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: The Melvin and Virginia Hutson Foundation

A Employer identification number: 63-0885492

Number and street (or P O box number if mail is not delivered to street address): P.O. Box 2716

Room/suite:

B Telephone number (see instructions): 256-350-9145

City or town, state, and ZIP code: Decatur, AL 35602

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 [X] 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) ▶ $ 9,814,729.42

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	169.24	169.24		
	4 Dividends and interest from securities	438,537.64	438,537.64		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	58,974.51			
	b Gross sales price for all assets on line 6a 1,504,524.43				
	7 Capital gain net income (from Part IV, line 2)		58,974.51		
	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)	1,556.30	1,556.30		
	12 **Total.** Add lines 1 through 11	499,237.69	499,237.69		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	26,808.45	11,941.73		7,785.04
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	3,787.95	568.20		1,136.39
	b Accounting fees (attach schedule)	1,300.00			
	c Other professional fees (attach schedule)	60,583.17	60,583.17		
	17 Interest	1,131.15	1,131.15		
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion	714.00	714.00		
	20 Occupancy				
	21 Travel, conferences, and meetings	1,274.40	379.44		632.39
	22 Printing and publications				
	23 Other expenses (attach schedule)	2,571.31	310.00		72.31
	24 **Total operating and administrative expenses.** Add lines 13 through 23	98,170.43	75,627.69		9,626.13
	25 Contributions, gifts, grants paid	415,000.00			415,000.00
	26 **Total expenses and disbursements.** Add lines 24 and 25	513,170.43	75,627.69		424,626.13
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-13,932.74			
	b **Net investment income** (if negative, enter -0-)		423,610.00		
	c **Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	375,015.00	383,973.66	383,973.66
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)	1,968,080.00	1,640,087.61	1,854,954.37
	b	Investments - corporate stock (attach schedule)	3,939,140.00	4,907,008.35	5,003,502.11
	c	Investments - corporate bonds (attach schedule)	2,991,432.00	2,328,654.58	2,572,299.28
	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)	9,273,667.00	9,259,724.20	9,814,729.42
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)	0.00	0.00	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [x] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	9,273,667.00	9,259,724.20	
	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			
	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)	9,273,667.00	9,259,724.20	
	31	**Total liabilities and net assets/fund balances** (see instructions)	9,273,667.00	9,259,724.20	

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	9,273,667.00
2	Enter amount from Part I, line 27a	2	-13,932.74
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	9,259,734.26
5	Decreases not included in line 2 (itemize) ▶ 50% Meals & Entertainment: 9.63, Rounding: .43	5	10.06
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,259,724.20

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See attached schedule.	P		
b	Raymond James - Capital Gain Distributions	P		
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	1,504,524.43		1,460,634.99	43,889.44
b	15,085.07			15,085.07
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 58,974.51

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	412,815.00	8,847,934.00	0.0467
2010	484,178.00	8,822,529.00	0.0549
2009	501,423.00	8,152,189.00	0.0615
2008	444,722.00	9,066,651.00	0.0491
2007	442,877.00	8,232,822.00	0.0538

2	**Total** of line 1, column (d)	2	0.2660
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	0.0532
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	9,462,318.07
5	Multiply line 4 by line 3	5	503,395.32
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,236.10
7	Add lines 5 and 6	7	507,631.42
8	Enter qualifying distributions from Part XII, line 4	8	424,626.13

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	8,472.20
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	8,472.20
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	8,472.20
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a — 10,145.00		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	10,145.00
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	1,672.80
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 1,672.80 **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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) ▶ Alabama			
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 ▶ Karen W. Truitt Telephone no ▶ 256-350-9145

Located at ▶ 201 Second Avenue, S.E., Decatur, Alabama ZIP+4 ▶ 35601

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 ▶			
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		
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
Karen W. Truitt P.O. Box 2716, Decatur, AL 35602-2716	President/Treasurer Director/ 10 hrs	22,783.45	0.00	0.00
Mike Steryous P.O. Box 2716, Decatur, AL 35602-2716	Vice President/Secretary Director- 2 hrs.	2,525.00	0.00	0.00
David Breland P.O. Box 2716, Decatur, AL 35602-2716	Director 1 hr.	1,000.00	0.00	0.00
Paul E. Hargrove (Deceased 07/10/2012) P.O. Box 2716, Decatur, AL 35602-2716	Director 1 hr.	500.00	0.00	0.00

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 ▶

JSA
2E1460 1 000

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
Raymond James & Associates, Inc. 880 Carillon Parkway, St. Petersburg, FL 33716	Financial Advisor	60,583.17
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

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

JSA
2E1465 1 000

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	9,193,390.48
b	Average of monthly cash balances	1b	413,023.80
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	9,606,414.28
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	9,606,414.28
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	144,096.21
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,462,318.07
6	**Minimum investment return.** Enter 5% of line 5	6	473,115.90

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	473,115.90
2a	Tax on investment income for 2012 from Part VI, line 5	2a	8,472.20		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	8,472.20
3	Distributable amount before adjustments Subtract line 2c from line 1			3	464,643.70
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	464,643.70
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	464,643.70

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	424,626.13
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	424,626.13
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	424,626.13

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				464,643.70
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only				
b	Total for prior years 20____,20____,20____				
3	Excess distributions carryover, if any, to 2012				
a	From 2007 ... 22,657.00				
b	From 2008 ... 14,231.00				
c	From 2009 ... 100,634.00				
d	From 2010 ... 49,544.00				
e	From 2011 ... 0.00				
f	**Total** of lines 3a through e	187,066.00			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 424,626.13				
a	Applied to 2011, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see instructions)				
c	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2012 distributable amount				424,626.13
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*	40,017.57			40,017.57
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	147,048.43			
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.00			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	147,048.43			
10	Analysis of line 9				
a	Excess from 2008 ... 0.00				
b	Excess from 2009 ... 97,504.43				
c	Excess from 2010 ... 49,544.00				
d	Excess from 2011 ... 0.00				
e	Excess from 2012 ... 0.00				

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 . . . . ▶ N/A

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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))

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 ▶ [X] 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*				
See attached schedule.				415,000.00
Total . . . . ▶ **3a**				415,000.00
b *Approved for future payment*				
Total . . . . ▶ **3b**				

JSA
2E1491 1 000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments			14	169.24	
3 Interest on savings and temporary cash investments			14	438,537.64	
4 Dividends and interest from securities					
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			15	1,556.30	
8 Gain or (loss) from sales of assets other than inventory			18	58,974.51	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				499,237.69	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 499,237.69

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		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

Karen Smith — 11/14/2013 — President

Signature of officer or trustee — Date — Title

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
Timothy A. Smalley	[signature]	11-14-13		P00540229
Firm's name ▶ Byrd, Smalley & Adams, P.C.			Firm's EIN ▶ 63-1019234	
Firm's address ▶ P.O. Box 2179 Decatur, AL 35602-2179			Phone no 256-353-1611	

THE MELVIN AND VIRGINIA HUTSON FOUNDATION
2012 CONTRIBUTIONS

INSTITUTION	ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
Gospel Fellowship Association	1809 Wade Hampton Blvd , Greenville, SC 29609	None	Public	Charitable	50,000 00
Mount Abarim Baptist Mission International, Inc	P O Box 173067, Arlington, TX 76003-3067	None	Public	Charitable	22,000 00
First Baptist Church	123 Church Street, N E , Decatur, AL 35601	None	Public	Charitable	74,000 00
Community Free Clinic of Morgan County	245 Jackson Street, S E , Decatur, AL 35601	None	Public	Charitable	50,000 00
North Love Baptist Church	5301 E Riverside Blvd , Rockford, IL 61114-4998	None	Public	Charitable	20,000 00
Agape of North Alabama	2813 Mastin Lake Road, Huntsville, AL 35810	None	Public	Charitable	10,000 00
Childhaven	P O Box 2070, Cullman, AL 35056	None	Public	Charitable	10,000 00
Child Evangelism Fellowship of NW Alabama	P O Box 1414, Decatur, AL 35602	None	Public	Charitable	5,000 00
Shenandoah Baptist Church	6520 Williamson Road, Roanoke, VA 24019	None	Public	Charitable	2,500 00
First United Methodist Church	805 Canal Street, N E , Decatur, AL 35601	None	Public	Charitable	55,000 00
Beltline Church of Christ	2159 Beltline Road, S W , Decatur, AL 35601	None	Public	Charitable	24,000 00
Hospice of the Valley	P O Box 2745, Decatur, AL 35602	None	Public	Charitalbe	500 00
The Community Foundation of Greater Decatur	P O Box 79, Decatur, AL 35602	None	Public	Charitable	5,000 00
Eastern European Mission	P O Box 670928, Dallas, TX 75367	None	Public	Charitable	5,000 00
Christ Our Redeemer Lutheran Church	721 Pickens Street, S W , Hartselle, AL 35640	None	Public	Charitable	1,000 00
Baptist World Mission	P O Box 2149, Decatur, AL 35602-2149	None	Public	Charitable	9,000 00
International Partnership Ministries, Inc	P O Box 337, Hanvoer, PA 17331-0337	None	Public	Charitable	4,000 00
St John's Episcopal Church	202 Gordon Drive, S E , Decatur, AL 35601	None	Public	Charitable	2,500 00
Biblical Ministries Worldwide	1595 Herrington Road, Lawrenceville, GA 30043-5616	None	Public	Charitable	20,000 00
Mayfair Church of Christ	1095 Carl T Jones Drive, Huntsville, AL 35802	None	Public	Charitable	5,000 00
Trinity United Methodist Church	P O Box 38, Trinity, AL 35673	None	Public	Charitable	2,000 00
Austinville Church of Christ	2833 Danville Rd , S W , Decatur, AL 35603	None	Public	Charitable	5,000 00
Youth With A Mission	P O Box 60579, Colorado Springs, CO 80960	None	Public	Charitable	7,000 00
St Ann's Catholic School	3910A Spring Avenue, S W , Decatur, AL 35603	None	Public	Charitable	5,000 00
Project Rescue, Inc	179 Cave Springs Road, Decatur, AL 35603	None	Public	Charitable	10,000 00
Delano Park Conservancy	P O Box 742, Decatur, AL 35602	None	Public	Charitable	5,000 00
Neighborhood Christian Center	619 Bank Street, Decatur, AL 35601	None	Public	Charitable	5,000 00
American Red Cross of Morgan County	P O Box 297, Decatur, AL 35602	None	Public	Charitable	1,500 00
TOTAL					415,000 00

THE MELVIN AND VIRGINIA HUTSON FOUNDATION
GAIN(LOSS) SUMMARY
2012

	HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	COST/BASIS	SALES PRICE	GAIN (LOSS)
80,769 23 FHLB DEBENTURE	PURCHASE	10/29/10	02/16/12	79,266 77	80,769 23	1,502 46
69,230 77 FHLB DEBENTURE	PURCHASE	10/29/10	02/16/12	70,293 18	69,230 77	-1,062 41
336 SHRS FRONTIER COMMUNICATIONS	PURCHASE	12/19/20016	03/12/12	2,878 95	1,423 76	-1,455 19
9,874 327 SHRS PIMCO TOTAL RETURN FI	PURCHASE	11/01/11	03/14/12	108,123 88	110,000 00	1,876 12
50,000 CATERPILLAR FINANCL SERVICES	PURCHASE	03/16/09	03/15/12	50,004 95	50,000 00	-4 95
100,000 BARCLAYS BANK PLC MTN	PURCHASE	03/19/10	04/02/12	100,004 95	100,000 00	-4 95
150,000 FEDERAL FARM CREDIT BANKS DI	PURCHASE	05/30/08	04/04/12	151,029 00	150,000 00	-1,029 00
2,300 SHRS SANDRIDGE MS	PURCHASE	04/06/11	05/07/12	46,827 36	71,173 02	24,345 66
1,000 UNITS SANDRIDGE MS TR I	PURCHASE	08/12/11	05/07/12	24,250 88	30,944 79	6,693 91
100,000 HARTFORD LIFE INS CO MTN	PURCHASE	04/25/08	05/15/12	100,004 00	100,000 00	-4 00
125,000 GENERAL ELECTRIC CAPITAL COI	PURCHASE	06/26/06	09/17/12	125,004 00	125,000 00	-4 00
328 SHR KRAFT FOODS GROUP INC	PURCHASE	05/16/08	10/12/12	11 10	15 22	4 12
100,000 MORGAN STANLEY MTN	PURCHASE	10/22/09	11/12/12	100,004 95	100,000 00	-4 95
72,000 MORAN STANLEY MTN	PURCHASE	10/30/09	11/12/12	72,004 95	72,000 00	-4 95
100,000 BANK OF AMERICA MTN	PURCHASE	05/05/08	11/15/12	100,004 00	100,000 00	-4 00
100,000 PRUDENTIAL FINANCIAL INC MTN	PURCHASE	05/19/08	11/15/12	100,004 00	100,000 00	-4 00
150,000 MORGAN STANLEY MTN	PURCHASE	06/08/10	12/11/12	150,004 95	150,000 00	-4 95
1,300 SHRS EATON CORPORATION	PURCHASE	06/06/12	11/30/12	53,509 77	67,528 50	14,018 73
1,000FHLMC SERIES 2495	PURCHASE	02/02/05	01/17/12	1,020 05	1,000 00	-20 05
1,000 FHLMC, SERIES 2495	PURCHASE	02/02/05	02/15/12	1,020 05	1,000 00	-20 05
2,000 FHLMC, SERIES 2495	PURCHASE	02/02/05	04/15/12	2,040 10	2,000 00	-40 10
2,000 FHLMC, SERIES 2495	PURCHASE	02/02/05	05/15/12	2,040 10	2,000 00	-40 10
1,000 FHLMC, SERIES 2495	PURCHASE	02/02/05	07/16/12	1,020 05	1,000 00	-20 05
1,000 FHLMC, SERIES 2495	PURCHASE	02/02/05	08/15/12	1,020 05	1,000 00	-20 05
1,000 FHLMC, SERIES 2495	PURCHASE	02/02/05	09/17/12	1,020 05	1,000 00	-20 05
1,000 FHLMC, SERIES 2495	PURCHASE	02/02/05	10/15/12	1,020 05	1,000 00	-20 05
1,000 FHLMC, SERIES 2495	PURCHASE	02/02/05	12/17/12	1,020 05	1,000 00	-20 05
444 04 FHLMC, SERIES 2810	PURCHASE	02/17/05	01/17/12	455 19	444 04	-11 15
1,229 03 GNMA	PURCHASE	02/07/05	01/20/12	1,289 06	1,229 03	-60 03

THE MELVIN AND VIRGINIA HUTSON FOUNDATION
GAIN(LOSS) SUMMARY
2012

	HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	COST/BASIS	SALES PRICE	GAIN(LOSS)
1,225 49 GNMA	PURCHASE	02/07/05	02/21/12	1,285 35	1,225 49	-59 86
1,198 77 GNMA	PURCHASE	02/07/05	03/20/12	1,257 32	1,198 77	-58 55
1,696 25 GNMA	PURCHASE	02/07/05	04/20/12	1,779 17	1,696 25	-82 92
1,214 91 GNMA	PURCHASE	02/07/05	05/21/12	1,274 25	1,214 91	-59 34
1,218 26 GNMA	PURCHASE	02/07/05	06/20/12	1,277 77	1,218 26	-59 51
911 45 GNMA	PURCHASE	02/07/05	07/20/12	955 98	911 45	-44 53
1,207 59 GNMA	PURCHASE	02/07/05	08/20/12	1,266 58	1,207 59	-58 99
1,218 27 GNMA	PURCHASE	02/07/05	09/20/12	1,277 78	1,218 27	-59 51
1,017 13 GNMA	PURCHASE	02/07/05	10/22/12	1,066 82	1,017 13	-49 69
1,426 74 GNMA	PURCHASE	02/07/05	11/20/12	1,496 42	1,426 74	-69 68
1,431 21 GNMA	PURCHASE	02/07/05	12/20/12	1,501 11	1,431 21	-69 90
TOTAL				1,460,634 99	1,504,524 43	43,889 44
2012 Capital Gain Distributions						15,085 07
Total						58,974.51

THE MELVIN AND VIRGINIA HUTSON FOUNDATION
ASSETS AS OF
DECEMBER 31, 2012

ASSET	BOOK VALUE	FAIR MARKET VALUE
CASH:		
RAYMOND JAMES ELITE ACCOUNT	383,973.66	383,973.66
TOTAL CASH	383,973 66	383,973.66
STOCK		
2,700 SHARES - AT&T INCORPORATED	100,938 41	91,017.00
2,000 SHARES - ALLSTATE CORPORATION	98,683.03	80,340.00
1,200 SHARES - AMERICAN ELEC PWR INCORPORATED	52,112.80	51,216.00
3,500 SHARES - AMERICAN WTR WKS COMPANY INC.	94,319 95	129,955 00
1,400 SHARES - BANK OF AMERICA CORPORATION	65,738 58	16,254 00
7,200 SHARES - CSX CORPORATION	41,364.00	142,056.00
3,200 SHARES - CHEVRON CORPORATION	141,824 00	346,048 00
480 SHARES - CITIGROUP INCORPORATED	223,831 30	18,988 80
2,300 SHARES - CONAGRA FOODS	67,388 03	67,850.00
1,000 SHARES - EXELON CORPORATION	37,963.60	29,740 00
2,000 SHARES - GENERAL ELECTRIC COMPANY	70,022.00	41,980.00
1,600 SHARES - HOME DEPOT INCORPORATED	43,490 63	98,960.00
2,000 SHARES- INTEL CORPORATION	41,912.00	41,240.00
1,000 SHARES - JOHNSON & JOHNSON	59,240.95	70,100 00
1,000 SHARES - KELLOGG COMPANY	50,843 45	55,850.00
1,000 SHARES - KIMBERLY CLARK CORP	62,584 40	84,430 00
533 SHARES - KRAFT FOODS GROUP INC	18,038 21	24,235.51
1,600 SHARES - MONDELEZ INTERNATIONAL INC	33,387 89	40,724.80
1,500 SHARES - MERCK & COMPANY	65,577 95	61,410 00
1,000 SHARES - NEXTERA ENERGY INC	66,384 00	69,190 00
1,500 SHARES PEPSICO INCORPORATED	101,918 85	102,845 00
3,580 SHARES - PFIZER INCORPORATED	96,265.00	89,782.82
1,000 SHARES - PROCTER & GAMBLE COMPANY	66,374 00	67,890.00
1,175 SHARES - REGIONS FINANCIAL CORPORATION	34,220.63	8,377 75
3,600 SHARES - SOUTHERN COMPANY	148,843 24	154,116.00
2,000 SHARES - SYSCO CORPORATION	60,388 40	63,320 00

THE MELVIN AND VIRGINIA HUTSON FOUNDATION
ASSETS AS OF
DECEMBER 31, 2012

ASSET	BOOK VALUE	FAIR MARKET VALUE
STOCK		
800 SHARES - TARGET CORPORATION	50,958 82	47,336.00
700 SHARES - 3M COMPANY	49,559 00	64,995.00
2,800 SHARES - VERIZON COMMUNICATIONS	99,377 29	121,156 00
1,300 SHARES - EATON CORPORATION PLC	67,528.50	70,434 00
TOTAL STOCK	2,211,078.91	2,351,837.68
PREFERRED SECURITIES		
4,000 SHARES - GENERAL ELECTRIC CAPITAL CORP	100,004.00	104,400.00
4,000 SHARES - GOLDMAN SACHS GROUP INC.	100,004 95	104,480 00
4,000 SHARES - ING GROEP PERPETUAL HYBRID CAP.	100,004 00	99,960.00
4,000 SHARES - MORGAN STANLEY CAPITAL TRUST	100,004 00	99,560.00
4,000 SHARES - SAUL CENTERS, INC.	100,004.00	103,960 00
2,000 SHARES - ARGO GROUP US, INC	50,004.95	49,780 00
2,000 SHARES - PNC FINANCIAL SERVICES GROUP, INC.	50,004.95	49,900 00
1,200 SHARES - PRUDENTIAL FINANCIAL, INC	30,004 95	30,600.00
12,000 SHARES - RAYMOND JAMES FINANCIAL INC	300,004 95	327,240.00
2,000 SHARES - REGIONS FINANCIAL CORP	50,004.95	49,482.00
4,000 SHARES - THE CHARLES SCHWAB CORP	100,004 95	104,600.00
1,200 SHARES - STANLEY BLACK & DECKER	30,004 95	31,140.00
TOTAL PREFERRED SECURITIES	1,110,055 60	1,155,102.00

THE MELVIN AND VIRGINIA HUTSON FOUNDATION
ASSETS AS OF
DECEMBER 31, 2012

ASSET		
REITS/TANGIBLES	BOOK VALUE	FAIR MARKET VALUE
1,135 SHARES - HEALTH CARE REIT INCORPORATED	43,994.39	69,564.15
2,750 SHARES - ANNALY CAP MGMT INC	49,947 18	38,610.00
1,000 SHARES - DIGITAL RLTY TR INC	74,083.90	67,890 00
TOTAL REITS/TANGIBLES	168,025 47	176,064.15
MUTUAL FUNDS		
6,307.847 SHARES - BLACKROCK GLOBAL FUND	127,439.97	125,084.61
2,990 023 SHARES - FIRST EAGLE GLOBAL FUND	136,841 05	145,793.52
45,465.672 SHARES - PIMCO TOTAL RETURN FUND	503,831.52	511,034.15
7,500 SHARES - BLACKROCK BUILD AMER BD	150,004.95	171,525.00
5,000 SHARES - DOW 30SM ENHANCED PREM	72,672.62	53,650 00
5,800 SHARES - FIRST TR/FOUR CORNERS SR FLOAT	102,256.66	87,986.00
12,500 SHARES - NUVEEN MULT CURR ST GV INC FD	223,297 21	160,875 00
12,500 SHARES -INVESCO VAN KAMPEN SR INC TRST	101,504 39	64,750.00
TOTAL MUTUAL FUNDS	1,417,848 37	1,320,698 28
TOTAL STOCK, PREFERRED SECURITIES, REIT, AND MUTUAL FUNDS	4,907,008 35	5,003,702 11

THE MELVIN AND VIRGINIA HUTSON FOUNDATION
ASSETS AS OF
DECEMBER 31, 2012

ASSET	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS		
100,000 CATERPILLAR FINANCL SERVS MTN	100,004.95	100,240 00
100,000 INTERNATIONAL LEASE FINANCE CORP	100,004.00	102,403.00
100,000 SLM CORPORATION MEDIUM TERM NOTE	91,441 00	104,551.00
100,000 HARTFORD LIFE INS CO (4165X0MZ0)	100,004.00	100,755.00
50,000 COUNTRYWIDE FINANCL CORP NTS	50,367.45	54,885.50
50,000 COUNTRYWIDE FINANCL CORP NTS	51,980 45	54,885 50
100,000 BELLSOUTH CORP NTS	100,611 95	114,693.00
100,000 MERRILL LYNCH & CO, INC. NTS	98,063.95	109,750 00
150,000 HARTFORD LIFE INS CO MTN(4165X0MW7)	150,004 00	152,166.00
100,000 THE GOLDMAN SACHS GROUP(38141E6X2)	100,004 95	112,297 00
100,000 GOLDMAN SACHS GROUP (38141E7G8)	100,004 95	107,460 00
100,000 PRINCIPAL LIFE INCOME TRUST MTN	100,004 00	114,058.00
100,000 AUTOZONE, INC. NTS	91,448 95	108,447 00
150,000 PACIFIC BELL DEBENTURE	160,585.50	200,527 50
150,000 WAL-MART STORES, INC.	185,471 45	220,689.00
100,000 GOLDMAN SACHS GRP, INC(38141EZ77)	100,004 95	103,658 00
57,000 JOHNSON & JOHNSON NTS	63,417.29	79,047 60
100,000 BANK OF AMERICA(06050WDZ5)	100,004.95	106,768 00
150,000 LLOYDS TSB BANK PLC NTS	150,957.95	184,398 00
100,000 GOLDMAN SACHS GRP(38141E4F3)	100,004.95	111,844 00
18,000 BELLSOUTH TELECOMMUNICATIONS INC.	22,516.59	22,275 18
100,000 CITIGROUP FUNDING INC NTS	100,004 95	98,278 00
50,000 CITIGROUP INC. DEBENTURE	61,736 45	60,147 00
50,000 GOLDMAN SACHS GROUP INC(38143CAM3)	50,004 95	48,076 00
TOTAL CORPORATE BONDS	2,328,654 58	2,572,299 28

THE MELVIN AND VIRGINIA HUTSON FOUNDATION
ASSETS AS OF
DECEMBER 31, 2012

ASSET	BOOK VALUE	FAIR MARKET VALUE
U.S TREASURY SECURITIES		
200,000 US TREASURY BOND(912810EQ7)	256,133 08	286,750 00
TOTAL U S TREASURY SECURITIES	256,133.08	286,750.00
GOVERNMENT SPONSORED ENTERPRISE SECURITIES(GSE)		
100,000 FED HOME LN MTG CORP DEB(3134A4ZZO)	95,676 05	114,168 00
100,000 FED FARM CREDIT BANKS DEB(31331YK90)	99,951.46	128,586 00
174,000 TN VALLEY AUTH DEB(880591DV1)	156,789 62	211,761.48
41,000 FED HOME LN MTG CORP DEB(3128X4UZ2)	42,079.95	46,236.52
118,000 FED HOME LN MTG CORP MTN(3133F23H6)	120,509 43	118,512 12
144,000 FED HOME LN MTG CORP DEB(3128X4UZ2)	147,654 95	162,391 68
109,000 FED FARM CREDIT BANKS DEB(31331YBY5)	121,105 74	143,936 68
85,000 FED HOME LN MTG CORP DEB(3128X4UZ2)	86,959.80	95,856 20
150,000 FED HOME LN MTG CORP DEB(3128X4UZ2)	152,178 23	169,158 00
100,000 FED FARM CREDIT BANKS DEB(31331J6V0)	99,929 95	100,014.00
100,000 FED HOME LN MTG CORP MTN(3128X4CY5)	99,754 95	108,276 00
TOTAL GOVERNMENT SPONSORED ENTERPRISE SECURITIES(GSE)	1,222,590 13	1,398,896 68
MUNICIPAL BONDS		
125,000 MIAMI-DADE CNTY FL SPL	131,242 45	138,462 50
TOTAL MUNICIPAL BONDS	131,242 45	138,462 50

THE MELVIN AND VIRGINIA HUTSON FOUNDATION
ASSETS AS OF
DECEMBER 31, 2012

ASSET	BOOK VALUE	FAIR MARKET VALUE
BACKED SECURITIES		
11,213 22 GNMA REMIC TRUST 2004-63	11,761 00	11,481 33
18,000 FHLMC REMIC SERIES 2495	18,360 95	19,363.86
TOTAL BACKED SECURITIES	30,121.95	30,845 19
TOTAL GOVERNMENT & STATE	1,640,087 61	1,854,954 37

THE MELVIN AND VIRGINIA HUTSON FOUNDATION
EIN: 63-0885492

2012 Form 990-PF, Return of Private Foundation or
Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Part 1, Revenue

Line 11: Other Income:

Bank of America - Fair Fund Distribution:	$ 11.30
Sandridge MS Trust I - Royalty:	$ 1,215.00
Sandridge MS Trust - Hedge:	$ 330.00
Total	$ 1,556.30

THE MELVIN AND VIRGINIA HUTSON FOUNDATION
EIN: 63-0885492

2012 Form 990-PF, Return of Private Foundation or
Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Part 1, Operating and Administration Expenses

Line 16a: Legal Fees: Blackburn, Maloney and Schuppert, LLC:	$ 3,787.95
Line 16b: Accounting Fees: Byrd, Smalley & Adams, P.C.:	$ 1,300.00
Line 16c: Other Professional Fees: Raymond James & Associates, Inc.	$60,583.17
Line 23: Other Expenses:	
Liability Insurance:	$ 2,134.00
Post Office Box Rent:	$ 110.00
Supplies:	$ 72.31
Sandridge MS Trust I (Schedule K-1):	
Deductions in regards to royalty income:	$ 159.00
Deductions in regards to interest income:	$ 96..00
	$ 2,571.31

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