAL NATIONAL MORTGAGE ASSN POOL #929		2010-05-10	2012-04-25

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(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)
666 08 FEDERAL NATIONAL MORTGAGE ASSN POOL #995050 DTD 10/01/08 6% 09/		2010-05-10	2012-04-25
177 53 FEDERAL NATIONAL MORTGAGE ASSN POOL #995431 DTD 01/01/09 5 5% 0		2010-05-10	2012-04-25
93 08 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 06		2012-02-07	2012-04-25
214 08 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3 5%		2011-08-09	2012-04-25
59000 UNITED STATES TREASURY N/B DTD 08/16/201		2012-04-04	2012-05-07
89 55 FEDERAL HOME LOAN MTG CORP POOL #G05937 DTD 07/01/2010 4 5% 08/0		2012-03-06	2012-05-15
394 74 FEDERAL NATIONAL MORTGAGE ASSN POOL #190363 DTD 10/01/05 5 5% 1		2010-05-10	2012-05-25
189 39 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 0		2011-08-09	2012-05-25
43 24 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5%		2011-11-04	2012-05-25
181 83 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/		2011-08-09	2012-05-25
364 91 FEDERAL NATIONAL MORTGAGE ASSN POOL #929		2010-05-10	2012-05-25
693 15 FEDERAL NATIONAL MORTGAGE ASSN POOL #995050 DTD 10/01/08 6% 09/		2010-05-10	2012-05-25
161 94 FEDERAL NATIONAL MORTGAGE ASSN POOL #995431 DTD 01/01/09 5 5% 0		2010-05-10	2012-05-25
104 48 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 0		2012-02-07	2012-05-25
115 03 FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4 5		2012-04-05	2012-05-25
155 77 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3 5%		2011-08-09	2012-05-25
1000 UNITED TECHNOLOGIES CORP DTD 06/01/2012		2012-05-29	2012-05-31
1000 TOYOTA MOTOR CREDIT CORP SERIES MTN DTD 09/15/2011 3 4% 09/15/20		2012-05-07	2012-06-07
1000 UNITED STATES TREAS BDS DTD 8/15/93 6 25% 08/15/2023		2012-05-07	2012-06-07
1018 91 UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 62		2012-05-07	2012-06-07
1000 WAL MART STORES INC DTD 04/15/2008 6 2%		2012-03-02	2012-06-07
97 34 FEDERAL HOME LOAN MTG CORP POOL #G05937 DTD 07/01/2010 4 5% 08/0		2012-03-06	2012-06-15
539 57 FEDERAL NATIONAL MORTGAGE ASSN POOL #190363 DTD 10/01/05 5 5% 1		2010-05-10	2012-06-25
142 06 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 0		2011-08-09	2012-06-25
68 75 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5%		2011-11-04	2012-06-25
194 72 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/		2011-08-09	2012-06-25
218 23 FEDERAL NATIONAL MORTGAGE ASSN POOL #929		2010-05-10	2012-06-25
874 35 FEDERAL NATIONAL MORTGAGE ASSN POOL #995050 DTD 10/01/08 6% 09/		2010-05-10	2012-06-25
182 84 FEDERAL NATIONAL MORTGAGE ASSN POOL #995431 DTD 01/01/09 5 5% 0		2010-05-10	2012-06-25
61 8 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 06/		2012-02-07	2012-06-25

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25 91 FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 05		2012-05-07	2012-06-25
105 47 FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4 5		2012-04-05	2012-06-25
160 41 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3 5%		2011-08-09	2012-06-25
1000 AMERICAN EXPRESS CREDIT CORP SERIES MTN DTD 09/13/2010 2 75% 09		2012-05-07	2012-07-09
1000 HESS CORPORATION DTD 2/3/09 8 125% 02/15		2012-05-08	2012-07-09
1000 SUNTRUST BKS INC DTD 11/01/2011 3 5% 01/		2012-05-08	2012-07-09
1000 UNITED STATES TREASURY N/B DTD 01/18/201		2012-01-10	2012-07-09
96 17 FEDERAL HOME LOAN MTG CORP POOL #G05937 DTD 07/01/2010 4 5% 08/0		2012-03-06	2012-07-16
52 44 FEDERAL HOME LOAN MTGE CORP POOL #A95147 DTD 11/01/2010 4% 11/01		2012-06-11	2012-07-16
30 CATERPILLAR INC		2010-04-16	2012-07-25
70 WALT DISNEY CO COM		2010-04-16	2012-07-25
530 51 FEDERAL NATIONAL MORTGAGE ASSN POOL #190363 DTD 10/01/05 5 5% 1		2010-05-10	2012-07-25
129 27 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 0		2011-08-09	2012-07-25
60 45 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5%		2011-11-04	2012-07-25
186 88 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/		2011-08-09	2012-07-25
305 88 FEDERAL NATIONAL MORTGAGE ASSN POOL #929		2010-05-10	2012-07-25
849 62 FEDERAL NATIONAL MORTGAGE ASSN POOL #995050 DTD 10/01/08 6% 09/		2010-05-10	2012-07-25
156 64 FEDERAL NATIONAL MORTGAGE ASSN POOL #995431 DTD 01/01/09 5 5% 0		2010-05-10	2012-07-25
76 74 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 06		2012-02-07	2012-07-25
36 47 FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 05		2012-05-07	2012-07-25
107 07 FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4 5		2012-04-05	2012-07-25
190 48 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3 5%		2011-08-09	2012-07-25
150 HASBRO BRADLEY INC		2012-04-04	2012-07-25
40 VERIZON COMMUNICATIONS COM		2010-04-16	2012-07-25
104 65 FEDERAL HOME LOAN MTG CORP POOL #G05937 DTD 07/01/2010 4 5% 08/		2012-03-06	2012-08-15
182 76 FEDERAL HOME LOAN MTG CORP POOL #G05408 DTD 04/01/2009 5% 12/01		2012-07-09	2012-08-15
75 36 FEDERAL HOME LOAN MTGE CORP POOL #A95147 DTD 11/01/2010 4% 11/01		2012-06-11	2012-08-15
609 76 FEDERAL NATIONAL MORTGAGE ASSN POOL #190363 DTD 10/01/05 5 5% 1		2010-05-10	2012-08-27
174 01 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 0		2011-08-09	2012-08-27
58 59 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5%		2011-11-04	2012-08-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
184 17 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/		2011-08-09	2012-08-27
181 01 FEDERAL NATIONAL MORTGAGE ASSN POOL #929		2010-05-10	2012-08-27
826 1 FEDERAL NATIONAL MORTGAGE ASSN POOL #995050 DTD 10/01/08 6% 09/0		2010-05-10	2012-08-27
143 44 FEDERAL NATIONAL MORTGAGE ASSN POOL #995431 DTD 01/01/09 5 5% 0		2010-05-10	2012-08-27
150 97 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 0		2012-02-07	2012-08-27
52 3 FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 05/		2012-05-07	2012-08-27
103 02 FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4 5		2012-04-05	2012-08-27
197 32 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3 5%		2011-08-09	2012-08-27
4000 TELEFONICA EMISIONES SAU DTD 02/16/2011		2011-05-06	2012-09-11
1000 TELEFONICA EMISIONES SAU DTD 02/16/2011		2012-05-07	2012-09-12
6000 CITIGROUP INC FDIC GUARANTEED DTD 08/06/2009 2 25% 12/10/2012		2011-05-06	2012-09-14
107 09 FEDERAL HOME LOAN MTG CORP POOL #G05937 DTD 07/01/2010 4 5% 08/		2012-03-06	2012-09-17
190 57 FEDERAL HOME LOAN MTG CORP POOL #G05408 DTD 04/01/2009 5% 12/01		2012-07-09	2012-09-17
75 74 FEDERAL HOME LOAN MTGE CORP POOL #A95147 DTD 11/01/2010 4% 11/01		2012-06-11	2012-09-17
553 92 FEDERAL NATIONAL MORTGAGE ASSN POOL #190363 DTD 10/01/05 5 5% 1		2010-05-10	2012-09-25
199 59 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 0		2011-08-09	2012-09-25
77 63 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5%		2011-11-04	2012-09-25
194 49 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/		2011-08-09	2012-09-25
214 55 FEDERAL NATIONAL MORTGAGE ASSN POOL #929		2010-05-10	2012-09-25
829 53 FEDERAL NATIONAL MORTGAGE ASSN POOL #995050 DTD 10/01/08 6% 09/		2010-05-10	2012-09-25
146 42 FEDERAL NATIONAL MORTGAGE ASSN POOL #995431 DTD 01/01/09 5 5% 0		2010-05-10	2012-09-25
158 52 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 0		2012-02-07	2012-09-25
64 53 FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 05		2012-05-07	2012-09-25
127 21 FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4 5		2012-04-05	2012-09-25
221 03 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3 5%		2011-08-09	2012-09-25
25 CATERPILLAR INC		2010-04-16	2012-10-02
125 WALT DISNEY CO COM		2010-04-16	2012-10-02
35 GOLDMAN SACHS GROUP INC COM		2010-04-16	2012-10-02
5 GOOGLE INC CL A		2011-02-08	2012-10-02
115 TEVA PHARMACEUTICAL INDS SPONS ADR		2010-04-16	2012-10-02

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1000 BARCLAYS BANK PLC DTD 04/07/2010 3 9% 04		2012-05-07	2012-10-04
1000 CITIGROUP INC FDIC GUARANTEED DTD 08/06/2009 2 25% 12/10/2012		2010-05-10	2012-10-04
1000 MERRILL LYNCH & CO 6 11% 01/29/2037		2012-05-07	2012-10-04
1000 MORGAN STANLEY SERIES MTN DTD 9/23/09 5		2012-05-07	2012-10-04
101 03 FEDERAL HOME LOAN MTG CORP POOL #G05937 DTD 07/01/2010 4 5% 08/		2012-03-06	2012-10-15
175 88 FEDERAL HOME LOAN MTG CORP POOL #G05408 DTD 04/01/2009 5% 12/01		2012-07-09	2012-10-15
69 55 FEDERAL HOME LOAN MTGE CORP POOL #A95147 DTD 11/01/2010 4% 11/01		2012-06-11	2012-10-15
527 75 FEDERAL NATIONAL MORTGAGE ASSN POOL #190363 DTD 10/01/05 5 5% 1		2010-05-10	2012-10-25
180 24 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 0		2011-08-09	2012-10-25
102 69 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5%		2011-11-04	2012-10-25
180 18 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/		2011-08-09	2012-10-25
191 59 FEDERAL NATIONAL MORTGAGE ASSN POOL #929		2010-05-10	2012-10-25
678 93 FEDERAL NATIONAL MORTGAGE ASSN POOL #995050 DTD 10/01/08 6% 09/		2010-05-10	2012-10-25
133 34 FEDERAL NATIONAL MORTGAGE ASSN POOL #995431 DTD 01/01/09 5 5% 0		2010-05-10	2012-10-25
149 08 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 0		2012-02-07	2012-10-25
67 88 FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 05		2012-05-07	2012-10-25
114 39 FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4 5		2012-04-05	2012-10-25
204 41 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3 5%		2011-08-09	2012-10-25
107 38 FEDERAL HOME LOAN MTG CORP POOL #G05937 DTD 07/01/2010 4 5% 08/		2012-03-06	2012-11-15
180 84 FEDERAL HOME LOAN MTG CORP POOL #G05408 DTD 04/01/2009 5% 12/01		2012-07-09	2012-11-15
113 89 FEDERAL HOME LOAN MTGE CORP POOL #A95147 DTD 11/01/2010 4% 11/0		2012-06-11	2012-11-15
559 71 FEDERAL NATIONAL MORTGAGE ASSN POOL #190363 DTD 10/01/05 5 5% 1		2010-05-10	2012-11-26
164 51 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 0		2011-08-09	2012-11-26
140 9 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5%		2011-11-04	2012-11-26
202 75 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/		2011-08-09	2012-11-26
170 05 FEDERAL NATIONAL MORTGAGE ASSN POOL #929		2010-05-10	2012-11-26
769 28 FEDERAL NATIONAL MORTGAGE ASSN POOL #995050 DTD 10/01/08 6% 09/		2010-05-10	2012-11-26
135 1 FEDERAL NATIONAL MORTGAGE ASSN POOL #995431 DTD 01/01/09 5 5% 02		2010-05-10	2012-11-26
145 55 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 0		2012-02-07	2012-11-26
170 71 FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 0		2012-05-07	2012-11-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
116 32 FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4 5		2012-04-05	2012-11-26
175 41 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3 5%		2011-08-09	2012-11-26
5000 CITIGROUP INC FDIC GUARANTEED DTD 08/06/2009 2 25% 12/10/2012		2010-05-10	2012-11-29
2000 CITIGROUP INC FDIC GUARANTEED DTD 08/06/2009 2 25% 12/10/2012		2012-05-07	2012-11-29
3000 UNITED STATES TREASURY N/B DTD 08/16/201		2010-09-13	2012-12-10
1000 UNITED STATES TREASURY N/B DTD 08/16/201		2012-04-04	2012-12-10
5000 UNITED STATES TREASURY N/B DTD 08/16/201		2010-09-13	2012-12-11
34000 UNITED STATES TREASURY N/B DTD 01/18/201		2012-11-29	2012-12-11
97 31 FEDERAL HOME LOAN MTG CORP POOL #G05937 DTD 07/01/2010 4 5% 08/0		2012-03-06	2012-12-17
168 06 FEDERAL HOME LOAN MTG CORP POOL #G05408 DTD 04/01/2009 5% 12/01		2012-07-09	2012-12-17
105 98 FEDERAL HOME LOAN MTGE CORP POOL #A95147 DTD 11/01/2010 4% 11/0		2012-06-11	2012-12-17
707 94 FEDERAL NATIONAL MORTGAGE ASSN POOL #190363 DTD 10/01/05 5 5% 1		2010-05-10	2012-12-26
171 64 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 0		2011-08-09	2012-12-26
93 15 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5%		2011-11-04	2012-12-26
157 1 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/0		2011-08-09	2012-12-26
314 07 FEDERAL NATIONAL MORTGAGE ASSN POOL #929		2010-05-10	2012-12-26
718 44 FEDERAL NATIONAL MORTGAGE ASSN POOL #995050 DTD 10/01/08 6% 09/		2010-05-10	2012-12-26
120 5 FEDERAL NATIONAL MORTGAGE ASSN POOL #995431 DTD 01/01/09 5 5% 02		2010-05-10	2012-12-26
101 52 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 0		2012-02-07	2012-12-26
88 74 FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 05		2012-05-07	2012-12-26
100 68 FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4 5		2012-04-05	2012-12-26
180 71 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3 5%		2011-08-09	2012-12-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
11,270		12,260	-990
28,076		28,118	-42
442		469	-27
186		196	-10
45		48	-3
218		235	-17
345		365	-20
561		603	-42
156		167	-11
185		192	-7
1,010		1,029	-19
11,111		11,390	-279
1,423		1,233	190
1,074		979	95
1,098		1,055	43
7,092		7,105	-13
397		422	-25
192		202	-10
53		56	-3
175		189	-14
196		208	-12
613		659	-46
158		170	-12
175		182	-7
3,734		3,096	638
1,196		1,113	83
1,166		1,143	23
1,013		1,015	-2
405		430	-25
161		170	-9

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
49		52	-3
200		216	-16
171		181	-10
742		798	-56
167		179	-12
93		99	-6
214		222	-8
1,423		930	493
9,363		6,169	3,194
1,891		1,261	630
8,752		7,130	1,622
7,241		6,906	335
6,388		6,957	-569
4,910		4,104	806
5,644		4,697	947
9,491		6,840	2,651
3,571		2,038	1,533
2,343		1,490	853
6,847		7,078	-231
6,884		7,262	-378
6,531		7,102	-571
1,107		1,054	53
1,011		1,015	-4
1,271		1,341	-70
112		119	-7
480		510	-30
176		185	-9
93		99	-6
201		217	-16
253		268	-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
666		716	-50
178		191	-13
93		98	-5
214		222	-8
59,385		59,366	19
90		95	-5
395		419	-24
189		199	-10
43		46	-3
182		196	-14
365		386	-21
693		745	-52
162		174	-12
104		111	-7
115		123	-8
156		162	-6
1,010		999	11
1,058		1,055	3
1,455		1,426	29
1,141		1,124	17
1,312		1,341	-29
97		104	-7
540		573	-33
142		149	-7
69		73	-4
195		210	-15
218		231	-13
874		940	-66
183		197	-14
62		65	-3

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
26		27	-1
105		112	-7
160		166	-6
1,039		1,040	-1
1,297		1,314	-17
1,040		1,040	
1,011		1,015	-4
96		103	-7
52		56	-4
2,484		2,018	466
3,356		2,522	834
531		563	-32
129		136	-7
60		64	-4
187		202	-15
306		324	-18
850		914	-64
157		168	-11
77		81	-4
36		38	-2
107		114	-7
190		198	-8
5,184		5,575	-391
1,748		1,111	637
105		112	-7
183		198	-15
75		81	-6
610		647	-37
174		183	-9
59		62	-3

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
184		199	-15
181		192	-11
826		888	-62
143		154	-11
151		160	-9
52		55	-3
103		110	-7
197		205	-8
3,895		4,099	-204
985		960	25
6,028		6,125	-97
107		114	-7
191		207	-16
76		81	-5
554		588	-34
200		210	-10
78		83	-5
194		210	-16
215		227	-12
830		892	-62
146		157	-11
159		168	-9
65		68	-3
127		136	-9
221		229	-8
2,119		1,682	437
6,447		4,503	1,944
4,124		5,617	-1,493
3,777		3,095	682
4,721		7,191	-2,470

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,064		1,046	18
1,003		1,019	-16
1,067		979	88
1,104		993	111
101		108	-7
176		191	-15
70		75	-5
528		560	-32
180		189	-9
103		109	-6
180		194	-14
192		203	-11
679		730	-51
133		143	-10
149		158	-9
68		71	-3
114		122	-8
204		212	-8
107		114	-7
181		196	-15
114		122	-8
560		594	-34
165		173	-8
141		150	-9
203		219	-16
170		180	-10
769		827	-58
135		145	-10
146		154	-8
171		179	-8

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
116		124	-8
175		182	-7
5,002		5,097	-95
2,001		2,024	-23
3,012		2,993	19
1,004		1,006	-2
5,020		4,988	32
34,294		34,460	-166
97		104	-7
168		182	-14
106		114	-8
708		751	-43
172		180	-8
93		99	-6
157		169	-12
314		333	-19
718		773	-55
121		130	-9
102		107	-5
89		93	-4
101		107	-6
181		187	-6

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-990
			-42
			-27
			-10
			-3
			-17
			-20
			-42
			-11
			-7
			-19
			-279
			190
			95
			43
			-13
			-25
			-10
			-3
			-14
			-12
			-46
			-12
			-7
			638
			83
			23
			-2
			-25
			-9

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-3
			-16
			-10
			-56
			-12
			-6
			-8
			493
			3,194
			630
			1,622
			335
			-569
			806
			947
			2,651
			1,533
			853
			-231
			-378
			-571
			53
			-4
			-70
			-7
			-30
			-9
			-6
			-16
			-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-50
			-13
			-5
			-8
			19
			-5
			-24
			-10
			-3
			-14
			-21
			-52
			-12
			-7
			-8
			-6
			11
			3
			29
			17
			-29
			-7
			-33
			-7
			-4
			-15
			-13
			-66
			-14
			-3

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-1
			-7
			-6
			-1
			-17
			-4
			-7
			-4
			466
			834
			-32
			-7
			-4
			-15
			-18
			-64
			-11
			-4
			-2
			-7
			-8
			-391
			637
			-7
			-15
			-6
			-37
			-9
			-3

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-15
			-11
			-62
			-11
			-9
			-3
			-7
			-8
			-204
			25
			-97
			-7
			-16
			-5
			-34
			-10
			-5
			-16
			-12
			-62
			-11
			-9
			-3
			-9
			-8
			437
			1,944
			-1,493
			682
			-2,470

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			18
			-16
			88
			111
			-7
			-15
			-5
			-32
			-9
			-6
			-14
			-11
			-51
			-10
			-9
			-3
			-8
			-8
			-7
			-15
			-8
			-34
			-8
			-9
			-16
			-10
			-58
			-10
			-8
			-8

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-8
			-7
			-95
			-23
			19
			-2
			32
			-166
			-7
			-14
			-8
			-43
			-8
			-6
			-12
			-19
			-55
			-9
			-5
			-4
			-6
			-6


Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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	TRUSTEE 2	10,215		
315 DEADERICK STREET NASHVILLE,TN 37237				
MAGGIE KERSTEN	COMM MBR 1	650		
315 DEADERICK STREET NASHVILLE,TN 37237				
DAROLYN PORTER	COMM MBR 1	650		
315 DEADERICK STREET NASHVILLE,TN 37237				
DAVID MOHNING	COMM MBR 1	650		
315 DEADERICK STREET NASHVILLE,TN 37237				
PATRICIA SMEDLEY	COMM MBR 1	650		
315 DEADERICK STREET NASHVILLE,TN 37237				

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
UNIVERSITY OF TENNESSEE 600 ANDY HOLT TOWER KNOXVILLE,TN 37996	NONE	PUBLIC	SUPPORT EDUCATIONAL	2,250
TENNESSEE TECHNOLOGICAL UNIVERSITY P O BOX 5006 COOKEVILLE,TN 38505	NONE	PUBLIC	SUPPORT EDUCATIONAL	750
SEWANNE UNIVERSITY 735 UNIVERSITY AVENUE SEWANNE,TN 37383	NONE	PUBLIC	SUPPORT EDUCATIONAL	1,500
GEORGETOWN UNIVERSITY 37TH O STREETS NW WASHINGTON,DC 20057	NONE	PUBLIC	SUPPORT EDUCATIONAL	1,500
BELMONT UNIVERSITY 1900 BELMONT BLVD NASHVILLE,TN 37212	NONE	PUBLIC	SUPPORT EDUCATIONAL	3,000
HARVARD COLLEGE 86 BRATTLE STREET CAMBRIDGE,MA 02138	NONE	PUBLIC	SUPPORT EDUCATIONAL	750
SAMFORD UNIVERSITY 800 LAKESHORE DRIVE BIRMINGHAM,AL 35229	NONE	PUBLIC	EDUCATIONAL	1,500
PRINCETON UNIVERSITY 110 WEST COLLEGE PRINCETON,NJ 08544	NONE	PUBLIC	EDUCATION	1,500
RICE UNIVERSITY P O BOX 1892 HOUSTON,TX 772511892	NONE	PUBLIC	EDUCATIONAL	1,500
ROANOKE COLLEGE 221 COLLEGE LANE SALEM,VA 24153	NONE	PUBLIC	EDUCATIONAL	1,500
UNIVERSITY OF CHICAGO 5801 SOUTH ELLIS AVENUE CHICAGO,IL 60637	NONE	PUBLIC	EDUCATIONAL	1,500
WELLSELEY COLLEGE 106 CENTRA STREET WELLESLEY,MA 02482	NONE	PUBLIC	EDUCATIONAL	1,500
UNIVERSITY OF PENNSYLVANIA 3451 WALNUT STREET PHILADELPHIA,PA 19104	NONE	PUBLIC	EDUCATIONAL	1,500
UNIVERSITY OF ALABAMA UNIVERSITY BLVD TUSCALOOSA,AL 35487	NONE	PUBLIC	EDUCATIONAL	1,500
GEORGE WASHINGTON UNIVERSITY 2121 EYE STREET NW WASHINGTON,DC 20052	NONE	PUBLIC	EDUCATIONAL	1,500

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
LIPSCOMB UNIVERSITY ONE UNIVERSITY PARK DRIVE NASHVILLE,TN 37204	NONE	PUBLIC	EDUCATIONAL	1,500
BROWN UNIVERSITY 75 WATERMAN STREET PROVIDENCE,RI 02906	NONE	PUBLIC	EDUCATIONAL	1,500
MIDDLE TENNESSEE STATE UNIVERSITY 1301 EAST MAIN STREET MURFREESBORO,TN 37132	NONE	PUBLIC	EDUCATIONAL	1,500
UNIVERSITY OF VIRGINIA 1400 UNIVERSITY AVENUE CHARLOTTESVILLE,VA 22903	NONE	PUBLIC	EDUCATIONAL	1,500
Total  3a				29,250

TY 2012 Accounting Fees Schedule

Name: VIOLET HAMPTON TUW #2 2055000645

EIN: 62-6373852

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC	800			800

TY 2012 Investments Corporate
Bonds Schedule

Name: VIOLET HAMPTON TUW #2 2055000645
EIN: 62-6373852

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FNMA# 190363		
FNMA# 929399, 5% 5/1/2023	4,967	5,079
FNMA# 995050, 6% 9/1/2037	15,341	15,617
FNMA# 995431, 5.5% 2/1/2023	4,269	4,302
AT&T 5.6% 5/15/2018	4,443	4,825
BARCLAYS BANK 3.9% 4/7/2015	4,042	4,242
CSX 6.25% 4/1/2015	4,572	4,479
CVS/CAREMARK 6.125% 9/15/2039		
CA INC 5.375% 12/1/2019	4,201	4,555
CATERPILLAR 7.9% 12/15/2018	3,749	4,069
CITIGROUP 6% 12/13/2013	4,364	4,191
COMCAST CORP 5.7% 7/1/2019	4,403	4,874
CONOCOPHILLIPS 6.5% 2/1/2039		
CREDIT SUISSE 5.5% 5/1/2014	9,641	9,576
DIRECTV 3.55% 3/15/2015	4,147	4,208
GOLDMAN SACHS 7.5% 2/15/2019	4,457	5,033
GOLDMAN SACHS 6% 5/1/2014	4,229	4,257
HESS CORP 8.125% 2/15/2019	3,720	3,948
HEW PACKARD 2.2% 12/1/2015	5,014	5,007
J P MORGAN 6.3% 4/23/2019	4,499	4,935
KRAFT FOOD 4.125% 2/9/2016		
MERILL LYNCH 6.875% 4/25/2018	4,285	4,822
MERILL LYNCH 6.11% 1/29/2037	3,671	4,366
MORGAN STANLEY 5.625% 9/23/19	3,916	4,524
ORACLE CORP 5.75% 4/15/2018	4,589	4,868
PETROBRAS INT 5.75% 1/20/2020	8,448	9,107
PFIZER 6.2% 3/15/2019	4,706	5,056
PRUDENTIAL FIN 4.5% 11/15/2020	3,974	4,466
TALISMAN ENERGY 7.75% 6/1/2019	4,918	5,156
TARGET CORP 5.375% 5/1/2017	4,516	4,708

Name of Bond	End of Year Book Value	End of Year Fair Market Value
TIME WARNER 6.75% 7/1/2018	4,631	4,997
WACHOVIA CORP 5.75% 6/15/2017	4,422	4,737
FNMA POOL AH6827 4% 3/01/2026	4,786	4,880
FNMA POOL AL0393 4.5% 6/01/41	3,104	3,215
FNMA POOL 735580 5% 6/01/2035	4,592	4,647
FNMA POOL AE3066 3.5% 9/01/25	4,633	4,740
AFLAC INC 8.5% 5/15/2019	3,717	4,086
AMERICAN EXPRESS 2.75% 9/15/15	4,080	4,194
ANHEUSER-BUSCH 2.875% 2/15/16	4,022	4,236
DUKE ENERGY 2.15% 11/15/2016	5,036	5,170
GE CAP CORP 5.3% 2/11/2021	4,045	4,643
GE CAP CORP 5.875% 1/14/2038	4,135	4,825
INTEL CORP 3.3% 10/01/2021	3,986	4,241
MORGAN STANLEY 4.2% 11/20/2014	5,190	5,217
PROV OF ONTARIO 1.375% 1/27/14		
SUNTRUST BKS INC 3.5% 1/20/17	4,002	4,296
TELEFONICA EMIS 5.462% 2/16/21		
TEVA PHARMA FIN 1.7% 11/10/14	5,024	5,115
TOYOTA MTR CREDIT 3.4% 9/15/21	3,990	4,356
VERIZON COMM 6% 4/01/2041	4,220	5,221
FHLM 4.5% 8/1/40	2,588	2,614
FHLM 5% 12/1/36	4,143	4,129
FHLM 4% 11/1/40	4,255	4,322
FNMA 5.5% 11/1/35	12,766	13,145
FNMA 4% 6/1/39	3,174	3,220
FNMA 3% 5/1/27	4,675	4,719
FNMA 4.5% 6/1/40	2,690	2,736
BHP BILLITON FIN 1%	9,005	9,067
CHEVRON CORP 1.104%	5,019	5,035
CISCO SYSTEMS 5.5%	3,441	3,429

Name of Bond	End of Year Book Value	End of Year Fair Market Value
INTL BUS MACHINES 1.95%	9,320	9,353
MONDELEZ INTL 4.125%	4,135	4,358
ONTARIO 1.375%	9,018	9,098
ROYAL BK OF CAN 1.2%	6,001	6,014
WALMART 6.2%	3,994	4,077

TY 2012 Investments Corporate
Stock Schedule

Name: VIOLET HAMPTON TUW #2 2055000645
EIN: 62-6373852

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALLERGAN INC	6,199	9,173
AMERICAN EXPRESS CO	6,992	8,909
APACHE CORPORATION	7,395	5,495
AUTO DESK INC		
CVS/CAREMARK	7,127	9,187
CATERPILLAR INC	3,363	4,480
CHEVRON CORP	6,897	9,192
CISCO SYSTEMS INC	7,344	5,305
WALT DISNEY CO		
EMC CORP MASS	5,820	7,590
EATON CORP		
EXXON MOBIL CORP	7,169	9,088
GENERAL ELECTRIC CO	7,084	7,871
GOLDMAN SACHS GROUP INC		
HALLIBURTON CO		
HESS CORPORATION		
INTEL CORP	7,185	6,186
J P MORGAN CHASE AND CO	7,200	6,815
JOHNSON & JOHNSON	7,171	7,711
JUNIPER NETWORKS INC	6,919	4,327
MCGRAW HILL INC		
MONSANTO CO NEW	7,072	10,412
NORFOLK CO NEW	7,103	7,421
ORACLE CORPORATION	7,197	9,163
PEPSICO INC	6,948	7,185
PHILIP MORRIS INTERNATIONAL	4,841	7,946
PROCTER & GAMBLE CO	7,245	7,807
PRUDENTIAL FINANCIAL INC	6,950	5,866
QUALCOM INC	5,535	8,042
ROBERT HALF INTL INC		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SCHLUMBER LTD	6,884	7,276
STAPLES INC	7,041	3,306
STATE STREET CORP		
STRTKER CORP	6,882	6,578
THERMO FISHER SCIENTIFIC, INC	6,928	8,291
3M C0	7,120	7,892
TRAVELLERS COMPANIES, INC	7,066	9,696
UNITED TECHNOLOGIES CORP	7,016	7,791
VEROZON COMMUNICATIONS	5,555	8,654
VISA-INC CLASS A SHRS	7,460	12,126
WALGREEN CO		
TEVA PHARMACEUTICAL INDS SPONS		
ISHARES S&P MIDCAP 400	41,036	50,850
ISHARES SMALL CAP 600	40,704	50,765
ISHARES MSCO EAFE INDEX FUND	65,371	65,389
BLACKROCK INC	6,087	8,268
BROADCOM CORP CL A	6,135	5,812
GOOGLE INC CL A	6,190	7,074
LABORATORY CORP AMER HLDGS NEW	6,305	6,497
MATTEL INC	4,954	6,409
MERCK & CO INC NEW	6,666	8,188
NEXTERA ENERGY INC	5,579	6,919
PRAXAIR INC	7,667	8,209
TEXAS INSTRS INC	6,996	6,178
ANADARKO PETROLEUM	5,303	5,573
BAXTER INTL	6,038	6,666
DANAHER CORP DEL	5,585	5,590
HJ HEINZ CO	5,339	5,768
JOHNSON CTLS INC	5,579	5,367
TARGET CORP	5,719	5,917

Name of Stock	End of Year Book Value	End of Year Fair Market Value
XCEL ENERGY INC	4,658	4,674

**TY 2012 Investments Government
Obligations Schedule****Name:** VIOLET HAMPTON TUW #2 2055000645**EIN:** 62-6373852**US Government Securities - End of
Year Book Value:**

103,434

**US Government Securities - End of
Year Fair Market Value:**

107,530

**State & Local Government
Securities - End of Year Book
Value:****State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2012 Other Expenses Schedule**Name:** VIOLET HAMPTON TUW #2 2055000645**EIN:** 62-6373852

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DELIVERY EXPENSE	49	0		49
SCHOLARSHIP ADMINISTRATION EXP	5,000	0		5,000

TY 2012 Other Income Schedule

Name: VIOLET HAMPTON TUW #2 2055000645

EIN: 62-6373852

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SCHOLARSHIP RECOVERIES	750	0	

TY 2012 Other Increases Schedule**Name:** VIOLET HAMPTON TUW #2 2055000645**EIN:** 62-6373852

Description	Amount
OID INCOME ON TIPS BONDS	257
ROUNDING	5
ACCRETION ADJUSTMENT	2

TY 2012 Taxes Schedule**Name:** VIOLET HAMPTON TUW #2 2055000645**EIN:** 62-6373852

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	20	171		0
FEDERAL TAX PAID WITH EXTENSIO	402	0		0